

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

FRANKLIN RESOURCES INC

Form 13F-HR/A

December 20, 2004

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2004

Check here if Amendment [X] : Amendment Number: 2  
This Amendment (Check only one.): [X] 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: Barbara J. Green  
Title: Vice President, Deputy General Counsel and Secretary  
Phone: 650-312-2000

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN  
By: Barbara J. Green  
San Mateo, California  
December 17, 2004

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).)

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 10

## Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR/A

Form 13F Information Table Entry Total: 3,919

Form 13F Information Table Value Total: \$ 100,906,630  
(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.                      |
| 1   | 28-5454              | TEMPLETON GLOBAL ADVISORS LIMITED            |
| 2   | 28-1074              | TEMPLETON INVESTMENT COUNSEL, LLC.           |
| 3   | 28-3984              | TEMPLETON/FRANKLIN INVESTMENT SERVICES, INC. |
| 4   | 28-5930              | FRANKLIN ADVISORY SERVICES, LLC.             |
| 5   | 28-6154              | FRANKLIN MUTUAL ADVISERS, LLC.               |
| 6   | 28-6174              | FRANKLIN PRIVATE CLIENT GROUP, INC.          |
| 7   | 28-5825              | FRANKLIN INVESTMENT ADVISORY SERVICES, INC.  |
| 8   | 28-6143              | FRANKLIN TEMPLETON INVESTMENTS CORP.         |
| 9   | 28-2157              | FIDUCIARY TRUST COMPANY INTERNATIONAL        |

| 12/09/2004 11:55 am<br>(lg13frt.p) P7S |                      | FORM 13F FOR PERIOD ENDING 09<br>REPORTING MANAGER: FRANKLIN RES |                                    |                                  |                          |  |
|--|----------------------|--|------------------------------------|----------------------------------|--------------------------|--|
| ITEM 1                                 | ITEM 2               | ITEM 3   | ITEM 4                             | ITEM 5                           | ITEM 6                   |  |
| NAME OF ISSUER                         | TITLE<br>OF<br>CLASS | CUSIP<br>NUMBER  | FAIR<br>MARKET<br>VALUE<br>(X1000) | SHARES OR<br>PRINCIPAL<br>AMOUNT | INVESTMENT<br>DISCRETION |  |
| AB WATLEY GROUP INC                    | COMMON SHS           | 000788109  | 72                                 | 447350                           | DEFINED                  |  |
| ADC TELECOMMUNICATIONS INC             | COMMON SHS           | 000886101  | 382                                | 211021                           | DEFINED                  |  |
| ACM INCOME FUND INC                    | CLOSE END MUT F      | 000912105  | 107                                | 13191                            | DEFINED                  |  |
| ABN AMRO HOLDING NV                    | AMER DEP RECPT       | 000937102  | 2185                               | 96000                            | DEFINED                  |  |
| ABM INDUSTRIES INC                     | COMMON SHS           | 000957100  | 16372                              | 812500                           | DEFINED                  |  |
| AFLAC INC                              | COMMON SHS           | 001055102  | 259                                | 6600                             | DEFINED                  |  |
| AFLAC INC                              | COMMON SHS           | 001055102  | 81576                              | 2080500                          | DEFINED                  |  |
| AFLAC INC                              | COMMON SHS           | 001055102  | 87                                 | 2210                             | DEFINED                  |  |
| AFLAC INC                              | COMMON SHS           | 001055102  | 3206                               | 81760                            | DEFINED                  |  |
| AFLAC INC                              | COMMON SHS           | 001055102  | 10698                              | 272838                           | DEFINED                  |  |
| AFLAC INC                              | COMMON SHS           | 001055102  | 43112                              | 1099515                          | DEFINED                  |  |
| AGL RESOURCES INC                      | COMMON SHS           | 001204106  | 15385                              | 500000                           | DEFINED                  |  |
| AES CORP                               | COMMON SHS           | 00130H105  | 1710                               | 171190                           | DEFINED                  |  |
| AK STEEL HOLDING CORP                  | COMMON SHS           | 001547108  | 21                                 | 2600                             | DEFINED                  |  |
| AK STEEL HOLDING CORP                  | COMMON SHS           | 001547108  | 14108                              | 1728900                          | DEFINED                  |  |
| AMLI RESIDENTIAL PROPERTIES TRUST      | REAL EST INV TR      | 001735109  | 95                                 | 3095                             | DEFINED                  |  |
| AMLI RESIDENTIAL PROPERTIES TRUST      | REAL EST INV TR      | 001735109  | 9394                               | 307500                           | DEFINED                  |  |
| AMR CORP                               | COMMON SHS           | 001765106  | 15555                              | 2122053                          | DEFINED                  |  |
| AMR CORP                               | COMMON SHS           | 001765106  | 3108                               | 424060                           | DEFINED                  |  |

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

|  |                |           |        |          |         |
|--|----------------|-----------|--------|----------|---------|
| AMR CORP                               | COMMON SHS     | 001765106 | 7916   | 1080000  | DEFINED |
| AMR CORP                               | COMMON SHS     | 001765106 | 13435  | 1832900  | DEFINED |
| AMR CORP                               | COMMON SHS     | 001765106 | 5      | 738      | DEFINED |
| AMR CORP                               | COMMON SHS     | 001765106 | 36     | 4910     | DEFINED |
| ATI TECHNOLOGIES INC                   | COMMON SHS     | 001941103 | 230    | 15000    | DEFINED |
| AT&T CORP                              | COMMON SHS     | 001957505 | 510    | 35613    | DEFINED |
| AT&T CORP                              | COMMON SHS     | 001957505 | 78244  | 5464000  | DEFINED |
| ATMI INC                               | COMMON SHS     | 00207R101 | 10290  | 502450   | DEFINED |
| ATMI INC                               | COMMON SHS     | 00207R101 | 63     | 3100     | DEFINED |
| AT&T WIRELESS SERVICES INC             | COMMON SHS     | 00209A106 | 935    | 63255    | DEFINED |
| AT&T WIRELESS SERVICES INC             | COMMON SHS     | 00209A106 | 527020 | 35657627 | DEFINED |
| AT&T WIRELESS SERVICES INC             | COMMON SHS     | 00209A106 | 8260   | 558840   | DEFINED |
| AT&T WIRELESS SERVICES INC             | COMMON SHS     | 00209A106 | 135017 | 9135100  | DEFINED |
| AT&T WIRELESS SERVICES INC             | COMMON SHS     | 00209A106 | 12     | 808      | DEFINED |
| AT&T WIRELESS SERVICES INC             | COMMON SHS     | 00209A106 | 1234   | 83524    | DEFINED |
| AT&T WIRELESS SERVICES INC             | COMMON SHS     | 00209A106 | 0      | 17       | DEFINED |
| AU OPTRONICS CORP                      | AMER DEP RECPT | 002255107 | 6473   | 517000   | DEFINED |
| AU OPTRONICS CORP                      | AMER DEP RECPT | 002255107 | 202    | 16170    | DEFINED |
| AU OPTRONICS CORP                      | AMER DEP RECPT | 002255107 | 2003   | 160000   | DEFINED |
| ABBOTT LABORATORIES                    | COMMON SHS     | 002824100 | 38801  | 915977   | DEFINED |
| ABBOTT LABORATORIES                    | COMMON SHS     | 002824100 | 337258 | 7961713  | DEFINED |
| ABBOTT LABORATORIES                    | COMMON SHS     | 002824100 | 31610  | 746220   | DEFINED |
| ABBOTT LABORATORIES                    | COMMON SHS     | 002824100 | 3622   | 85503    | DEFINED |
| ABBOTT LABORATORIES                    | COMMON SHS     | 002824100 | 6396   | 151000   | DEFINED |
| ABBOTT LABORATORIES                    | COMMON SHS     | 002824100 | 2473   | 58387    | DEFINED |
| ABBOTT LABORATORIES                    | COMMON SHS     | 002824100 | 16944  | 400000   | DEFINED |
| ABBOTT LABORATORIES                    | COMMON SHS     | 002824100 | 33052  | 780261   | DEFINED |
| ABBOTT LABORATORIES                    | COMMON SHS     | 002824100 | 46042  | 1086922  | DEFINED |
| ABBOTT LABORATORIES                    | COMMON SHS     | 002824100 | 85881  | 2027412  | DEFINED |
| ABGENIX INC                            | COMMON SHS     | 00339B107 | 4802   | 487000   | DEFINED |
| ABLE LABORATORIES INC                  | COMMON SHS     | 00371N407 | 7152   | 373300   | DEFINED |
| ABLE LABORATORIES INC                  | COMMON SHS     | 00371N407 | 46     | 2400     | DEFINED |
| ABITIBI-CONSOLIDATED INC               | ORDINARY SHS   | 003924107 | 69     | 8689     | DEFINED |
| ABITIBI-CONSOLIDATED INC               | ORDINARY SHS   | 003924107 | 71624  | 9009259  | DEFINED |
| ABITIBI-CONSOLIDATED INC               | ORDINARY SHS   | 003924107 | 6165   | 775470   | DEFINED |
| ABITIBI-CONSOLIDATED INC               | ORDINARY SHS   | 003924107 | 30090  | 3784887  | DEFINED |
| ABITIBI-CONSOLIDATED INC               | ORDINARY SHS   | 003924107 | 14086  | 1771828  | DEFINED |
| ACCREDO HEALTH INC                     | COMMON SHS     | 00437V104 | 29     | 1250     | DEFINED |
| ACCREDO HEALTH INC                     | COMMON SHS     | 00437V104 | 1369   | 58100    | DEFINED |
| ACMAT CORP                             | COMMON SHS     | 004616207 | 4831   | 392800   | DEFINED |
| ACME COMMUNICATIONS INC                | COMMON SHS     | 004631107 | 1570   | 263874   | DEFINED |
| ACME COMMUNICATIONS INC                | COMMON SHS     | 004631107 | 1628   | 273600   | DEFINED |
| ACTION PERFORMANCE COS INC             | COMMON SHS     | 004933107 | 6876   | 678800   | DEFINED |
| ACTEL CORP                             | COMMON SHS     | 004934105 | 22665  | 1491105  | DEFINED |
| ACTEL CORP                             | COMMON SHS     | 004934105 | 34069  | 2241400  | DEFINED |
| ACXIOM CORP                            | COMMON SHS     | 005125109 | 567    | 23900    | DEFINED |
| ACXIOM CORP                            | COMMON SHS     | 005125109 | 74     | 3100     | DEFINED |
| ADAPTEC INC                            | COMMON SHS     | 00651F108 | 11679  | 1536700  | DEFINED |
| ADECCO SA                              | AMER DEP RECPT | 006754105 | 5186   | 418901   | DEFINED |
| ADECCO SA                              | AMER DEP RECPT | 006754105 | 274    | 22100    | DEFINED |
| ADELPHIA COMMUNICATIONS CORP           | CONVERTIBLE BD | 006848BG9 | 23719  | 86250000 | DEFINED |
| ADESA INC                              | COMMON SHS     | 00686U104 | 354    | 21532    | DEFINED |
| ADESA INC                              | COMMON SHS     | 00686U104 | 20538  | 1250000  | DEFINED |
| ADOBE SYSTEMS INC                      | COMMON SHS     | 00724F101 | 4297   | 86860    | DEFINED |
| ADOBE SYSTEMS INC                      | COMMON SHS     | 00724F101 | 88398  | 1786909  | DEFINED |
| ADOLOR CORP                            | COMMON SHS     | 00724X102 | 5659   | 503043   | DEFINED |
| ADOLOR CORP                            | COMMON SHS     | 00724X102 | 48106  | 4276100  | DEFINED |
| ADTRAN INC                             | COMMON SHS     | 00738A106 | 19373  | 854200   | DEFINED |
| ADVANCE AUTO PARTS                     | COMMON SHS     | 00751Y106 | 42498  | 1235400  | DEFINED |
| ADVANCED FIBRE COMMUNICATIONS          | COMMON SHS     | 00754A105 | 19947  | 1254497  | DEFINED |
| ADVANCED SEMICONDUCTOR ENGINEERING INC | AMER DEP RECPT | 00756M404 | 82     | 24489    | DEFINED |
| ADVANCED NEUROMODULATION SYSTEMS INC   | COMMON SHS     | 00757T101 | 9484   | 312477   | DEFINED |

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

|                                      |                 |           |        |          |         |
|--------------------------------------|-----------------|-----------|--------|----------|---------|
| ADVANCED NEUROMODULATION SYSTEMS INC | COMMON SHS      | 00757T101 | 11214  | 369500   | DEFINED |
| ADVANCED MEDICAL OPTICS INC          | COMMON SHS      | 00763M108 | 3517   | 88888    | DEFINED |
| AEROPOSTALE INC                      | COMMON SHS      | 007865108 | 5689   | 217125   | DEFINED |
| AEROPOSTALE INC                      | COMMON SHS      | 007865108 | 12112  | 462275   | DEFINED |
| ADVANCED MICRO DEVICES INC           | CONVERTIBLE BD  | 007903AF4 | 1890   | 1000000  | DEFINED |
| AEGON NV                             | NEW YORK SHARES | 007924103 | 174    | 16089    | DEFINED |
| ADVANCED ENERGY INDUSTRIES INC       | COMMON SHS      | 007973100 | 3525   | 379387   | DEFINED |
| ADVANCED ENERGY INDUSTRIES INC       | COMMON SHS      | 007973100 | 65     | 7000     | DEFINED |
| ADVANCED ENERGY INDUSTRIES INC       | COMMON SHS      | 007973100 | 24177  | 2602460  | DEFINED |
| ADVANCED ENERGY INDUSTRIES INC       | CONVERTIBLE BD  | 007973AC4 | 1988   | 2000000  | DEFINED |
| AETNA INC                            | COMMON SHS      | 00817Y108 | 289    | 2890     | DEFINED |
| AETNA INC                            | COMMON SHS      | 00817Y108 | 2241   | 22430    | DEFINED |
| AFFILIATED COMPUTER SERVICES INC     | COMMON SHS      | 008190100 | 31     | 554      | DEFINED |
| AFFILIATED COMPUTER SERVICES INC     | COMMON SHS      | 008190100 | 9931   | 178391   | DEFINED |
| AFFILIATED COMPUTER SERVICES INC     | COMMON SHS      | 008190100 | 110841 | 1991037  | DEFINED |
| AFFILIATED MANAGERS GROUP INC        | COMMON SHS      | 008252108 | 8034   | 150049   | DEFINED |
| AFFILIATED MANAGERS GROUP INC        | COMMON SHS      | 008252108 | 48     | 900      | DEFINED |
| AFFYMETRIX INC                       | COMMON SHS      | 00826T108 | 384    | 12500    | DEFINED |
| AFFYMETRIX INC                       | COMMON SHS      | 00826T108 | 3676   | 119700   | DEFINED |
| AFFORDABLE RESIDENTIAL CMTYS         | REAL EST INV TR | 008273104 | 197    | 13500    | DEFINED |
| AGERE SYSTEMS INC                    | COMMON SHS      | 00845V100 | 11     | 10000    | DEFINED |
| AGERE SYSTEMS INC                    | COMMON SHS      | 00845V100 | 36918  | 35160139 | DEFINED |
| AGERE SYSTEMS INC                    | COMMON SHS      | 00845V100 | 393    | 373990   | DEFINED |
| AGERE SYSTEMS INC                    | COMMON SHS      | 00845V100 | 0      | 6        | DEFINED |
| AGERE SYSTEMS INC                    | COMMON SHS      | 00845V100 | 3240   | 3086163  | DEFINED |
| AGERE SYSTEMS INC                    | COMMON SHS      | 00845V100 | 1      | 532      | DEFINED |
| AGERE SYSTEMS INC                    | COMMON SHS      | 00845V100 | 357    | 339743   | DEFINED |
| AGERE SYSTEMS INC                    | COMMON SHS      | 00845V209 | 0      | 158      | DEFINED |
| AGERE SYSTEMS INC                    | COMMON SHS      | 00845V209 | 15     | 14929    | DEFINED |
| AGILENT TECHNOLOGIES INC             | COMMON SHS      | 00846U101 | 568    | 26320    | DEFINED |
| AGILENT TECHNOLOGIES INC             | COMMON SHS      | 00846U101 | 0      | 15       | DEFINED |
| AGILENT TECHNOLOGIES INC             | COMMON SHS      | 00846U101 | 8628   | 400000   | DEFINED |
| AGILENT TECHNOLOGIES INC             | COMMON SHS      | 00846U101 | 2686   | 124516   | DEFINED |
| AGILENT TECHNOLOGIES INC             | COMMON SHS      | 00846U101 | 41380  | 1918402  | DEFINED |
| AGILE SOFTWARE CORP                  | COMMON SHS      | 00846X105 | 7358   | 927850   | DEFINED |
| AGILE SOFTWARE CORP                  | COMMON SHS      | 00846X105 | 823    | 103800   | DEFINED |
| AGNICO EAGLE MINES LTD               | COMMON SHS      | 008474108 | 6069   | 425000   | DEFINED |
| AGRIUM INC                           | COMMON SHS      | 008916108 | 20636  | 1071900  | DEFINED |
| AGRIUM INC                           | COMMON SHS      | 008916108 | 1      | 65       | DEFINED |
| AIR FRANCE-KLM                       | AMER DEP RECPT  | 009119108 | 8751   | 550000   | DEFINED |
| AIR FRANCE-KLM                       | WTS TO EQUITY   | 009119116 | 485    | 500000   | DEFINED |
| AIR PRODUCTS & CHEMICALS INC         | COMMON SHS      | 009158106 | 27190  | 500000   | DEFINED |
| AIR PRODUCTS & CHEMICALS INC         | COMMON SHS      | 009158106 | 7123   | 130979   | DEFINED |
| AIR PRODUCTS & CHEMICALS INC         | COMMON SHS      | 009158106 | 5465   | 100500   | DEFINED |
| ELECTROLUX AB                        | AMER DEP RECPT  | 010198208 | 636    | 17300    | DEFINED |
| AKZO NOBEL NV                        | AMER DEP RECPT  | 010199305 | 5237   | 147528   | DEFINED |
| AKZO NOBEL NV                        | AMER DEP RECPT  | 010199305 | 16233  | 457269   | DEFINED |
| AKZO NOBEL NV                        | AMER DEP RECPT  | 010199305 | 19     | 525      | DEFINED |
| ALAMO GROUP INC                      | COMMON SHS      | 011311107 | 842    | 45000    | DEFINED |
| ALAMOSA HOLDINGS INC                 | COMMON SHS      | 011589108 | 3388   | 443400   | DEFINED |
| ALASKA AIR GROUP INC                 | COMMON SHS      | 011659109 | 33468  | 1350600  | DEFINED |
| ALASKA AIR GROUP INC                 | COMMON SHS      | 011659109 | 12390  | 500000   | DEFINED |
| ALASKA AIR GROUP INC                 | COMMON SHS      | 011659109 | 25     | 1000     | DEFINED |
| ALBANY INTERNATIONAL CORP            | COMMON SHS      | 012348108 | 327    | 10955    | DEFINED |
| ALBANY INTERNATIONAL CORP            | COMMON SHS      | 012348108 | 11781  | 395200   | DEFINED |
| ALBANY INTERNATIONAL CORP            | COMMON SHS      | 012348108 | 75     | 2500     | DEFINED |
| ALBERTO-CULVER CO                    | COMMON SHS      | 013068101 | 3736   | 85925    | DEFINED |
| ALBERTO-CULVER CO                    | COMMON SHS      | 013068101 | 897    | 20627    | DEFINED |
| ALBERTO-CULVER CO                    | COMMON SHS      | 013068101 | 79999  | 1839900  | DEFINED |
| ALBERTO-CULVER CO                    | COMMON SHS      | 013068101 | 270    | 6200     | DEFINED |
| ALBERTO-CULVER CO                    | COMMON SHS      | 013068101 | 385    | 8850     | DEFINED |
| ALBERTSONS INC                       | COMMON SHS      | 013104104 | 7196   | 300711   | DEFINED |

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

|  |                 |           |        |         |         |
|--|-----------------|-----------|--------|---------|---------|
| ALBERTSONS INC                         | COMMON SHS      | 013104104 | 107538 | 4493840 | DEFINED |
| ALBERTSONS INC                         | COMMON SHS      | 013104104 | 31     | 1290    | DEFINED |
| ALBERTSONS INC                         | COMMON SHS      | 013104104 | 17     | 700     | DEFINED |
| ALBERTSONS INC                         | COMMON SHS      | 013104104 | 623    | 26017   | DEFINED |
| ALCAN INC                              | COMMON SHS      | 013716105 | 18324  | 304408  | DEFINED |
| ALCAN INC                              | ORDINARY SHS    | 013716105 | 3712   | 63354   | DEFINED |
| ALCAN INC                              | ORDINARY SHS    | 013716105 | 305228 | 5258645 | DEFINED |
| ALCAN INC                              | COMMON SHS      | 013716105 | 1      | 20      | DEFINED |
| ALCAN INC                              | ORDINARY SHS    | 013716105 | 132920 | 2197029 | DEFINED |
| ALCAN INC                              | COMMON SHS      | 013716105 | 2179   | 37767   | DEFINED |
| ALCAN INC                              | ORDINARY SHS    | 013716105 | 139    | 2290    | DEFINED |
| ALCOA INC                              | COMMON SHS      | 013817101 | 2491   | 74159   | DEFINED |
| ALCOA INC                              | COMMON SHS      | 013817101 | 11168  | 332485  | DEFINED |
| ALCOA INC                              | COMMON SHS      | 013817101 | 20490  | 609992  | DEFINED |
| ALCATEL SA                             | AMER DEP RECPT  | 013904305 | 15     | 1296    | DEFINED |
| ALCATEL SA                             | AMER DEP RECPT  | 013904305 | 1026   | 87500   | DEFINED |
| ALDERWOODS GROUP INC                   | COMMON SHS      | 014383103 | 22770  | 2316401 | DEFINED |
| ALEXANDER & BALDWIN INC                | COMMON SHS      | 014482103 | 440    | 12978   | DEFINED |
| ALEXANDER'S INC                        | REAL EST INV TR | 014752109 | 95939  | 481865  | DEFINED |
| ALEXANDER'S INC                        | REAL EST INV TR | 014752109 | 199    | 1000    | DEFINED |
| ALEXANDRIA REAL ESTATE EQUITIES INC    | REAL EST INV TR | 015271109 | 100    | 1515    | DEFINED |
| ALEXANDRIA REAL ESTATE EQUITIES INC    | REAL EST INV TR | 015271109 | 19782  | 301000  | DEFINED |
| ALEXION PHARMACEUTICALS INC            | COMMON SHS      | 015351109 | 1762   | 97900   | DEFINED |
| ALKERMES INC                           | COMMON SHS      | 01642T108 | 7507   | 650520  | DEFINED |
| ALKERMES INC                           | COMMON SHS      | 01642T108 | 13178  | 1141950 | DEFINED |
| ALLEGHANY CORP (DEL)                   | COMMON SHS      | 017175100 | 202797 | 743118  | DEFINED |
| ALLEGHANY CORP (DEL)                   | COMMON SHS      | 017175100 | 502    | 1840    | DEFINED |
| ALLEGHENY ENERGY INC                   | COMMON SHS      | 017361106 | 62107  | 3891400 | DEFINED |
| ALLEGHENY ENERGY INC                   | COMMON SHS      | 017361106 | 14     | 890     | DEFINED |
| ALLEN ORGAN CO                         | COMMON SHS      | 017753104 | 5747   | 94800   | DEFINED |
| ALLERGAN INC                           | COMMON SHS      | 018490102 | 29020  | 400000  | DEFINED |
| ALLERGAN INC                           | COMMON SHS      | 018490102 | 9566   | 131855  | DEFINED |
| ALLETE INC                             | COMMON SHS      | 018522300 | 17     | 510     | DEFINED |
| ALLETE INC                             | COMMON SHS      | 018522300 | 13542  | 416666  | DEFINED |
| ALLIANCE ATLANTIS COMMUNICATIONS CORP  | ORDINARY SHS    | 01853E204 | 1486   | 53300   | DEFINED |
| ALLIANCE ATLANTIS COMMUNICATIONS CORP  | ORDINARY SHS    | 01853E204 | 122644 | 4398999 | DEFINED |
| ALLIANCE CAPITAL MANAGEMENT HOLDING LP | LTD PARTNERSHIP | 01855A101 | 2219   | 62500   | DEFINED |
| ALLIANCE CAPITAL MANAGEMENT HOLDING LP | LTD PARTNERSHIP | 01855A101 | 61     | 1711    | DEFINED |
| ALLIANCE DATA SYSTEM CORP              | COMMON SHS      | 018581108 | 6384   | 157400  | DEFINED |
| ALLIANCE GAMING CORP                   | COMMON SHS      | 01859P609 | 11346  | 753400  | DEFINED |
| ALLIANT ENERGY CORP                    | COMMON SHS      | 018802108 | 40     | 1600    | DEFINED |
| ALLIANT ENERGY CORP                    | COMMON SHS      | 018802108 | 155749 | 6260000 | DEFINED |
| ALLIANT TECHSYSTEMS INC                | COMMON SHS      | 018804104 | 212    | 3500    | DEFINED |
| ALLIED CAPITAL CORP                    | COMMON SHS      | 01903Q108 | 765    | 31370   | DEFINED |
| ALLIED IRISH BANKS PLC                 | AMER DEP RECPT  | 019228402 | 6551   | 196900  | DEFINED |
| ALLIED IRISH BANKS PLC                 | AMER DEP RECPT  | 019228402 | 583    | 17515   | DEFINED |
| ALLIED WASTE INDUSTRIES INC            | COMMON SHS      | 019589308 | 62     | 7000    | DEFINED |
| ALLIED WASTE INDUSTRIES INC            | COMMON SHS      | 019589308 | 54234  | 6128150 | DEFINED |
| ALLIED WASTE INDUSTRIES INC            | CONVERT PREF    | 019589605 | 51     | 1000    | DEFINED |
| ALLIED WASTE INDUSTRIES INC            | CONVERT PREF    | 019589605 | 47221  | 925900  | DEFINED |
| ALLIED WASTE INDUSTRIES INC            | CONVERTIBLE BD  | 019589AD2 | 176    | 200000  | DEFINED |
| ALLSTATE CORP                          | COMMON SHS      | 020002101 | 21245  | 442690  | DEFINED |
| ALLSTATE CORP                          | COMMON SHS      | 020002101 | 7486   | 156000  | DEFINED |
| ALLSTATE CORP                          | COMMON SHS      | 020002101 | 104    | 2160    | DEFINED |
| ALLSTATE CORP                          | COMMON SHS      | 020002101 | 9224   | 192201  | DEFINED |
| ALLSTATE CORP                          | COMMON SHS      | 020002101 | 22321  | 465121  | DEFINED |
| ALLSTATE CORP                          | COMMON SHS      | 020002101 | 1055   | 21980   | DEFINED |
| ALLTEL CORP                            | COMMON SHS      | 020039103 | 1942   | 35366   | DEFINED |
| ALLTEL CORP                            | COMMON SHS      | 020039103 | 5467   | 99560   | DEFINED |
| ALLTEL CORP                            | COMMON SHS      | 020039103 | 2533   | 46138   | DEFINED |
| ALLTEL CORP                            | COMMON SHS      | 020039103 | 37213  | 677700  | DEFINED |
| ALLTEL CORP                            | CONVERT PREF    | 020039822 | 139234 | 2690000 | DEFINED |

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

|                                       |                 |           |        |          |         |
|---------------------------------------|-----------------|-----------|--------|----------|---------|
| ALPHARMA INC                          | CONVERTIBLE BD  | 020813AD3 | 4990   | 4000000  | DEFINED |
| ALTERA CORP                           | COMMON SHS      | 021441100 | 78763  | 4024658  | DEFINED |
| ALTRIA GROUP INC                      | COMMON SHS      | 02209S103 | 4445   | 94500    | DEFINED |
| ALTRIA GROUP INC                      | COMMON SHS      | 02209S103 | 314895 | 6694196  | DEFINED |
| ALTRIA GROUP INC                      | COMMON SHS      | 02209S103 | 5076   | 107903   | DEFINED |
| ALTRIA GROUP INC                      | COMMON SHS      | 02209S103 | 11547  | 245481   | DEFINED |
| ALTRIA GROUP INC                      | COMMON SHS      | 02209S103 | 10969  | 233181   | DEFINED |
| ALTRIA GROUP INC                      | COMMON SHS      | 02209S103 | 201689 | 4287615  | DEFINED |
| ALZA CORP                             | CONVERT ZERO CP | 02261WAB5 | 778750 | 10000000 | DEFINED |
| AMAZON.COM INC                        | COMMON SHS      | 023135106 | 21     | 520      | DEFINED |
| AMAZON.COM INC                        | COMMON SHS      | 023135106 | 6129   | 150007   | DEFINED |
| AMERADA HESS CORP                     | COMMON SHS      | 023551104 | 921    | 10350    | DEFINED |
| AMERADA HESS CORP                     | CONVERT PREF    | 023551401 | 10217  | 128000   | DEFINED |
| AMERADA HESS CORP                     | CONVERT PREF    | 023551401 | 798    | 10000    | DEFINED |
| AMEREN CORP                           | COMMON SHS      | 023608102 | 6903   | 149580   | DEFINED |
| AMEREN CORP                           | COMMON SHS      | 023608102 | 519649 | 11260000 | DEFINED |
| AMEREN CORP                           | CONVERT PREF    | 023608201 | 22217  | 800600   | DEFINED |
| AMERICA MOVIL SA DE CV                | AMER DEP RECPT  | 02364W105 | 6680   | 171153   | DEFINED |
| AMERICA MOVIL SA DE CV                | AMER DEP RECPT  | 02364W105 | 2615   | 67000    | DEFINED |
| AMERICA MOVIL SA DE CV                | AMER DEP RECPT  | 02364W105 | 45401  | 1163241  | DEFINED |
| AMERICA MOVIL SA DE CV                | AMER DEP RECPT  | 02364W105 | 10062  | 257800   | DEFINED |
| AMERICAN ELECTRIC POWER CO INC        | COMMON SHS      | 025537101 | 1472   | 46057    | DEFINED |
| AMERICAN ELECTRIC POWER CO INC        | COMMON SHS      | 025537101 | 281689 | 8813800  | DEFINED |
| AMERICAN EAGLE OUTFITTERS INC         | COMMON SHS      | 02553E106 | 7993   | 216900   | DEFINED |
| AMERICAN EAGLE OUTFITTERS INC         | COMMON SHS      | 02553E106 | 2      | 58       | DEFINED |
| AMERICAN EXPRESS CO                   | COMMON SHS      | 025816109 | 2      | 30       | DEFINED |
| AMERICAN EXPRESS CO                   | COMMON SHS      | 025816109 | 187    | 3625     | DEFINED |
| AMERICAN EXPRESS CO                   | COMMON SHS      | 025816109 | 72985  | 1418284  | DEFINED |
| AMERICAN EXPRESS CO                   | COMMON SHS      | 025816109 | 11923  | 231700   | DEFINED |
| AMERICAN FINANCIAL REALTY TRUST       | REAL EST INV TR | 02607P305 | 40497  | 2870100  | DEFINED |
| AMERICAN FINANCIAL REALTY TRUST       | REAL EST INV TR | 02607P305 | 836    | 59250    | DEFINED |
| AMERICAN HEALTHWAYS INC               | COMMON SHS      | 02649V104 | 783    | 26881    | DEFINED |
| AMERICAN HEALTHWAYS INC               | COMMON SHS      | 02649V104 | 13399  | 460300   | DEFINED |
| AMERICAN HEALTHWAYS INC               | COMMON SHS      | 02649V104 | 87     | 3000     | DEFINED |
| AMERICAN INTERNATIONAL GROUP INC      | COMMON SHS      | 026874107 | 8721   | 128266   | DEFINED |
| AMERICAN INTERNATIONAL GROUP INC      | COMMON SHS      | 026874107 | 55498  | 816260   | DEFINED |
| AMERICAN INTERNATIONAL GROUP INC      | COMMON SHS      | 026874107 | 13131  | 193127   | DEFINED |
| AMERICAN INTERNATIONAL GROUP INC      | COMMON SHS      | 026874107 | 3468   | 51003    | DEFINED |
| AMERICAN INTERNATIONAL GROUP INC      | COMMON SHS      | 026874107 | 130121 | 1913832  | DEFINED |
| AMERICAN INTERNATIONAL GROUP INC      | COMMON SHS      | 026874107 | 874    | 12855    | DEFINED |
| AMERICAN INTERNATIONAL GROUP INC      | COMMON SHS      | 026874107 | 20774  | 305540   | DEFINED |
| AMERICAN INTERNATIONAL GROUP INC      | COMMON SHS      | 026874107 | 242731 | 3570101  | DEFINED |
| AMERICAN INTERNATIONAL GROUP INC      | COMMON SHS      | 026874107 | 27871  | 409925   | DEFINED |
| AMERICAN ITALIAN PASTA CO             | COMMON SHS      | 027070101 | 12501  | 478060   | DEFINED |
| AMERICAN ITALIAN PASTA CO             | COMMON SHS      | 027070101 | 4283   | 163800   | DEFINED |
| AMERICAN ITALIAN PASTA CO             | COMMON SHS      | 027070101 | 2571   | 98313    | DEFINED |
| AMERICAN MEDICAL SYSTEMS HOLDINGS LTD | COMMON SHS      | 02744M108 | 70081  | 1932200  | DEFINED |
| AMERICAN NATIONAL INSURANCE CO        | COMMON SHS      | 028591105 | 74296  | 767600   | DEFINED |
| AMERICAN PACIFIC CORP                 | COMMON SHS      | 028740108 | 4922   | 659000   | DEFINED |
| AMERICAN PACIFIC CORP                 | COMMON SHS      | 028740108 | 277    | 37028    | DEFINED |
| AMERICAN POWER CONVERSION CORP        | COMMON SHS      | 029066107 | 8695   | 500000   | DEFINED |
| AMERICAN STANDARD COS INC             | COMMON SHS      | 029712106 | 3229   | 82975    | DEFINED |
| AMERICAN STATES WATER CO              | COMMON SHS      | 029899101 | 6163   | 247500   | DEFINED |
| AMERICAN TOWER CORP                   | COMMON SHS      | 029912201 | 31     | 2000     | DEFINED |
| AMERICAN TOWER CORP                   | COMMON SHS      | 029912201 | 3271   | 213100   | DEFINED |
| AMERICAN TOWER CORP                   | CONVERTIBLE BD  | 029912AF9 | 4445   | 4490000  | DEFINED |
| AMERICAN WOODMARK CORP                | COMMON SHS      | 030506109 | 1274   | 34400    | DEFINED |
| AMERISOURCE HEALTH CORP               | CONVERTIBLE BD  | 03071PAD4 | 19726  | 18500000 | DEFINED |
| AMERUS GROUP CO                       | COMMON SHS      | 03072M108 | 13325  | 325000   | DEFINED |
| AMERUS GROUP CO                       | COMMON SHS      | 03072M108 | 16     | 400      | DEFINED |
| AMERISOURCEBERGEN CORP                | COMMON SHS      | 03073E105 | 11439  | 212985   | DEFINED |
| AMERISOURCEBERGEN CORP                | COMMON SHS      | 03073E105 | 496380 | 9241852  | DEFINED |

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

|                               |                |           |        |         |         |
|-------------------------------|----------------|-----------|--------|---------|---------|
| AMERISOURCEBERGEN CORP        | COMMON SHS     | 03073E105 | 18043  | 335940  | DEFINED |
| AMERISOURCEBERGEN CORP        | COMMON SHS     | 03073E105 | 3600   | 67028   | DEFINED |
| AMERISOURCEBERGEN CORP        | COMMON SHS     | 03073E105 | 11     | 204     | DEFINED |
| AMERISOURCEBERGEN CORP        | COMMON SHS     | 03073E105 | 7895   | 147000  | DEFINED |
| AMERISOURCEBERGEN CORP        | COMMON SHS     | 03073E105 | 177    | 3300    | DEFINED |
| AMERISOURCEBERGEN CORP        | COMMON SHS     | 03073E105 | 32534  | 605737  | DEFINED |
| AMERIGROUP CORP               | COMMON SHS     | 03073T102 | 281    | 5000    | DEFINED |
| AMERITRADE HOLDING CORP       | COMMON SHS     | 03074K100 | 53     | 4400    | DEFINED |
| AMERITRADE HOLDING CORP       | COMMON SHS     | 03074K100 | 91494  | 7618141 | DEFINED |
| AMETEK INC                    | COMMON SHS     | 031100100 | 13622  | 449285  | DEFINED |
| AMETEK INC                    | COMMON SHS     | 031100100 | 470    | 15500   | DEFINED |
| AMETEK INC                    | COMMON SHS     | 031100100 | 16064  | 529800  | DEFINED |
| AMGEN INC                     | COMMON SHS     | 031162100 | 2956   | 52155   | DEFINED |
| AMGEN INC                     | COMMON SHS     | 031162100 | 2868   | 50596   | DEFINED |
| AMGEN INC                     | COMMON SHS     | 031162100 | 52826  | 932000  | DEFINED |
| AMGEN INC                     | COMMON SHS     | 031162100 | 78556  | 1385952 | DEFINED |
| AMGEN INC                     | COMMON SHS     | 031162100 | 231597 | 4086036 | DEFINED |
| AMSOUTH BANCORPORATION        | COMMON SHS     | 032165102 | 429    | 17600   | DEFINED |
| AMSURG CORP                   | COMMON SHS     | 03232P405 | 5367   | 253404  | DEFINED |
| AMSURG CORP                   | COMMON SHS     | 03232P405 | 13     | 600     | DEFINED |
| AMSURG CORP                   | COMMON SHS     | 03232P405 | 13     | 600     | DEFINED |
| AMYLIN PHARMACEUTICALS INC    | COMMON SHS     | 032346108 | 616    | 30000   | DEFINED |
| AMYLIN PHARMACEUTICALS INC    | COMMON SHS     | 032346108 | 26393  | 1286200 | DEFINED |
| AMVESCAP PLC                  | AMER DEP RECPT | 03235E100 | 3467   | 316039  | DEFINED |
| AMVESCAP PLC                  | AMER DEP RECPT | 03235E100 | 22     | 2000    | DEFINED |
| ANADARKO PETROLEUM CORP       | COMMON SHS     | 032511107 | 15     | 228     | DEFINED |
| ANADARKO PETROLEUM CORP       | COMMON SHS     | 032511107 | 3930   | 59218   | DEFINED |
| ANADARKO PETROLEUM CORP       | COMMON SHS     | 032511107 | 3675   | 55377   | DEFINED |
| ANALOG DEVICES INC            | COMMON SHS     | 032654105 | 735    | 18964   | DEFINED |
| ANALOG DEVICES INC            | COMMON SHS     | 032654105 | 53335  | 1375324 | DEFINED |
| ANALOG DEVICES INC            | COMMON SHS     | 032654105 | 20053  | 517100  | DEFINED |
| ANGLO AMERICAN PLC            | AMER DEP RECPT | 03485P102 | 121    | 5000    | DEFINED |
| ANGLO AMERICAN PLC            | AMER DEP RECPT | 03485P102 | 10197  | 420479  | DEFINED |
| ANGIOTECH PHARMACEUTICALS INC | COMMON SHS     | 034918102 | 54798  | 2703400 | DEFINED |
| ANGLOGOLD ASHANTI LTD         | AMER DEP RECPT | 035128206 | 80     | 2061    | DEFINED |
| ANGLOGOLD ASHANTI LTD         | AMER DEP RECPT | 035128206 | 703    | 18070   | DEFINED |
| ANGLOGOLD ASHANTI LTD         | AMER DEP RECPT | 035128206 | 161    | 4140    | DEFINED |
| ANGLOGOLD ASHANTI LTD         | AMER DEP RECPT | 035128206 | 147581 | 3793850 | DEFINED |
| ANHEUSER BUSCH COS INC        | COMMON SHS     | 035229103 | 265    | 5310    | DEFINED |
| ANHEUSER BUSCH COS INC        | COMMON SHS     | 035229103 | 9923   | 198665  | DEFINED |
| ANHEUSER BUSCH COS INC        | COMMON SHS     | 035229103 | 57241  | 1145960 | DEFINED |
| ANHEUSER BUSCH COS INC        | COMMON SHS     | 035229103 | 33068  | 662013  | DEFINED |
| ANSYS INC                     | COMMON SHS     | 03662Q105 | 239    | 4800    | DEFINED |
| ANTHEM INC                    | COMMON SHS     | 03674B104 | 661    | 7580    | DEFINED |
| ANTHEM INC                    | COMMON SHS     | 03674B104 | 52     | 600     | DEFINED |
| ANTHEM INC                    | COMMON SHS     | 03674B104 | 83886  | 961446  | DEFINED |
| ANTEON INTERNATIONAL CORP     | COMMON SHS     | 03674E108 | 5952   | 162400  | DEFINED |
| AON CORP                      | COMMON SHS     | 037389103 | 13040  | 453709  | DEFINED |
| AON CORP                      | COMMON SHS     | 037389103 | 3182   | 110712  | DEFINED |
| AON CORP                      | COMMON SHS     | 037389103 | 9269   | 322520  | DEFINED |
| AON CORP                      | COMMON SHS     | 037389103 | 3812   | 132642  | DEFINED |
| AON CORP                      | COMMON SHS     | 037389103 | 9082   | 316020  | DEFINED |
| AON CORP                      | COMMON SHS     | 037389103 | 22     | 754     | DEFINED |
| APACHE CORP                   | COMMON SHS     | 037411105 | 1367   | 27285   | DEFINED |
| APACHE CORP                   | COMMON SHS     | 037411105 | 8459   | 168806  | DEFINED |
| APACHE CORP                   | COMMON SHS     | 037411105 | 59968  | 1196719 | DEFINED |
| APACHE CORP                   | COMMON SHS     | 037411105 | 12978  | 259000  | DEFINED |
| APOGEE ENTERPRISES INC        | COMMON SHS     | 037598109 | 8818   | 682000  | DEFINED |
| APOLLO GROUP INC              | COMMON SHS     | 037604105 | 1729   | 23564   | DEFINED |
| APOLLO GROUP INC              | COMMON SHS     | 037604105 | 29221  | 398276  | DEFINED |
| APOLLO GROUP INC              | COMMON SHS     | 037604105 | 56803  | 774197  | DEFINED |
| APOLLO GOLD CORP              | ORDINARY SHS   | 03761E102 | 1751   | 1700000 | DEFINED |

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

|                                       |                 |           |        |         |         |
|---------------------------------------|-----------------|-----------|--------|---------|---------|
| APOLLO GOLD CORP                      | ORDINARY SHS    | 03761E102 | 1185   | 1150000 | DEFINED |
| APOLLO INVESTMENT CORP                | CLOSE END MUT F | 03761U106 | 2830   | 200000  | DEFINED |
| APPLE COMPUTER INC                    | COMMON SHS      | 037833100 | 19375  | 500000  | DEFINED |
| APPLE COMPUTER INC                    | COMMON SHS      | 037833100 | 6941   | 179110  | DEFINED |
| APRIA HEALTHCARE GROUP INC            | COMMON SHS      | 037933108 | 5336   | 195800  | DEFINED |
| APPLERA CORP-APPLIED BIOSYSTEMS GROUP | COMMON SHS      | 038020103 | 26     | 1400    | DEFINED |
| APPLERA CORP-APPLIED BIOSYSTEMS GROUP | COMMON SHS      | 038020103 | 993    | 52600   | DEFINED |
| APPLERA CORP-APPLIED BIOSYSTEMS GROUP | COMMON SHS      | 038020103 | 959    | 50828   | DEFINED |
| APPLIED INDUSTRIAL TECHNOLOGIES INC   | COMMON SHS      | 03820C105 | 25018  | 700000  | DEFINED |
| APPLIED MATERIALS INC                 | COMMON SHS      | 038222105 | 2990   | 181345  | DEFINED |
| APPLIED MATERIALS INC                 | COMMON SHS      | 038222105 | 33302  | 2019552 | DEFINED |
| APPLIED MATERIALS INC                 | COMMON SHS      | 038222105 | 77097  | 4675387 | DEFINED |
| APTARGROUP INC                        | COMMON SHS      | 038336103 | 10847  | 246700  | DEFINED |
| APTARGROUP INC                        | COMMON SHS      | 038336103 | 602    | 13700   | DEFINED |
| AQUANTIVE INC                         | COMMON SHS      | 03839G105 | 10566  | 1094958 | DEFINED |
| AQUANTIVE INC                         | COMMON SHS      | 03839G105 | 21606  | 2239000 | DEFINED |
| AQUILA INC                            | COMMON SHS      | 03840P102 | 16407  | 5258600 | DEFINED |
| ARACRUZ CELULOSE SA                   | DEP RCPT PFD    | 038496204 | 1107   | 33415   | DEFINED |
| ARACRUZ CELULOSE SA                   | DEP RCPT PFD    | 038496204 | 6508   | 196489  | DEFINED |
| ARACRUZ CELULOSE SA                   | DEP RCPT PFD    | 038496204 | 83     | 2500    | DEFINED |
| ARBOR REALTY TRUST INC.               | REAL EST INV TR | 038923108 | 18186  | 819200  | DEFINED |
| ARCH COAL INC                         | COMMON SHS      | 039380100 | 15953  | 449500  | DEFINED |
| ARCH COAL INC                         | COMMON SHS      | 039380100 | 7      | 200     | DEFINED |
| ARCH COAL INC                         | COMMON SHS      | 039380100 | 2066   | 58200   | DEFINED |
| ARCH COAL INC                         | CONVERT PREF    | 039380209 | 8975   | 100000  | DEFINED |
| ARCH WIRELESS INC                     | COMMON SHS      | 039392709 | 7823   | 272295  | DEFINED |
| ARCHER DANIELS MIDLAND CO             | COMMON SHS      | 039483102 | 23216  | 1367228 | DEFINED |
| ARCHIPELAGO HOLDINGS INC              | COMMON SHS      | 03957A104 | 5924   | 400000  | DEFINED |
| ARCHSTONE-SMITH TRUST                 | REAL EST INV TR | 039583109 | 97     | 3066    | DEFINED |
| ARCHSTONE-SMITH TRUST                 | REAL EST INV TR | 039583109 | 907    | 28663   | DEFINED |
| ARCHSTONE-SMITH TRUST                 | REAL EST INV TR | 039583109 | 31640  | 1000000 | DEFINED |
| ARDEN REALTY INC                      | REAL EST INV TR | 039793104 | 115    | 3520    | DEFINED |
| ARDEN REALTY INC                      | REAL EST INV TR | 039793104 | 798    | 24500   | DEFINED |
| ARDEN REALTY INC                      | REAL EST INV TR | 039793104 | 22066  | 677300  | DEFINED |
| ARGOSY GAMING CO                      | COMMON SHS      | 040228108 | 1      | 22      | DEFINED |
| ARGOSY GAMING CO                      | COMMON SHS      | 040228108 | 47240  | 1205100 | DEFINED |
| ARIAD PHARMACEUTICALS INC             | COMMON SHS      | 04033A100 | 770    | 115100  | DEFINED |
| ARRIS GROUP INC                       | COMMON SHS      | 04269Q100 | 11498  | 2202701 | DEFINED |
| ARRIS GROUP INC                       | COMMON SHS      | 04269Q100 | 1      | 200     | DEFINED |
| ARRIS GROUP INC                       | COMMON SHS      | 04269Q100 | 800    | 153300  | DEFINED |
| ARTISAN COMPONENTS INC                | COMMON SHS      | 042923102 | 14220  | 488500  | DEFINED |
| ARTS WAY MANUFACTURING CO INC         | COMMON SHS      | 043168103 | 599    | 134500  | DEFINED |
| ASK JEEVES INC                        | COMMON SHS      | 045174109 | 114    | 3500    | DEFINED |
| ASK JEEVES INC                        | COMMON SHS      | 045174109 | 102935 | 3146899 | DEFINED |
| ASPEN TECHNOLOGY INC                  | COMMON SHS      | 045327103 | 9753   | 1395212 | DEFINED |
| ASSET ACCEPTANCE CAPITAL CORP         | COMMON SHS      | 04543P100 | 5398   | 318100  | DEFINED |
| ASSET ACCEPTANCE CAPITAL CORP         | COMMON SHS      | 04543P100 | 32     | 1900    | DEFINED |
| ASSURANT INC                          | COMMON SHS      | 04621X108 | 21468  | 825700  | DEFINED |
| ASSURANT INC                          | COMMON SHS      | 04621X108 | 26     | 1000    | DEFINED |
| ASSURANT INC                          | COMMON SHS      | 04621X108 | 32166  | 1237142 | DEFINED |
| ASTORIA FINANCIAL CORP                | COMMON SHS      | 046265104 | 59942  | 1688980 | DEFINED |
| ASTORIA FINANCIAL CORP                | COMMON SHS      | 046265104 | 163    | 4600    | DEFINED |
| ASTRAZENECA PLC                       | AMER DEP RECPT  | 046353108 | 1908   | 46400   | DEFINED |
| ASTRAZENECA PLC                       | AMER DEP RECPT  | 046353108 | 1050   | 25529   | DEFINED |
| ATHEROGENICS INC                      | COMMON SHS      | 047439104 | 1153   | 35000   | DEFINED |
| ATHEROGENICS INC                      | COMMON SHS      | 047439104 | 33     | 1000    | DEFINED |
| ATHEROGENICS INC                      | COMMON SHS      | 047439104 | 14729  | 447000  | DEFINED |
| ATHEROS COMMUNICATIONS INC            | COMMON SHS      | 04743P108 | 2      | 200     | DEFINED |
| ATHEROS COMMUNICATIONS INC            | COMMON SHS      | 04743P108 | 245    | 24000   | DEFINED |
| ATLANTIC TELE-NETWORK INC             | COMMON SHS      | 049079205 | 6480   | 225000  | DEFINED |
| ATLAS AMERICA INC                     | COMMON SHS      | 049167109 | 327    | 15000   | DEFINED |
| ATMEL CORP                            | COMMON SHS      | 049513104 | 53     | 14690   | DEFINED |



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

|                               |                 |           |        |          |         |
|-------------------------------|-----------------|-----------|--------|----------|---------|
| ATMEL CORP                    | COMMON SHS      | 049513104 | 26     | 7300     | DEFINED |
| ATMOS ENERGY CORP             | COMMON SHS      | 049560105 | 20656  | 820000   | DEFINED |
| ATWOOD OCEANICS INC           | COMMON SHS      | 050095108 | 7768   | 163400   | DEFINED |
| AUTODESK INC                  | COMMON SHS      | 052769106 | 6080   | 125032   | DEFINED |
| AUTOLIV INC                   | ORDINARY SHS    | 052800109 | 24220  | 599504   | DEFINED |
| AUTOLIV INC                   | ORDINARY SHS    | 052800109 | 58189  | 1440318  | DEFINED |
| AUTOLIV INC                   | ORDINARY SHS    | 052800109 | 73     | 1818     | DEFINED |
| AUTOLIV INC                   | ORDINARY SHS    | 052800109 | 85434  | 2114700  | DEFINED |
| AUTOMATIC DATA PROCESSING INC | COMMON SHS      | 053015103 | 4535   | 109744   | DEFINED |
| AUTOMATIC DATA PROCESSING INC | COMMON SHS      | 053015103 | 33056  | 800000   | DEFINED |
| AUTOMATIC DATA PROCESSING INC | COMMON SHS      | 053015103 | 16167  | 391254   | DEFINED |
| AUTOMATIC DATA PROCESSING INC | COMMON SHS      | 053015103 | 19455  | 470830   | DEFINED |
| AUTOZONE INC                  | COMMON SHS      | 053332102 | 77     | 1000     | DEFINED |
| AUTOZONE INC                  | COMMON SHS      | 053332102 | 86041  | 1113802  | DEFINED |
| AUXILIUM PHARMACEUTICALS INC  | COMMON SHS      | 05334D107 | 638    | 74800    | DEFINED |
| AVALONBAY COMMUNITIES INC     | REAL EST INV TR | 053484101 | 254    | 4220     | DEFINED |
| AVALONBAY COMMUNITIES INC     | REAL EST INV TR | 053484101 | 66     | 1100     | DEFINED |
| AVALONBAY COMMUNITIES INC     | REAL EST INV TR | 053484101 | 41841  | 694800   | DEFINED |
| AVANIR PHARMACEUTICALS        | COMMON SHS      | 05348P104 | 858    | 302000   | DEFINED |
| AVANIR PHARMACEUTICALS        | COMMON SHS      | 05348P104 | 7534   | 2652700  | DEFINED |
| AVAYA INC                     | COMMON SHS      | 053499109 | 1048   | 75187    | DEFINED |
| AVAYA INC                     | COMMON SHS      | 053499109 | 104021 | 7462026  | DEFINED |
| AVERY DENNISON CORP           | COMMON SHS      | 053611109 | 4862   | 73916    | DEFINED |
| AVERY DENNISON CORP           | COMMON SHS      | 053611109 | 30390  | 462000   | DEFINED |
| AVERY DENNISON CORP           | COMMON SHS      | 053611109 | 13399  | 203688   | DEFINED |
| AVERY DENNISON CORP           | COMMON SHS      | 053611109 | 2225   | 33820    | DEFINED |
| AVERY DENNISON CORP           | COMMON SHS      | 053611109 | 19300  | 293400   | DEFINED |
| AVIALL INC                    | COMMON SHS      | 05366B102 | 11417  | 559650   | DEFINED |
| AVIALL INC                    | COMMON SHS      | 05366B102 | 73     | 3600     | DEFINED |
| AVOCENT CORP                  | COMMON SHS      | 053893103 | 11674  | 448500   | DEFINED |
| AVOCENT CORP                  | COMMON SHS      | 053893103 | 72890  | 2800231  | DEFINED |
| AVON PRODUCTS INC             | COMMON SHS      | 054303102 | 2723   | 62341    | DEFINED |
| AVON PRODUCTS INC             | COMMON SHS      | 054303102 | 7      | 150      | DEFINED |
| AVON PRODUCTS INC             | COMMON SHS      | 054303102 | 84442  | 1933189  | DEFINED |
| AVON PRODUCTS INC             | COMMON SHS      | 054303102 | 299    | 6848     | DEFINED |
| AXA SA                        | AMER DEP RECPT  | 054536107 | 334    | 16470    | DEFINED |
| AXA SA                        | AMER DEP RECPT  | 054536107 | 14952  | 737288   | DEFINED |
| AXA SA                        | AMER DEP RECPT  | 054536107 | 794    | 39134    | DEFINED |
| AZTAR CORP                    | COMMON SHS      | 054802103 | 90225  | 3404700  | DEFINED |
| AXCAN PHARMA INC              | ORDINARY SHS    | 054923107 | 94056  | 4793893  | DEFINED |
| BB&T CORP                     | COMMON SHS      | 054937107 | 272    | 6857     | DEFINED |
| BASF AG                       | AMER DEP RECPT  | 055262505 | 6265   | 106280   | DEFINED |
| BASF AG                       | AMER DEP RECPT  | 055262505 | 23439  | 397608   | DEFINED |
| BCE INC                       | ORDINARY SHS    | 05534B109 | 41105  | 1528591  | DEFINED |
| BCE INC                       | ORDINARY SHS    | 05534B109 | 824135 | 30243468 | DEFINED |
| BCE INC                       | ORDINARY SHS    | 05534B109 | 323966 | 11938880 | DEFINED |
| BCE INC                       | COMMON SHS      | 05534B109 | 15164  | 700436   | DEFINED |
| BCE INC                       | ORDINARY SHS    | 05534B109 | 59849  | 2196300  | DEFINED |
| BCE INC                       | ORDINARY SHS    | 05534B109 | 80411  | 2950846  | DEFINED |
| BCE INC                       | COMMON SHS      | 05534B109 | 2673   | 110530   | DEFINED |
| BCE INC                       | ORDINARY SHS    | 05534B109 | 132    | 4830     | DEFINED |
| BEI TECHNOLOGIES INC          | COMMON SHS      | 05538P104 | 441    | 16104    | DEFINED |
| BEI TECHNOLOGIES INC          | COMMON SHS      | 05538P104 | 8845   | 322800   | DEFINED |
| BEI TECHNOLOGIES INC          | COMMON SHS      | 05538P104 | 1417   | 51700    | DEFINED |
| BG GROUP PLC                  | AMER DEP RECPT  | 055434203 | 221    | 6495     | DEFINED |
| BISYS GROUP INC               | COMMON SHS      | 055472104 | 1002   | 68570    | DEFINED |
| BISYS GROUP INC               | CONVERTIBLE BD  | 055472AB0 | 69     | 70000    | DEFINED |
| BJ SERVICES CO                | COMMON SHS      | 055482103 | 14759  | 281614   | DEFINED |
| BOC GROUP PLC                 | AMER DEP RECPT  | 055617609 | 2148   | 66000    | DEFINED |
| BP PLC                        | AMER DEP RECPT  | 055622104 | 294    | 5110     | DEFINED |
| BP PLC                        | AMER DEP RECPT  | 055622104 | 17762  | 308740   | DEFINED |
| BP PLC                        | AMER DEP RECPT  | 055622104 | 24854  | 432025   | DEFINED |

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

|                                     |                |           |        |          |         |
|-------------------------------------|----------------|-----------|--------|----------|---------|
| BP PLC                              | AMER DEP RECPT | 055622104 | 26780  | 465500   | DEFINED |
| BP PLC                              | AMER DEP RECPT | 055622104 | 5919   | 102881   | DEFINED |
| BP PLC                              | AMER DEP RECPT | 055622104 | 16983  | 295200   | DEFINED |
| BP PLC                              | AMER DEP RECPT | 055622104 | 9072   | 157700   | DEFINED |
| BP PLC                              | AMER DEP RECPT | 055622104 | 105401 | 1832106  | DEFINED |
| BP PLC                              | AMER DEP RECPT | 055622104 | 274535 | 4772038  | DEFINED |
| BP PRUDHOE BAY ROYALTY TR           | COMMON SHS     | 055630107 | 4366   | 110525   | DEFINED |
| BMC SOFTWARE INC                    | COMMON SHS     | 055921100 | 32723  | 2069767  | DEFINED |
| BMC SOFTWARE INC                    | COMMON SHS     | 055921100 | 125701 | 7950711  | DEFINED |
| BMC SOFTWARE INC                    | COMMON SHS     | 055921100 | 16658  | 1053610  | DEFINED |
| BMC SOFTWARE INC                    | COMMON SHS     | 055921100 | 3593   | 227256   | DEFINED |
| BMC SOFTWARE INC                    | COMMON SHS     | 055921100 | 10117  | 639900   | DEFINED |
| BMC SOFTWARE INC                    | COMMON SHS     | 055921100 | 191    | 12050    | DEFINED |
| BMC SOFTWARE INC                    | COMMON SHS     | 055921100 | 1894   | 119822   | DEFINED |
| BAKER HUGHES INC                    | COMMON SHS     | 057224107 | 660    | 15097    | DEFINED |
| BAKER HUGHES INC                    | COMMON SHS     | 057224107 | 2920   | 66800    | DEFINED |
| BALDOR ELECTRIC CO                  | COMMON SHS     | 057741100 | 4824   | 203899   | DEFINED |
| BALDOR ELECTRIC CO                  | COMMON SHS     | 057741100 | 11     | 462      | DEFINED |
| BALDWIN & LYONS INC                 | COMMON SHS     | 057755209 | 3884   | 153875   | DEFINED |
| BALL CORPORATION                    | COMMON SHS     | 058498106 | 329    | 8800     | DEFINED |
| BANCO BRADESCO SA                   | DEP RCPT PFD   | 059460303 | 145883 | 2768178  | DEFINED |
| BANCO BRADESCO SA                   | DEP RCPT PFD   | 059460303 | 6735   | 127803   | DEFINED |
| BANCO BRADESCO SA                   | DEP RCPT PFD   | 059460303 | 323    | 6123     | DEFINED |
| BANCO ITAU HOLDINGS FINANCEIRA S.A. | AMER DEP RECPT | 059602201 | 684    | 12331    | DEFINED |
| BANCO SANTANDER CENTRAL HISPANO SA  | AMER DEP RECPT | 05964H105 | 384    | 39240    | DEFINED |
| BANK OF AMERICA CORP                | COMMON SHS     | 060505104 | 14957  | 345184   | DEFINED |
| BANK OF AMERICA CORP                | COMMON SHS     | 060505104 | 3193   | 73694    | DEFINED |
| BANK OF AMERICA CORP                | COMMON SHS     | 060505104 | 5772   | 133200   | DEFINED |
| BANK OF AMERICA CORP                | COMMON SHS     | 060505104 | 6500   | 150000   | DEFINED |
| BANK OF AMERICA CORP                | COMMON SHS     | 060505104 | 12443  | 287169   | DEFINED |
| BANK OF AMERICA CORP                | COMMON SHS     | 060505104 | 14459  | 333693   | DEFINED |
| BANK OF AMERICA CORP                | COMMON SHS     | 060505104 | 59363  | 1370027  | DEFINED |
| BANK OF AMERICA CORP                | COMMON SHS     | 060505104 | 320633 | 7399803  | DEFINED |
| BANK OF HAWAII CORP                 | COMMON SHS     | 062540109 | 623    | 13178    | DEFINED |
| BANK OF MONTREAL                    | ORDINARY SHS   | 063671101 | 2546   | 46043    | DEFINED |
| BANK OF MONTREAL                    | ORDINARY SHS   | 063671101 | 171787 | 3106463  | DEFINED |
| BANK OF MONTREAL                    | ORDINARY SHS   | 063671101 | 873    | 20000    | DEFINED |
| BANK MUTUAL CORP                    | COMMON SHS     | 063750103 | 31380  | 2615034  | DEFINED |
| BANK OF NEW YORK CO INC             | COMMON SHS     | 064057102 | 3602   | 123500   | DEFINED |
| BANK OF NEW YORK CO INC             | COMMON SHS     | 064057102 | 3765   | 129055   | DEFINED |
| BANK OF NEW YORK CO INC             | COMMON SHS     | 064057102 | 225    | 7700     | DEFINED |
| BANK OF NEW YORK CO INC             | COMMON SHS     | 064057102 | 8342   | 285964   | DEFINED |
| BANK OF NEW YORK CO INC             | COMMON SHS     | 064057102 | 33160  | 1136795  | DEFINED |
| BANK OF NEW YORK CO INC             | COMMON SHS     | 064057102 | 31408  | 1076724  | DEFINED |
| BANK OF NOVA SCOTIA                 | ORDINARY SHS   | 064149107 | 1580   | 42766    | DEFINED |
| BANK OF NOVA SCOTIA                 | ORDINARY SHS   | 064149107 | 252475 | 6832881  | DEFINED |
| BANK OF NOVA SCOTIA                 | ORDINARY SHS   | 064149107 | 507    | 17332    | DEFINED |
| BANKNORTH GROUP INC                 | COMMON SHS     | 06646R107 | 332    | 9475     | DEFINED |
| C R BARD INC                        | COMMON SHS     | 067383109 | 1007   | 17790    | DEFINED |
| C R BARD INC                        | COMMON SHS     | 067383109 | 61061  | 1078240  | DEFINED |
| BARCLAYS PLC                        | AMER DEP RECPT | 06738E204 | 4411   | 114000   | DEFINED |
| BARNES & NOBLES INC                 | COMMON SHS     | 067774109 | 281    | 7600     | DEFINED |
| BARRICK GOLD CORP                   | COMMON SHS     | 067901108 | 536354 | 20237334 | DEFINED |
| BARRICK GOLD CORP                   | ORDINARY SHS   | 067901108 | 51173  | 1923794  | DEFINED |
| BARRICK GOLD CORP                   | COMMON SHS     | 067901108 | 129822 | 6170270  | DEFINED |
| BARRICK GOLD CORP                   | ORDINARY SHS   | 067901108 | 2601   | 97774    | DEFINED |
| BARRICK GOLD CORP                   | COMMON SHS     | 067901108 | 265    | 12590    | DEFINED |
| BARRICK GOLD CORP                   | COMMON SHS     | 067901108 | 134577 | 6396260  | DEFINED |
| BARR PHARMACEUTICALS INC            | COMMON SHS     | 068306109 | 4      | 105      | DEFINED |
| BARR PHARMACEUTICALS INC            | COMMON SHS     | 068306109 | 541    | 13050    | DEFINED |
| BARRIER THERAPEUTICS INC            | COMMON SHS     | 06850R108 | 688    | 56600    | DEFINED |
| BASSETT FURNITURE INDUSTRIES INC    | COMMON SHS     | 070203104 | 6506   | 344600   | DEFINED |

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

|                                  |                 |           |        |         |         |
|----------------------------------|-----------------|-----------|--------|---------|---------|
| BASSETT FURNITURE INDUSTRIES INC | COMMON SHS      | 070203104 | 38     | 2000    | DEFINED |
| BAUSCH & LOMB INC                | COMMON SHS      | 071707103 | 620    | 9325    | DEFINED |
| BAXTER INTERNATIONAL INC         | COMMON SHS      | 071813109 | 16080  | 500000  | DEFINED |
| BAXTER INTERNATIONAL INC         | COMMON SHS      | 071813109 | 187    | 5800    | DEFINED |
| BAXTER INTERNATIONAL INC         | COMMON SHS      | 071813109 | 2122   | 65994   | DEFINED |
| BAXTER INTERNATIONAL INC         | COMMON SHS      | 071813109 | 1830   | 56900   | DEFINED |
| BAXTER INTERNATIONAL INC         | CONVERT PREF    | 071813406 | 796    | 14800   | DEFINED |
| BAYER AG                         | AMER DEP RECPT  | 072730302 | 4600   | 167714  | DEFINED |
| BAYER AG                         | AMER DEP RECPT  | 072730302 | 14     | 500     | DEFINED |
| BEA SYSTEMS INC                  | COMMON SHS      | 073325102 | 25     | 3650    | DEFINED |
| BEA SYSTEMS INC                  | COMMON SHS      | 073325102 | 2907   | 420700  | DEFINED |
| BEA SYSTEMS INC                  | COMMON SHS      | 073325102 | 525    | 76031   | DEFINED |
| BEA SYSTEMS INC                  | COMMON SHS      | 073325102 | 1336   | 193310  | DEFINED |
| BEAR STEARNS & CO INC            | COMMON SHS      | 073902108 | 61501  | 639502  | DEFINED |
| BEAR STEARNS & CO INC            | COMMON SHS      | 073902108 | 717    | 7457    | DEFINED |
| BEARINGPOINT INC                 | COMMON SHS      | 074002106 | 3883   | 434339  | DEFINED |
| BEARINGPOINT INC                 | COMMON SHS      | 074002106 | 92     | 10277   | DEFINED |
| BEARINGPOINT INC                 | COMMON SHS      | 074002106 | 4211   | 471050  | DEFINED |
| BEARINGPOINT INC                 | COMMON SHS      | 074002106 | 2732   | 305616  | DEFINED |
| BEARINGPOINT INC                 | COMMON SHS      | 074002106 | 10144  | 1134701 | DEFINED |
| BEARINGPOINT INC                 | COMMON SHS      | 074002106 | 8207   | 918020  | DEFINED |
| BEARINGPOINT INC                 | COMMON SHS      | 074002106 | 19956  | 2232200 | DEFINED |
| BECKMAN COULTER INC              | COMMON SHS      | 075811109 | 382    | 6800    | DEFINED |
| BECKMAN COULTER INC              | COMMON SHS      | 075811109 | 18065  | 321900  | DEFINED |
| BECTON DICKINSON & CO            | COMMON SHS      | 075887109 | 64935  | 1256000 | DEFINED |
| BECTON DICKINSON & CO            | COMMON SHS      | 075887109 | 67     | 1300    | DEFINED |
| BECTON DICKINSON & CO            | COMMON SHS      | 075887109 | 2103   | 40668   | DEFINED |
| BED BATH & BEYOND INC            | COMMON SHS      | 075896100 | 5094   | 137280  | DEFINED |
| BEDFORD PROPERTY INVESTORS INC   | REAL EST INV TR | 076446301 | 67     | 2195    | DEFINED |
| BEDFORD PROPERTY INVESTORS INC   | REAL EST INV TR | 076446301 | 16308  | 537500  | DEFINED |
| BELLSOUTH CORP                   | COMMON SHS      | 079860102 | 5843   | 215454  | DEFINED |
| BELLSOUTH CORP                   | COMMON SHS      | 079860102 | 19746  | 728089  | DEFINED |
| BELLSOUTH CORP                   | COMMON SHS      | 079860102 | 68805  | 2537058 | DEFINED |
| BEMIS COMPANY INC                | COMMON SHS      | 081437105 | 34583  | 1301100 | DEFINED |
| BEMIS COMPANY INC                | COMMON SHS      | 081437105 | 10557  | 397191  | DEFINED |
| BERKLEY W R CORP                 | COMMON SHS      | 084423102 | 39180  | 929325  | DEFINED |
| BERKLEY W R CORP                 | COMMON SHS      | 084423102 | 825    | 19577   | DEFINED |
| BERKSHIRE HATHAWAY INC           | COMMON SHS      | 084670108 | 371382 | 4286    | DEFINED |
| BERKSHIRE HATHAWAY INC           | COMMON SHS      | 084670108 | 3986   | 46      | DEFINED |
| BERKSHIRE HATHAWAY INC           | COMMON SHS      | 084670108 | 35700  | 412     | DEFINED |
| BERKSHIRE HATHAWAY INC           | COMMON SHS      | 084670207 | 523    | 182     | DEFINED |
| BERKSHIRE HATHAWAY INC           | COMMON SHS      | 084670207 | 676520 | 235639  | DEFINED |
| BERKSHIRE HATHAWAY INC           | COMMON SHS      | 084670207 | 24515  | 8539    | DEFINED |
| BERKSHIRE HATHAWAY INC           | COMMON SHS      | 084670207 | 18145  | 6320    | DEFINED |
| BEST BUY COMPANY INC             | COMMON SHS      | 086516101 | 55662  | 1026213 | DEFINED |
| BEST BUY COMPANY INC             | COMMON SHS      | 086516101 | 10185  | 187783  | DEFINED |
| BEVERLY HILLS BANCORP INC        | COMMON SHS      | 087866109 | 7315   | 700000  | DEFINED |
| BHP BILLITON LTD                 | AMER DEP RECPT  | 088606108 | 344    | 16590   | DEFINED |
| BHP BILLITON LTD                 | AMER DEP RECPT  | 088606108 | 21437  | 1033090 | DEFINED |
| BHP BILLITON LTD                 | AMER DEP RECPT  | 088606108 | 3342   | 161065  | DEFINED |
| BIG 5 SPORTING GOODS CORP        | COMMON SHS      | 08915P101 | 42     | 1849    | DEFINED |
| BIG 5 SPORTING GOODS CORP        | COMMON SHS      | 08915P101 | 9571   | 419800  | DEFINED |
| BIG LOTS INC                     | COMMON SHS      | 089302103 | 27518  | 2250000 | DEFINED |
| BIO-RAD LABORATORIES INC         | COMMON SHS      | 090572207 | 13455  | 263300  | DEFINED |
| BIOMET INC                       | COMMON SHS      | 090613100 | 3076   | 65621   | DEFINED |
| BIOMET INC                       | COMMON SHS      | 090613100 | 0      | 5       | DEFINED |
| BIOMARIN PHARMACEUTICAL INC      | COMMON SHS      | 09061G101 | 2585   | 498100  | DEFINED |
| BIOGEN IDEC INC                  | COMMON SHS      | 09062X103 | 1223   | 20000   | DEFINED |
| BIOGEN IDEC INC                  | COMMON SHS      | 09062X103 | 13603  | 222385  | DEFINED |
| BIOGEN IDEC INC                  | COMMON SHS      | 09062X103 | 69534  | 1136730 | DEFINED |
| BIOVAIL CORP                     | COMMON SHS      | 09067J109 | 215    | 12450   | DEFINED |
| BLACK & DECKER CORP              | COMMON SHS      | 091797100 | 3101   | 40045   | DEFINED |

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

|                                       |                 |           |        |          |         |
|---------------------------------------|-----------------|-----------|--------|----------|---------|
| BLACK & DECKER CORP                   | COMMON SHS      | 091797100 | 4260   | 55013    | DEFINED |
| BJ'S RESTAURANT INC                   | COMMON SHS      | 09180C106 | 8354   | 526400   | DEFINED |
| BLACKROCK INC                         | COMMON SHS      | 09247X101 | 26736  | 363800   | DEFINED |
| H & R BLOCK INC                       | COMMON SHS      | 093671105 | 31457  | 636520   | DEFINED |
| H & R BLOCK INC                       | COMMON SHS      | 093671105 | 5751   | 116373   | DEFINED |
| H & R BLOCK INC                       | COMMON SHS      | 093671105 | 1953   | 39518    | DEFINED |
| BOEING CO                             | COMMON SHS      | 097023105 | 7060   | 136764   | DEFINED |
| BOEING CO                             | COMMON SHS      | 097023105 | 296538 | 5744630  | DEFINED |
| BOEING CO                             | COMMON SHS      | 097023105 | 12337  | 239000   | DEFINED |
| BOEING CO                             | COMMON SHS      | 097023105 | 51620  | 1000000  | DEFINED |
| BOEING CO                             | COMMON SHS      | 097023105 | 52     | 1000     | DEFINED |
| BOEING CO                             | COMMON SHS      | 097023105 | 2033   | 39379    | DEFINED |
| BOEING CO                             | COMMON SHS      | 097023105 | 3436   | 66558    | DEFINED |
| BORG WARNER INC                       | COMMON SHS      | 099724106 | 1847   | 42670    | DEFINED |
| BORG WARNER INC                       | COMMON SHS      | 099724106 | 101485 | 2344300  | DEFINED |
| BORLAND SOFTWARE CORP                 | COMMON SHS      | 099849101 | 6180   | 740106   | DEFINED |
| BORLAND SOFTWARE CORP                 | COMMON SHS      | 099849101 | 17189  | 2058600  | DEFINED |
| BOSTON CHICKEN INC                    | CONVERT ZERO CP | 100578AB9 | 0      | 20000    | DEFINED |
| BOSTON PRIVATE FINANCIAL HOLDINGS INC | COMMON SHS      | 101119105 | 8781   | 351800   | DEFINED |
| BOSTON PROPERTIES INC                 | REAL EST INV TR | 101121101 | 336    | 6060     | DEFINED |
| BOSTON PROPERTIES INC                 | REAL EST INV TR | 101121101 | 1052   | 19000    | DEFINED |
| BOSTON PROPERTIES INC                 | REAL EST INV TR | 101121101 | 60408  | 1090600  | DEFINED |
| BOSTON SCIENTIFIC CORP                | COMMON SHS      | 101137107 | 814    | 20500    | DEFINED |
| BOSTON SCIENTIFIC CORP                | COMMON SHS      | 101137107 | 1782   | 44855    | DEFINED |
| BOSTON SCIENTIFIC CORP                | COMMON SHS      | 101137107 | 98697  | 2484188  | DEFINED |
| BOWATER INC                           | COMMON SHS      | 102183100 | 3442   | 90130    | DEFINED |
| BOWATER INC                           | COMMON SHS      | 102183100 | 177801 | 4655700  | DEFINED |
| BOWATER INC                           | COMMON SHS      | 102183100 | 162    | 4252     | DEFINED |
| BOWATER INC                           | COMMON SHS      | 102183100 | 7983   | 209038   | DEFINED |
| BOWATER INC                           | COMMON SHS      | 102183100 | 1963   | 51400    | DEFINED |
| BRADY CORP                            | COMMON SHS      | 104674106 | 19752  | 405000   | DEFINED |
| BRADY CORP                            | COMMON SHS      | 104674106 | 61     | 1244     | DEFINED |
| BRANDYWINE REALTY TRUST               | REAL EST INV TR | 105368203 | 156    | 5485     | DEFINED |
| BRANDYWINE REALTY TRUST               | REAL EST INV TR | 105368203 | 21215  | 744900   | DEFINED |
| BRASCAN CORP                          | ORDINARY SHS    | 10549P606 | 382962 | 10043594 | DEFINED |
| BRASCAN CORP                          | COMMON SHS      | 10549P606 | 78     | 2590     | DEFINED |
| BRASCAN CORP                          | ORDINARY SHS    | 10549P606 | 147381 | 3865220  | DEFINED |
| BRASCAN CORP                          | COMMON SHS      | 10549P606 | 13835  | 447400   | DEFINED |
| BRAZIL FUND INC                       | CLOSE END MUT F | 105759104 | 185    | 7000     | DEFINED |
| BRAZIL FUND INC                       | CLOSE END MUT F | 105759104 | 53     | 2000     | DEFINED |
| BRIGGS & STRATTON CORP                | COMMON SHS      | 109043109 | 12472  | 153600   | DEFINED |
| BRIGGS & STRATTON CORP                | COMMON SHS      | 109043109 | 23061  | 284000   | DEFINED |
| BRIGHAM EXPLORATION CO                | COMMON SHS      | 109178103 | 9264   | 985500   | DEFINED |
| BRIGHAM EXPLORATION CO                | COMMON SHS      | 109178103 | 49     | 5200     | DEFINED |
| BRIGHT HORIZONS FAMILY SOLUTIONS INC  | COMMON SHS      | 109195107 | 1162   | 21400    | DEFINED |
| BRINKER INTERNATIONAL INC             | COMMON SHS      | 109641100 | 33     | 1050     | DEFINED |
| BRINKER INTERNATIONAL INC             | COMMON SHS      | 109641100 | 15827  | 508100   | DEFINED |
| BRINKS COMPANY                        | COMMON SHS      | 109696104 | 134    | 4450     | DEFINED |
| BRINKS COMPANY                        | COMMON SHS      | 109696104 | 6683   | 221500   | DEFINED |
| BRISTOL MYERS SQUIBB CO               | COMMON SHS      | 110122108 | 31771  | 1342263  | DEFINED |
| BRISTOL MYERS SQUIBB CO               | COMMON SHS      | 110122108 | 388323 | 16405704 | DEFINED |
| BRISTOL MYERS SQUIBB CO               | COMMON SHS      | 110122108 | 20190  | 852980   | DEFINED |
| BRISTOL MYERS SQUIBB CO               | COMMON SHS      | 110122108 | 3300   | 139431   | DEFINED |
| BRISTOL MYERS SQUIBB CO               | COMMON SHS      | 110122108 | 1466   | 61914    | DEFINED |
| BRISTOL MYERS SQUIBB CO               | COMMON SHS      | 110122108 | 15149  | 640000   | DEFINED |
| BRISTOL MYERS SQUIBB CO               | COMMON SHS      | 110122108 | 14382  | 607594   | DEFINED |
| BRISTOL MYERS SQUIBB CO               | COMMON SHS      | 110122108 | 26826  | 1133341  | DEFINED |
| BRISTOL MYERS SQUIBB CO               | COMMON SHS      | 110122108 | 276691 | 11689510 | DEFINED |
| BRITISH AIRWAYS PLC                   | AMER DEP RECPT  | 110419306 | 310    | 8225     | DEFINED |
| BRITISH AIRWAYS PLC                   | AMER DEP RECPT  | 110419306 | 7468   | 198457   | DEFINED |
| BRITISH AIRWAYS PLC                   | AMER DEP RECPT  | 110419306 | 18815  | 500000   | DEFINED |
| BRITISH AIRWAYS PLC                   | AMER DEP RECPT  | 110419306 | 38     | 1000     | DEFINED |

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

|                                    |                 |           |        |         |         |
|------------------------------------|-----------------|-----------|--------|---------|---------|
| BRITISH AMERICAN TOBACCO PLC       | AMER DEP RECPT  | 110448107 | 3676   | 125950  | DEFINED |
| BRITISH SKY BROADCASTING GROUP PLC | AMER DEP RECPT  | 111013108 | 13126  | 375465  | DEFINED |
| BROADCOM CORP                      | COMMON SHS      | 111320107 | 14     | 500     | DEFINED |
| BROADCOM CORP                      | COMMON SHS      | 111320107 | 2729   | 100007  | DEFINED |
| BROOKFIELD PROPERTIES CORP         | REAL EST INV TR | 112900105 | 75     | 2335    | DEFINED |
| BROOKFIELD PROPERTIES CORP         | REAL EST INV TR | 112900105 | 16175  | 501400  | DEFINED |
| BROOKLINE BANCORP INC              | COMMON SHS      | 11373M107 | 20857  | 1331000 | DEFINED |
| BROOKLINE BANCORP INC              | COMMON SHS      | 11373M107 | 34     | 2186    | DEFINED |
| BROWN-FORMAN CORP                  | COMMON SHS      | 115637100 | 31430  | 671720  | DEFINED |
| BROWN-FORMAN CORP                  | COMMON SHS      | 115637209 | 83360  | 1820094 | DEFINED |
| BROWN SHOE CO INC                  | COMMON SHS      | 115736100 | 17103  | 682500  | DEFINED |
| BUCKEYE PARTNERS LP                | LTD PARTNERSHIP | 118230101 | 364    | 8260    | DEFINED |
| BUCYRUS INTERNATIONAL INC          | COMMON SHS      | 118759109 | 3854   | 114700  | DEFINED |
| BUCYRUS INTERNATIONAL INC          | COMMON SHS      | 118759109 | 531    | 15800   | DEFINED |
| BUNGE LTD                          | CONVERTIBLE BD  | 120568AE0 | 6763   | 5000000 | DEFINED |
| BURLINGTON NORTHERN SANTA FE CORP  | COMMON SHS      | 12189T104 | 25242  | 658900  | DEFINED |
| BURLINGTON NORTHERN SANTA FE CORP  | COMMON SHS      | 12189T104 | 18592  | 485308  | DEFINED |
| BURLINGTON RESOURCES INC           | COMMON SHS      | 122014103 | 2050   | 50238   | DEFINED |
| BURLINGTON RESOURCES INC           | COMMON SHS      | 122014103 | 57486  | 1408970 | DEFINED |
| BURLINGTON RESOURCES INC           | COMMON SHS      | 122014103 | 2052   | 50300   | DEFINED |
| C&D TECHNOLOGIES INC               | COMMON SHS      | 124661109 | 14417  | 757973  | DEFINED |
| C&D TECHNOLOGIES INC               | COMMON SHS      | 124661109 | 7003   | 368200  | DEFINED |
| CAE INC                            | ORDINARY SHS    | 124765108 | 5551   | 1009300 | DEFINED |
| CAE INC                            | ORDINARY SHS    | 124765108 | 37     | 6700    | DEFINED |
| CAE INC                            | ORDINARY SHS    | 124765108 | 26501  | 4818359 | DEFINED |
| CAE INC                            | COMMON SHS      | 124765108 | 15946  | 3632308 | DEFINED |
| CAE INC                            | ORDINARY SHS    | 124765108 | 13621  | 2476579 | DEFINED |
| CAE INC                            | ORDINARY SHS    | 124765108 | 2167   | 393970  | DEFINED |
| CDI CORP                           | COMMON SHS      | 125071100 | 21322  | 1040100 | DEFINED |
| CDW CORP                           | COMMON SHS      | 12512N105 | 1712   | 29495   | DEFINED |
| C H ROBINSON WORLDWIDE INC         | COMMON SHS      | 12541W100 | 310    | 6680    | DEFINED |
| C H ROBINSON WORLDWIDE INC         | COMMON SHS      | 12541W100 | 151613 | 3268219 | DEFINED |
| CIGNA CORP                         | COMMON SHS      | 125509109 | 41239  | 592256  | DEFINED |
| CIGNA CORP                         | COMMON SHS      | 125509109 | 398312 | 5720411 | DEFINED |
| CIGNA CORP                         | COMMON SHS      | 125509109 | 15889  | 228190  | DEFINED |
| CIGNA CORP                         | COMMON SHS      | 125509109 | 4224   | 60669   | DEFINED |
| CIGNA CORP                         | COMMON SHS      | 125509109 | 11     | 155     | DEFINED |
| CIGNA CORP                         | COMMON SHS      | 125509109 | 16188  | 232480  | DEFINED |
| CIGNA CORP                         | COMMON SHS      | 125509109 | 1498   | 21518   | DEFINED |
| CIGNA CORP                         | COMMON SHS      | 125509109 | 14845  | 213200  | DEFINED |
| CIT GROUP INC                      | COMMON SHS      | 125581108 | 82632  | 2210000 | DEFINED |
| CIT GROUP INC                      | COMMON SHS      | 125581108 | 93     | 2500    | DEFINED |
| CIT GROUP INC                      | COMMON SHS      | 125581108 | 3055   | 81703   | DEFINED |
| CMS ENERGY CORP                    | COMMON SHS      | 125896100 | 37128  | 3900000 | DEFINED |
| CNA SURETY CORP                    | COMMON SHS      | 12612L108 | 148    | 14000   | DEFINED |
| CNF INC                            | COMMON SHS      | 12612W104 | 4983   | 121575  | DEFINED |
| CNOOC LTD                          | AMER DEP RECPT  | 126132109 | 78     | 1480    | DEFINED |
| CNOOC LTD                          | AMER DEP RECPT  | 126132109 | 12629  | 240100  | DEFINED |
| CNOOC LTD                          | AMER DEP RECPT  | 126132109 | 17739  | 337240  | DEFINED |
| CNOOC LTD                          | AMER DEP RECPT  | 126132109 | 53     | 1000    | DEFINED |
| CNET NETWORKS INC                  | COMMON SHS      | 12613R104 | 29355  | 3208200 | DEFINED |
| CSX CORP                           | COMMON SHS      | 126408103 | 79318  | 2389100 | DEFINED |
| CSX CORP                           | COMMON SHS      | 126408103 | 414    | 12483   | DEFINED |
| CUNO INC                           | COMMON SHS      | 126583103 | 4978   | 86200   | DEFINED |
| CUNO INC                           | COMMON SHS      | 126583103 | 17492  | 302900  | DEFINED |
| CVS CORP                           | COMMON SHS      | 126650100 | 21     | 500     | DEFINED |
| CVS CORP                           | COMMON SHS      | 126650100 | 4569   | 108449  | DEFINED |
| CABELA'S INC                       | COMMON SHS      | 126804301 | 983    | 41200   | DEFINED |
| CABELA'S INC                       | COMMON SHS      | 126804301 | 3430   | 143800  | DEFINED |
| CABOT CORP                         | COMMON SHS      | 127055101 | 12651  | 328000  | DEFINED |
| CABOT CORP                         | COMMON SHS      | 127055101 | 28794  | 746547  | DEFINED |
| CABOT CORP                         | COMMON SHS      | 127055101 | 384    | 9950    | DEFINED |

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

|  |                 |           |        |          |         |
|--|-----------------|-----------|--------|----------|---------|
| CABOT CORP                             | COMMON SHS      | 127055101 | 201446 | 5222857  | DEFINED |
| CABOT MICROELECTRONICS CORP            | COMMON SHS      | 12709P103 | 61     | 1682     | DEFINED |
| CABOT MICROELECTRONICS CORP            | COMMON SHS      | 12709P103 | 29244  | 806732   | DEFINED |
| CACI INTERNATIONAL INC                 | COMMON SHS      | 127190304 | 7975   | 151100   | DEFINED |
| CACI INTERNATIONAL INC                 | COMMON SHS      | 127190304 | 53     | 1000     | DEFINED |
| CADBURY SCHWEPPEES PLC                 | AMER DEP RECPT  | 127209302 | 15993  | 517411   | DEFINED |
| CADBURY SCHWEPPEES PLC                 | AMER DEP RECPT  | 127209302 | 220    | 7120     | DEFINED |
| CADENCE DESIGN SYS INC                 | COMMON SHS      | 127387108 | 5550   | 425606   | DEFINED |
| CADENCE DESIGN SYS INC                 | COMMON SHS      | 127387108 | 281597 | 21594895 | DEFINED |
| CADENCE DESIGN SYS INC                 | COMMON SHS      | 127387108 | 6297   | 482910   | DEFINED |
| CADENCE DESIGN SYS INC                 | COMMON SHS      | 127387108 | 3148   | 241405   | DEFINED |
| CADENCE DESIGN SYS INC                 | COMMON SHS      | 127387108 | 2459   | 188580   | DEFINED |
| CADENCE DESIGN SYS INC                 | COMMON SHS      | 127387108 | 111    | 8500     | DEFINED |
| CADENCE DESIGN SYS INC                 | COMMON SHS      | 127387108 | 1301   | 99770    | DEFINED |
| CAESARS ENTERTAINMENT INC              | COMMON SHS      | 127687101 | 24222  | 1450414  | DEFINED |
| CAL DIVE INTERNATIONAL INC             | COMMON SHS      | 127914109 | 27006  | 758162   | DEFINED |
| CAL DIVE INTERNATIONAL INC             | COMMON SHS      | 127914109 | 388    | 10900    | DEFINED |
| CAL DIVE INTERNATIONAL INC             | COMMON SHS      | 127914109 | 39524  | 1109600  | DEFINED |
| CALPINE CORP                           | COMMON SHS      | 131347106 | 29     | 10000    | DEFINED |
| CAMBIOR INC                            | ORDINARY SHS    | 13201L103 | 8201   | 2130000  | DEFINED |
| CAMPBELL SOUP CO                       | COMMON SHS      | 134429109 | 833    | 31670    | DEFINED |
| CANADIAN IMPERIAL BANK OF COMMERCE CIB | ORDINARY SHS    | 136069101 | 1870   | 27633    | DEFINED |
| CANADIAN IMPERIAL BANK OF COMMERCE CIB | ORDINARY SHS    | 136069101 | 153377 | 2266540  | DEFINED |
| CANADIAN IMPERIAL BANK OF COMMERCE CIB | COMMON SHS      | 136069101 | 215    | 4025     | DEFINED |
| CANADIAN NATIONAL RAILWAY CO           | ORDINARY SHS    | 136375102 | 0      | 1        | DEFINED |
| CANADIAN NATIONAL RAILWAY CO           | ORDINARY SHS    | 136375102 | 164977 | 2668667  | DEFINED |
| CANADIAN NATIONAL RAILWAY CO           | COMMON SHS      | 136375102 | 5755   | 118654   | DEFINED |
| CANADIAN NATURAL RESOURCES LTD         | ORDINARY SHS    | 136385101 | 6390   | 126540   | DEFINED |
| CANADIAN NATURAL RESOURCES LTD         | ORDINARY SHS    | 136385101 | 1464   | 28996    | DEFINED |
| CANADIAN NATURAL RESOURCES LTD         | ORDINARY SHS    | 136385101 | 89274  | 1767801  | DEFINED |
| CANADIAN NATURAL RESOURCES LTD         | COMMON SHS      | 136385101 | 40     | 1000     | DEFINED |
| CANADIAN PACIFIC RAILWAY LTD           | ORDINARY SHS    | 13645T100 | 2394   | 73237    | DEFINED |
| CANADIAN PACIFIC RAILWAY LTD           | COMMON SHS      | 13645T100 | 6445   | 250000   | DEFINED |
| CANADIAN PACIFIC RAILWAY LTD           | ORDINARY SHS    | 13645T100 | 14107  | 431547   | DEFINED |
| CANADIAN PACIFIC RAILWAY LTD           | COMMON SHS      | 13645T100 | 111    | 4312     | DEFINED |
| CANON INC                              | AMER DEP RECPT  | 138006309 | 262    | 5560     | DEFINED |
| CANON INC                              | AMER DEP RECPT  | 138006309 | 12101  | 256595   | DEFINED |
| CANON INC                              | AMER DEP RECPT  | 138006309 | 35     | 750      | DEFINED |
| CAPITAL AUTOMOTIVE                     | REAL EST INV TR | 139733109 | 123    | 3944     | DEFINED |
| CAPITAL AUTOMOTIVE                     | REAL EST INV TR | 139733109 | 219    | 7000     | DEFINED |
| CAPITAL AUTOMOTIVE                     | REAL EST INV TR | 139733109 | 26698  | 853800   | DEFINED |
| CAPITAL LEASE FDG INC                  | REAL EST INV TR | 140288101 | 6458   | 585000   | DEFINED |
| CAPITAL LEASE FDG INC                  | REAL EST INV TR | 140288101 | 22     | 2000     | DEFINED |
| CAPITAL ONE FINANCIAL CORP             | COMMON SHS      | 14040H105 | 1293   | 17500    | DEFINED |
| CAPITAL ONE FINANCIAL CORP             | COMMON SHS      | 14040H105 | 4291   | 58066    | DEFINED |
| CAPITAL ONE FINANCIAL CORP             | CONVERT PREF    | 14040H204 | 1936   | 36525    | DEFINED |
| CAPITAL ONE FINANCIAL CORP             | CONVERT PREF    | 14040H204 | 12762  | 240800   | DEFINED |
| CAPITAL TRUST- CL A- REIT              | REAL EST INV TR | 14052H506 | 212    | 7300     | DEFINED |
| CAPITAL TRUST- CL A- REIT              | REAL EST INV TR | 14052H506 | 18272  | 627900   | DEFINED |
| CAPITALSOURCE INC                      | COMMON SHS      | 14055X102 | 9      | 400      | DEFINED |
| CAPITALSOURCE INC                      | COMMON SHS      | 14055X102 | 127866 | 5723654  | DEFINED |
| CAPSTONE TURBINE CORP                  | COMMON SHS      | 14067D102 | 86     | 56200    | DEFINED |
| CARBO CERAMICS INC                     | COMMON SHS      | 140781105 | 1659   | 23000    | DEFINED |
| CARDINAL HEALTH INC                    | COMMON SHS      | 14149Y108 | 13131  | 300000   | DEFINED |
| CARDINAL HEALTH INC                    | COMMON SHS      | 14149Y108 | 3760   | 85897    | DEFINED |
| CARDINAL HEALTH INC                    | COMMON SHS      | 14149Y108 | 2043   | 46677    | DEFINED |
| CARDINAL HEALTH INC                    | COMMON SHS      | 14149Y108 | 36269  | 828620   | DEFINED |
| CAREMARK RX INC                        | COMMON SHS      | 141705103 | 427    | 13300    | DEFINED |
| CAREMARK RX INC                        | COMMON SHS      | 141705103 | 2425   | 75625    | DEFINED |
| CAREMARK RX INC                        | COMMON SHS      | 141705103 | 45     | 1403     | DEFINED |
| CAREMARK RX INC                        | COMMON SHS      | 141705103 | 49679  | 1549073  | DEFINED |
| CARLISLE COMPANIES INC                 | COMMON SHS      | 142339100 | 133288 | 2084900  | DEFINED |

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

|                                     |                 |           |        |          |         |
|-------------------------------------|-----------------|-----------|--------|----------|---------|
| CARNIVAL CORP                       | COMMON SHS      | 143658300 | 4407   | 93192    | DEFINED |
| CARNIVAL CORP                       | COMMON SHS      | 143658300 | 2      | 40       | DEFINED |
| CARNIVAL CORP                       | COMMON SHS      | 143658300 | 23645  | 500000   | DEFINED |
| CARNIVAL CORP                       | COMMON SHS      | 143658300 | 12318  | 260484   | DEFINED |
| CARRAMERICA REALTY CORP             | REAL EST INV TR | 144418100 | 218    | 6665     | DEFINED |
| CARRAMERICA REALTY CORP             | REAL EST INV TR | 144418100 | 484    | 14800    | DEFINED |
| CASEYS GENERAL STORES INC           | COMMON SHS      | 147528103 | 11870  | 638505   | DEFINED |
| CASUAL MALE RETAIL GROUP INC        | COMMON SHS      | 148711104 | 7161   | 1366600  | DEFINED |
| CATAPULT COMMUNICATIONS CORP        | COMMON SHS      | 149016107 | 8925   | 473745   | DEFINED |
| CATELLUS DEVELOPMENT CORP           | REAL EST INV TR | 149113102 | 140    | 5264     | DEFINED |
| CATELLUS DEVELOPMENT CORP           | REAL EST INV TR | 149113102 | 345    | 13022    | DEFINED |
| CATELLUS DEVELOPMENT CORP           | REAL EST INV TR | 149113102 | 46215  | 1743289  | DEFINED |
| CATERPILLAR INC                     | COMMON SHS      | 149123101 | 4024   | 50014    | DEFINED |
| CATO CORP                           | COMMON SHS      | 149205106 | 6675   | 300000   | DEFINED |
| CAVALIER HOMES INC                  | COMMON SHS      | 149507105 | 3955   | 700000   | DEFINED |
| CEDAR FAIR LP                       | LTD PARTNERSHIP | 150185106 | 9      | 280      | DEFINED |
| CEDAR FAIR LP                       | LTD PARTNERSHIP | 150185106 | 416    | 13575    | DEFINED |
| CELESTICA INC                       | ORDINARY SHS    | 15101Q108 | 10913  | 776943   | DEFINED |
| CELESTICA INC                       | COMMON SHS      | 15101Q108 | 5315   | 418540   | DEFINED |
| CELESTICA INC                       | ORDINARY SHS    | 15101Q108 | 63207  | 4072177  | DEFINED |
| CELESTICA INC                       | COMMON SHS      | 15101Q108 | 7617   | 599770   | DEFINED |
| CELESTICA INC                       | ORDINARY SHS    | 15101Q108 | 13697  | 853400   | DEFINED |
| CELESTICA INC                       | ORDINARY SHS    | 15101Q108 | 785    | 49010    | DEFINED |
| CELGENE CORP                        | COMMON SHS      | 151020104 | 537    | 9219     | DEFINED |
| CELGENE CORP                        | COMMON SHS      | 151020104 | 1165   | 20000    | DEFINED |
| CELGENE CORP                        | COMMON SHS      | 151020104 | 2676   | 45950    | DEFINED |
| CELGENE CORP                        | COMMON SHS      | 151020104 | 84242  | 1446717  | DEFINED |
| CEMEX SA                            | AMER DEP RECPT  | 151290889 | 136795 | 4861212  | DEFINED |
| CEMEX SA                            | AMER DEP RECPT  | 151290889 | 12212  | 433982   | DEFINED |
| CEMEX SA                            | AMER DEP RECPT  | 151290889 | 10368  | 368444   | DEFINED |
| CEMEX SA                            | AMER DEP RECPT  | 151290889 | 605    | 21500    | DEFINED |
| CENDANT CORP                        | COMMON SHS      | 151313103 | 1404   | 65000    | DEFINED |
| CENDANT CORP                        | COMMON SHS      | 151313103 | 42     | 1950     | DEFINED |
| CENDANT CORP                        | COMMON SHS      | 151313103 | 11988  | 555000   | DEFINED |
| CENTERPOINT PROPERTIES CORP         | REAL EST INV TR | 151895109 | 12961  | 297404   | DEFINED |
| CENTERPOINT PROPERTIES CORP         | CONVERT PREF    | 151895307 | 1170   | 11750    | DEFINED |
| CENTERPOINT ENERGY INC              | COMMON SHS      | 15189T107 | 2      | 156      | DEFINED |
| CENTERPOINT ENERGY INC              | COMMON SHS      | 15189T107 | 36429  | 3516300  | DEFINED |
| CENTRAL FUND CANADA- CLASS A        | CLOSE END MUT F | 153501101 | 8079   | 1405000  | DEFINED |
| CENTRAL PARKING CORP                | COMMON SHS      | 154785109 | 1754   | 132695   | DEFINED |
| CENTRAL PARKING CORP                | COMMON SHS      | 154785109 | 7514   | 568400   | DEFINED |
| CENTRAL PARKING CORP                | COMMON SHS      | 154785109 | 621    | 46952    | DEFINED |
| CENTRAL PARKING CORP                | COMMON SHS      | 154785109 | 6190   | 468200   | DEFINED |
| CENTRAL VERMONT PUBLIC SERVICE CORP | COMMON SHS      | 155771108 | 1408   | 70000    | DEFINED |
| CENTRAL VERMONT PUBLIC SERVICE CORP | COMMON SHS      | 155771108 | 60     | 3000     | DEFINED |
| CENTRAL VERMONT PUBLIC SERVICE CORP | COMMON SHS      | 155771108 | 3676   | 182800   | DEFINED |
| CENTURYTEL INC                      | COMMON SHS      | 156700106 | 543    | 15851    | DEFINED |
| CERIDIAN CORP                       | COMMON SHS      | 156779100 | 8222   | 446604   | DEFINED |
| CERIDIAN CORP                       | COMMON SHS      | 156779100 | 1109   | 60254    | DEFINED |
| CERIDIAN CORP                       | COMMON SHS      | 156779100 | 134    | 7300     | DEFINED |
| CERTEGY INC                         | COMMON SHS      | 156880106 | 7442   | 200000   | DEFINED |
| CERTEGY INC                         | COMMON SHS      | 156880106 | 129    | 3460     | DEFINED |
| CHAMPPS ENTERTAINMENT INC           | COMMON SHS      | 158787101 | 8170   | 920000   | DEFINED |
| CHARLES RIVER ASSOCIATES INC        | COMMON SHS      | 159852102 | 10344  | 270150   | DEFINED |
| CHARLES RIVER ASSOCIATES INC        | COMMON SHS      | 159852102 | 65     | 1700     | DEFINED |
| CHARTERMAC                          | LTD PARTNERSHIP | 160908109 | 22     | 1000     | DEFINED |
| CHARTERMAC                          | LTD PARTNERSHIP | 160908109 | 29665  | 1349000  | DEFINED |
| CHARMING SHOPPES INC                | COMMON SHS      | 161133103 | 35600  | 5000000  | DEFINED |
| CHARMING SHOPPES INC                | COMMON SHS      | 161133103 | 18     | 2481     | DEFINED |
| CHARTER COMMUNICATIONS INC          | CONVERTIBLE BD  | 16117MAB3 | 66967  | 74824000 | DEFINED |
| CHELSEA PROPERTY GROUP INC          | REAL EST INV TR | 163421100 | 29517  | 439900   | DEFINED |
| CHELSEA PROPERTY GROUP INC          | REAL EST INV TR | 163421100 | 3037   | 45266    | DEFINED |

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

|                                   |                 |           |        |         |         |
|-----------------------------------|-----------------|-----------|--------|---------|---------|
| CHELSEA PROPERTY GROUP INC        | REAL EST INV TR | 163421100 | 103710 | 1545600 | DEFINED |
| CHEMED CORP                       | COMMON SHS      | 16359R103 | 1277   | 22910   | DEFINED |
| CHEMICAL FINL CORP                | COMMON SHS      | 163731102 | 201    | 5500    | DEFINED |
| CHESAPEAKE ENERGY CORP            | COMMON SHS      | 165167107 | 35745  | 2258045 | DEFINED |
| CHESAPEAKE ENERGY CORP            | CONVERT PREF    | 165167503 | 2068   | 20000   | DEFINED |
| CHESAPEAKE ENERGY CORP            | CONVERT PREF    | 165167800 | 473    | 4100    | DEFINED |
| CHEVRONTEXACO CORP                | COMMON SHS      | 166764100 | 10114  | 188560  | DEFINED |
| CHEVRONTEXACO CORP                | COMMON SHS      | 166764100 | 10664  | 198800  | DEFINED |
| CHEVRONTEXACO CORP                | COMMON SHS      | 166764100 | 7477   | 139395  | DEFINED |
| CHEVRONTEXACO CORP                | COMMON SHS      | 166764100 | 38323  | 714444  | DEFINED |
| CHEVRONTEXACO CORP                | COMMON SHS      | 166764100 | 293048 | 5463236 | DEFINED |
| CHICAGO MERCANTILE EXCHANGE       | COMMON SHS      | 167760107 | 252    | 1560    | DEFINED |
| CHICAGO MERCANTILE EXCHANGE       | COMMON SHS      | 167760107 | 71673  | 444345  | DEFINED |
| CHICO'S FAS INC                   | COMMON SHS      | 168615102 | 1619   | 47351   | DEFINED |
| CHICO'S FAS INC                   | COMMON SHS      | 168615102 | 40561  | 1185985 | DEFINED |
| CHICO'S FAS INC                   | COMMON SHS      | 168615102 | 318    | 9300    | DEFINED |
| CHINA LIFE INSURANCE CO LTD       | AMER DEP RECPT  | 16939P106 | 1156   | 45300   | DEFINED |
| CHINA SOUTHERN AIRLINES CO LTD    | AMER DEP RECPT  | 169409109 | 428    | 23300   | DEFINED |
| CHINA MOBILE (HONG KONG) LTD      | AMER DEP RECPT  | 16941M109 | 864    | 56500   | DEFINED |
| CHINA MOBILE (HONG KONG) LTD      | AMER DEP RECPT  | 16941M109 | 1530   | 100000  | DEFINED |
| CHINA MOBILE (HONG KONG) LTD      | AMER DEP RECPT  | 16941M109 | 13719  | 896690  | DEFINED |
| CHIQUITA BRANDS INTERNATIONAL INC | COMMON SHS      | 170032809 | 14102  | 810000  | DEFINED |
| CHIRON CORP                       | COMMON SHS      | 170040109 | 661    | 14950   | DEFINED |
| CHIRON CORP                       | COMMON SHS      | 170040109 | 15408  | 348600  | DEFINED |
| CHOICEPOINT INC                   | COMMON SHS      | 170388102 | 1      | 35      | DEFINED |
| CHOICEPOINT INC                   | COMMON SHS      | 170388102 | 6824   | 160000  | DEFINED |
| CHOICEPOINT INC                   | COMMON SHS      | 170388102 | 515    | 12080   | DEFINED |
| CHOICEPOINT INC                   | COMMON SHS      | 170388102 | 5118   | 120000  | DEFINED |
| CHRISTOPHER & BANKS CORP          | COMMON SHS      | 171046105 | 11127  | 695000  | DEFINED |
| CHRISTOPHER & BANKS CORP          | COMMON SHS      | 171046105 | 2469   | 154200  | DEFINED |
| CHROMCRAFT REVINGTON INC          | COMMON SHS      | 171117104 | 2560   | 200000  | DEFINED |
| CHUBB CORP                        | COMMON SHS      | 171232101 | 91     | 1300    | DEFINED |
| CHUBB CORP                        | COMMON SHS      | 171232101 | 28     | 400     | DEFINED |
| CHUBB CORP                        | COMMON SHS      | 171232101 | 9555   | 135963  | DEFINED |
| CHUBB CORP                        | CONVERT PREF    | 171232309 | 17     | 600     | DEFINED |
| CHUBB CORP                        | CONVERT PREF    | 171232309 | 4200   | 150000  | DEFINED |
| CHUNGHWA TELECOM CO LTD           | AMER DEP RECPT  | 17133Q205 | 185    | 10500   | DEFINED |
| CHUNGHWA TELECOM CO LTD           | AMER DEP RECPT  | 17133Q205 | 141110 | 8013035 | DEFINED |
| CHUNGHWA TELECOM CO LTD           | AMER DEP RECPT  | 17133Q205 | 118835 | 6748133 | DEFINED |
| CHUNGHWA TELECOM CO LTD           | AMER DEP RECPT  | 17133Q205 | 9801   | 556560  | DEFINED |
| CHUNGHWA TELECOM CO LTD           | AMER DEP RECPT  | 17133Q205 | 42356  | 2405200 | DEFINED |
| CHUNGHWA TELECOM CO LTD           | AMER DEP RECPT  | 17133Q205 | 2530   | 143690  | DEFINED |
| CHUNGHWA TELECOM CO LTD           | AMER DEP RECPT  | 17133Q205 | 620    | 35200   | DEFINED |
| CHUNGHWA TELECOM CO LTD           | AMER DEP RECPT  | 17133Q205 | 2595   | 147350  | DEFINED |
| CHURCH & DWIGHT CO INC            | COMMON SHS      | 171340102 | 335    | 11940   | DEFINED |
| CIENA CORP                        | COMMON SHS      | 171779101 | 0      | 100     | DEFINED |
| CIENA CORP                        | COMMON SHS      | 171779101 | 956    | 482700  | DEFINED |
| CIENA CORP                        | CONVERTIBLE BD  | 171779AA9 | 342    | 400000  | DEFINED |
| CINERGY CORP                      | COMMON SHS      | 172474108 | 424    | 10715   | DEFINED |
| CINERGY CORP                      | COMMON SHS      | 172474108 | 328098 | 8285300 | DEFINED |
| CIRCOR INTERNATIONAL INC          | COMMON SHS      | 17273K109 | 19524  | 1001250 | DEFINED |
| CISCO SYSTEMS INC                 | COMMON SHS      | 17275R102 | 2657   | 146777  | DEFINED |
| CISCO SYSTEMS INC                 | COMMON SHS      | 17275R102 | 20     | 1104    | DEFINED |
| CISCO SYSTEMS INC                 | COMMON SHS      | 17275R102 | 24435  | 1350000 | DEFINED |
| CISCO SYSTEMS INC                 | COMMON SHS      | 17275R102 | 96035  | 5305814 | DEFINED |
| CISCO SYSTEMS INC                 | COMMON SHS      | 17275R102 | 117929 | 6515388 | DEFINED |
| CITADEL BROADCASTING CORP         | COMMON SHS      | 17285T106 | 367    | 28600   | DEFINED |
| CINTAS CORP                       | COMMON SHS      | 172908105 | 1835   | 43650   | DEFINED |
| CITIGROUP INC                     | COMMON SHS      | 172967101 | 2956   | 66988   | DEFINED |
| CITIGROUP INC                     | COMMON SHS      | 172967101 | 7147   | 162000  | DEFINED |
| CITIGROUP INC                     | COMMON SHS      | 172967101 | 11221  | 254319  | DEFINED |
| CITIGROUP INC                     | COMMON SHS      | 172967101 | 19582  | 443839  | DEFINED |



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

|                                     |                 |           |        |         |         |
|-------------------------------------|-----------------|-----------|--------|---------|---------|
| CITIGROUP INC                       | COMMON SHS      | 172967101 | 142016 | 3218848 | DEFINED |
| CITIGROUP INC                       | COMMON SHS      | 172967101 | 98225  | 2226318 | DEFINED |
| CITIZENS COMMUNICATIONS CO          | COMMON SHS      | 17453B101 | 4      | 300     | DEFINED |
| CITIZENS COMMUNICATIONS CO          | COMMON SHS      | 17453B101 | 251    | 18742   | DEFINED |
| CITIZENS COMMUNICATIONS CO          | COMMON SHS      | 17453B101 | 3789   | 283000  | DEFINED |
| CITRIX SYSTEMS INC                  | COMMON SHS      | 177376100 | 446    | 25465   | DEFINED |
| CITY INVESTING CO LIQUIDATING TRUST | COMMON SHS      | 177900107 | 12798  | 6529648 | DEFINED |
| CITY NATIONAL CORP                  | COMMON SHS      | 178566105 | 5862   | 90253   | DEFINED |
| CITY NATIONAL CORP                  | COMMON SHS      | 178566105 | 455    | 7000    | DEFINED |
| CITY NATIONAL CORP                  | COMMON SHS      | 178566105 | 69243  | 1066100 | DEFINED |
| CLAIRE'S STORES INC                 | COMMON SHS      | 179584107 | 8965   | 358045  | DEFINED |
| CLAIRE'S STORES INC                 | COMMON SHS      | 179584107 | 83     | 3300    | DEFINED |
| CLARCOR INC                         | COMMON SHS      | 179895107 | 11294  | 236922  | DEFINED |
| CLEAR CHANNEL COMMUNICATIONS INC    | COMMON SHS      | 184502102 | 182    | 5830    | DEFINED |
| CLEAR CHANNEL COMMUNICATIONS INC    | COMMON SHS      | 184502102 | 121273 | 3890705 | DEFINED |
| CLEAR CHANNEL COMMUNICATIONS INC    | COMMON SHS      | 184502102 | 15585  | 500000  | DEFINED |
| CLEAR CHANNEL COMMUNICATIONS INC    | COMMON SHS      | 184502102 | 5176   | 166045  | DEFINED |
| CLEAR CHANNEL COMMUNICATIONS INC    | COMMON SHS      | 184502102 | 46377  | 1487865 | DEFINED |
| CLOROX CO                           | COMMON SHS      | 189054109 | 6980   | 130956  | DEFINED |
| CLOROX CO                           | COMMON SHS      | 189054109 | 21373  | 401000  | DEFINED |
| COACH INC                           | COMMON SHS      | 189754104 | 5390   | 127063  | DEFINED |
| COACH INC                           | COMMON SHS      | 189754104 | 4      | 104     | DEFINED |
| COCA-COLA CO                        | COMMON SHS      | 191216100 | 370    | 9230    | DEFINED |
| COCA-COLA CO                        | COMMON SHS      | 191216100 | 2618   | 65359   | DEFINED |
| COCA-COLA CO                        | COMMON SHS      | 191216100 | 38807  | 968961  | DEFINED |
| COCA-COLA CO                        | COMMON SHS      | 191216100 | 73372  | 1832016 | DEFINED |
| COCA-COLA ENTERPRISES INC           | COMMON SHS      | 191219104 | 101453 | 5367900 | DEFINED |
| COCA-COLA ENTERPRISES INC           | COMMON SHS      | 191219104 | 20     | 1040    | DEFINED |
| COEUR D'ALENE MINES CORP            | COMMON SHS      | 192108108 | 36363  | 7671600 | DEFINED |
| COGNEX CORP                         | COMMON SHS      | 192422103 | 13637  | 520500  | DEFINED |
| COGNEX CORP                         | COMMON SHS      | 192422103 | 89     | 3400    | DEFINED |
| COGNIZANT TECHNOLOGY SOLUTIONS CORP | COMMON SHS      | 192446102 | 333    | 10916   | DEFINED |
| COGNIZANT TECHNOLOGY SOLUTIONS CORP | COMMON SHS      | 192446102 | 156311 | 5123261 | DEFINED |
| COGNOS INC                          | COMMON SHS      | 19244C109 | 48360  | 1361500 | DEFINED |
| COHERENT INC                        | COMMON SHS      | 192479103 | 13943  | 537526  | DEFINED |
| COHERENT INC                        | COMMON SHS      | 192479103 | 42     | 1600    | DEFINED |
| COHERENT INC                        | COMMON SHS      | 192479103 | 60547  | 2334100 | DEFINED |
| COHU INC                            | COMMON SHS      | 192576106 | 15857  | 1072900 | DEFINED |
| COINSTAR INC                        | COMMON SHS      | 19259P300 | 3459   | 148436  | DEFINED |
| COINSTAR INC                        | COMMON SHS      | 19259P300 | 16403  | 704000  | DEFINED |
| COINSTAR INC                        | COMMON SHS      | 19259P300 | 21173  | 908700  | DEFINED |
| COLGATE-PALMOLIVE CO                | COMMON SHS      | 194162103 | 330    | 7300    | DEFINED |
| COLGATE-PALMOLIVE CO                | COMMON SHS      | 194162103 | 328    | 7264    | DEFINED |
| COLGATE-PALMOLIVE CO                | COMMON SHS      | 194162103 | 3519   | 77885   | DEFINED |
| COLGATE-PALMOLIVE CO                | COMMON SHS      | 194162103 | 5189   | 114847  | DEFINED |
| COLGATE-PALMOLIVE CO                | COMMON SHS      | 194162103 | 50263  | 1112513 | DEFINED |
| COLOMBIA REPUBLIC OF                | LT GOVT BND FXD | 195325AT2 | 5668   | 50000   | DEFINED |
| COMCAST CORP                        | COMMON SHS      | 20030N101 | 523    | 18511   | DEFINED |
| COMCAST CORP                        | COMMON SHS      | 20030N101 | 1769   | 62636   | DEFINED |
| COMCAST CORP                        | COMMON SHS      | 20030N101 | 9832   | 348159  | DEFINED |
| COMCAST CORP                        | COMMON SHS      | 20030N101 | 1389   | 49172   | DEFINED |
| COMCAST CORP                        | COMMON SHS      | 20030N200 | 30003  | 1074600 | DEFINED |
| COMCAST CORP                        | COMMON SHS      | 20030N200 | 4039   | 144673  | DEFINED |
| COMCAST CORP                        | COMMON SHS      | 20030N200 | 4746   | 170000  | DEFINED |
| COMERICA INC                        | COMMON SHS      | 200340107 | 432    | 7283    | DEFINED |
| COMERICA INC                        | COMMON SHS      | 200340107 | 220782 | 3720000 | DEFINED |
| COMMERCE BANCORP INC                | COMMON SHS      | 200519106 | 2861   | 51836   | DEFINED |
| COMMERCE BANCORP INC                | COMMON SHS      | 200519106 | 46589  | 844000  | DEFINED |
| COMMERCIAL NET LEASE REALTY         | REAL EST INV TR | 202218103 | 614    | 33700   | DEFINED |
| COMMERCIAL VEHICLE GROUP INC        | COMMON SHS      | 202608105 | 9591   | 605500  | DEFINED |
| COMMERCIAL VEHICLE GROUP INC        | COMMON SHS      | 202608105 | 51     | 3200    | DEFINED |
| COMMONWEALTH INDUSTRIES INC         | COMMON SHS      | 203004106 | 5791   | 620000  | DEFINED |

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

|  |                |           |        |          |         |
|--|----------------|-----------|--------|----------|---------|
| COMMONWEALTH TELEPHONE ENTERPRISES INC | COMMON SHS     | 203349105 | 11628  | 267000   | DEFINED |
| COMMONWEALTH TELEPHONE ENTERPRISES INC | COMMON SHS     | 203349105 | 1381   | 31700    | DEFINED |
| COMMUNITY HEALTH SYSTEMS INC           | COMMON SHS     | 203668108 | 20010  | 750000   | DEFINED |
| COMPANHIA SIDERURGICA NACIONAL SID NAC | AMER DEP RECPT | 20440W105 | 3845   | 247600   | DEFINED |
| CIA VALE DO RIO DOCE                   | DEP RCPT PFD   | 204412100 | 58093  | 3017812  | DEFINED |
| CIA VALE DO RIO DOCE                   | DEP RCPT PFD   | 204412100 | 88294  | 4586691  | DEFINED |
| CIA VALE DO RIO DOCE                   | DEP RCPT PFD   | 204412100 | 88144  | 4578920  | DEFINED |
| CIA VALE DO RIO DOCE                   | DEP RCPT PFD   | 204412100 | 12585  | 653749   | DEFINED |
| CIA VALE DO RIO DOCE                   | DEP RCPT PFD   | 204412100 | 88212  | 4582431  | DEFINED |
| CIA VALE DO RIO DOCE                   | DEP RCPT PFD   | 204412100 | 882    | 45840    | DEFINED |
| CIA VALE DO RIO DOCE                   | AMER DEP RECPT | 204412209 | 23248  | 1034617  | DEFINED |
| CIA VALE DO RIO DOCE                   | AMER DEP RECPT | 204412209 | 10031  | 446420   | DEFINED |
| CIA VALE DO RIO DOCE                   | AMER DEP RECPT | 204412209 | 51     | 2260     | DEFINED |
| COMPANHIA PARANAENSE DE ENERGIA-COPEL  | DEP RCPT PFD   | 20441B407 | 27061  | 7580029  | DEFINED |
| CIA DE BEBIDAS DAS AMERICAS (AMBEV)    | DEP RCPT PFD   | 20441W203 | 145448 | 6493200  | DEFINED |
| CIA DE BEBIDAS DAS AMERICAS (AMBEV)    | DEP RCPT PFD   | 20441W203 | 300    | 13400    | DEFINED |
| COMPANIA DE MINAS BUENAVENTURA SA      | AMER DEP RECPT | 204448104 | 44766  | 1884900  | DEFINED |
| COMPANIA DE MINAS BUENAVENTURA SA      | AMER DEP RECPT | 204448104 | 23488  | 988986   | DEFINED |
| COMPANIA DE TELECOMUNICACIONES DE CHIL | AMER DEP RECPT | 204449300 | 284    | 25650    | DEFINED |
| COMPANIA DE TELECOMUNICACIONES DE CHIL | AMER DEP RECPT | 204449300 | 7549   | 680682   | DEFINED |
| COMPASS BANCSHARES INC                 | COMMON SHS     | 20449H109 | 635    | 14496    | DEFINED |
| COMPUTER ASSOCIATES INTERNATIONAL INC  | COMMON SHS     | 204912109 | 727    | 27637    | DEFINED |
| COMPUTER ASSOCIATES INTERNATIONAL INC  | COMMON SHS     | 204912109 | 14992  | 570046   | DEFINED |
| COMPUTER SCIENCES CORP                 | COMMON SHS     | 205363104 | 47100  | 1000000  | DEFINED |
| COMPUTER SCIENCES CORP                 | COMMON SHS     | 205363104 | 3893   | 82650    | DEFINED |
| COMPUTER SCIENCES CORP                 | COMMON SHS     | 205363104 | 2942   | 62453    | DEFINED |
| COMPUTER SCIENCES CORP                 | COMMON SHS     | 205363104 | 1649   | 35000    | DEFINED |
| COMPUWARE CORP                         | COMMON SHS     | 205638109 | 60     | 11600    | DEFINED |
| COMVERSE TECHNOLOGY INC                | COMMON SHS     | 205862402 | 155    | 8250     | DEFINED |
| COMVERSE TECHNOLOGY INC                | COMMON SHS     | 205862402 | 29202  | 1550838  | DEFINED |
| CONAGRA FOODS INC                      | COMMON SHS     | 205887102 | 9230   | 359000   | DEFINED |
| CONAGRA FOODS INC                      | COMMON SHS     | 205887102 | 1769   | 68790    | DEFINED |
| CONCEPTUS INC                          | COMMON SHS     | 206016107 | 3726   | 401928   | DEFINED |
| CONCEPTUS INC                          | COMMON SHS     | 206016107 | 2609   | 281400   | DEFINED |
| CONEXANT SYSTEMS INC                   | COMMON SHS     | 207142100 | 483    | 300000   | DEFINED |
| CONEXANT SYSTEMS INC                   | CONVERTIBLE BD | 207142AF7 | 44217  | 50000000 | DEFINED |
| CONNETICS CORP                         | COMMON SHS     | 208192104 | 1448   | 53600    | DEFINED |
| CONOCOPHILLIPS                         | COMMON SHS     | 20825C104 | 1988   | 24000    | DEFINED |
| CONOCOPHILLIPS                         | COMMON SHS     | 20825C104 | 2894   | 34929    | DEFINED |
| CONOCOPHILLIPS                         | COMMON SHS     | 20825C104 | 14437  | 174251   | DEFINED |
| CONOCOPHILLIPS                         | COMMON SHS     | 20825C104 | 13040  | 157398   | DEFINED |
| CONOCOPHILLIPS                         | COMMON SHS     | 20825C104 | 3364   | 40600    | DEFINED |
| CONSECO INC                            | CONVERT PEF    | 208464867 | 5597   | 225000   | DEFINED |
| CONSECO INC                            | COMMON SHS     | 208464883 | 90465  | 5122600  | DEFINED |
| CONSOL ENERGY INC                      | COMMON SHS     | 20854P109 | 19203  | 550400   | DEFINED |
| CONSOL ENERGY INC                      | COMMON SHS     | 20854P109 | 2990   | 85700    | DEFINED |
| CONSOLIDATED EDISON INC                | COMMON SHS     | 209115104 | 2557   | 60826    | DEFINED |
| CONSTELLATION BRANDS INC               | COMMON SHS     | 21036P108 | 3772   | 99104    | DEFINED |
| CONSTELLATION BRANDS INC               | CONVERT PEF    | 21036P306 | 4389   | 134020   | DEFINED |
| CONSTELLATION BRANDS INC               | CONVERT PEF    | 21036P306 | 6281   | 191800   | DEFINED |
| CONSTELLATION ENERGY GROUP             | COMMON SHS     | 210371100 | 309    | 7750     | DEFINED |
| CONTINENTAL AIRLINES INC               | COMMON SHS     | 210795308 | 4260   | 500000   | DEFINED |
| CONTINENTAL AIRLINES INC               | COMMON SHS     | 210795308 | 24     | 2857     | DEFINED |
| CONTINENTAL MATERIAL CORP              | COMMON SHS     | 211615307 | 2856   | 99500    | DEFINED |
| COOPER CAMERON CORP                    | COMMON SHS     | 216640102 | 291    | 5300     | DEFINED |
| COOPER CAMERON CORP                    | COMMON SHS     | 216640102 | 274    | 5000     | DEFINED |
| COOPER COMPANIES INC                   | COMMON SHS     | 216648402 | 24068  | 351100   | DEFINED |
| CORINTHIAN COLLEGES INC                | COMMON SHS     | 218868107 | 6377   | 473100   | DEFINED |
| CORN PRODUCTS INTL INC                 | COMMON SHS     | 219023108 | 51632  | 1120000  | DEFINED |
| CORN PRODUCTS INTL INC                 | COMMON SHS     | 219023108 | 1253   | 27172    | DEFINED |
| CORNING INC                            | COMMON SHS     | 219350105 | 12635  | 1140320  | DEFINED |
| CORNING INC                            | COMMON SHS     | 219350105 | 2103   | 189782   | DEFINED |

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

|                                   |                 |           |         |         |         |
|-----------------------------------|-----------------|-----------|---------|---------|---------|
| CORNING INC                       | CONVERTIBLE BD  | 219350AK1 | 8260    | 7000000 | DEFINED |
| CORPORATE EXECUTIVE BOARD CO      | COMMON SHS      | 21988R102 | 784     | 12800   | DEFINED |
| CORPORATE EXECUTIVE BOARD CO      | COMMON SHS      | 21988R102 | 50982   | 832500  | DEFINED |
| CORPORATE OFFICE PROPERTIES TRUST | REAL EST INV TR | 22002T108 | 295     | 11523   | DEFINED |
| CORPORATE OFFICE PROPERTIES TRUST | REAL EST INV TR | 22002T108 | 32394   | 1264400 | DEFINED |
| CORUS BANKSHARES INC              | COMMON SHS      | 220873103 | 1259    | 29200   | DEFINED |
| COST PLUS INC                     | COMMON SHS      | 221485105 | 37107   | 1048800 | DEFINED |
| COSTCO WHOLESALE CORP             | COMMON SHS      | 22160K105 | 3391    | 81585   | DEFINED |
| COSTCO WHOLESALE CORP             | COMMON SHS      | 22160K105 | 46731   | 1124431 | DEFINED |
| COTT CORP                         | ORDINARY SHS    | 22163N106 | 119460  | 3237410 | DEFINED |
| COTT CORP                         | COMMON SHS      | 22163N106 | 107     | 3700    | DEFINED |
| COUNTRYWIDE FINANCIAL CORP        | COMMON SHS      | 222372104 | 482     | 12225   | DEFINED |
| COUNTRYWIDE FINANCIAL CORP        | COMMON SHS      | 222372104 | 31      | 790     | DEFINED |
| COUNTRYWIDE FINANCIAL CORP        | COMMON SHS      | 222372104 | 51996   | 1320034 | DEFINED |
| COUNTRYWIDE FINANCIAL CORP        | COMMON SHS      | 222372104 | 96892   | 2459814 | DEFINED |
| COUNTRYWIDE FINANCIAL CORP        | CONVERT ZERO CP | 222372AE4 | 1104750 | 6000000 | DEFINED |
| COURIER CORP                      | COMMON SHS      | 222660102 | 6252    | 150000  | DEFINED |
| COUSINS PROPERTIES INC            | REAL EST INV TR | 222795106 | 96      | 2800    | DEFINED |
| COUSINS PROPERTIES INC            | REAL EST INV TR | 222795106 | 309     | 9000    | DEFINED |
| COUSINS PROPERTIES INC            | REAL EST INV TR | 222795106 | 10845   | 316100  | DEFINED |
| COVENTRY HEALTH CARE INC          | COMMON SHS      | 222862104 | 105     | 1970    | DEFINED |
| COVENTRY HEALTH CARE INC          | COMMON SHS      | 222862104 | 151473  | 2838167 | DEFINED |
| COX COMMUNICATIONS INC            | COMMON SHS      | 224044107 | 15207   | 459000  | DEFINED |
| COX COMMUNICATIONS INC            | COMMON SHS      | 224044107 | 421     | 12720   | DEFINED |
| CP SHIPS LTD                      | ORDINARY SHS    | 22409V102 | 1024    | 66718   | DEFINED |
| CP SHIPS LTD                      | ORDINARY SHS    | 22409V102 | 5309    | 345872  | DEFINED |
| CP SHIPS LTD                      | COMMON SHS      | 22409V102 | 3       | 225     | DEFINED |
| CRANE CO                          | COMMON SHS      | 224399105 | 11721   | 405300  | DEFINED |
| CREE INC                          | COMMON SHS      | 225447101 | 1851    | 60619   | DEFINED |
| CRIIMI MAE INC                    | REAL EST INV TR | 226603504 | 1493    | 101700  | DEFINED |
| CROWN CASTLE INTERNATIONAL CORP   | COMMON SHS      | 228227104 | 3396    | 228200  | DEFINED |
| CRT PROPERTIES INC                | REAL EST INV TR | 22876P109 | 41      | 1900    | DEFINED |
| CRT PROPERTIES INC                | REAL EST INV TR | 22876P109 | 17964   | 837500  | DEFINED |
| CTI MOLECULAR IMAGING INC         | COMMON SHS      | 22943D105 | 10213   | 1265500 | DEFINED |
| CULLEN FROST BANKERS INC          | COMMON SHS      | 229899109 | 471     | 10144   | DEFINED |
| CULLEN FROST BANKERS INC          | COMMON SHS      | 229899109 | 31999   | 688600  | DEFINED |
| CUMULUS MEDIA INC                 | COMMON SHS      | 231082108 | 15002   | 1042533 | DEFINED |
| CYBERGUARD CORPORATION            | COMMON SHS      | 231910100 | 2676    | 452793  | DEFINED |
| CYBERGUARD CORPORATION            | COMMON SHS      | 231910100 | 0       | 60      | DEFINED |
| CYMER INC                         | COMMON SHS      | 232572107 | 241     | 8400    | DEFINED |
| CYPRESS BIOSCIENCE INC            | COMMON SHS      | 232674507 | 3075    | 263500  | DEFINED |
| CYPRESS SEMICONDUCTOR CORP        | CONVERTIBLE BD  | 232806AF6 | 557     | 561000  | DEFINED |
| CYTOKINETICS INC                  | COMMON SHS      | 23282W100 | 1762    | 132500  | DEFINED |
| D & K HEALTHCARE RESOURCES INC    | COMMON SHS      | 232861104 | 59      | 5975    | DEFINED |
| D & K HEALTHCARE RESOURCES INC    | COMMON SHS      | 232861104 | 5877    | 596600  | DEFINED |
| CYTYC CORP                        | COMMON SHS      | 232946103 | 452     | 18700   | DEFINED |
| CYTYC CORP                        | COMMON SHS      | 232946103 | 66011   | 2733361 | DEFINED |
| DNP SELECT INCOME FUND INC        | CLOSE END MUT F | 23325P104 | 325     | 28901   | DEFINED |
| D R HORTON INC                    | COMMON SHS      | 23331A109 | 57202   | 1727625 | DEFINED |
| D R HORTON INC                    | COMMON SHS      | 23331A109 | 6167    | 186271  | DEFINED |
| D R HORTON INC                    | COMMON SHS      | 23331A109 | 3642    | 110002  | DEFINED |
| DST SYSTEMS INC                   | COMMON SHS      | 233326107 | 476     | 10700   | DEFINED |
| DTE ENERGY COMPANY                | COMMON SHS      | 233331107 | 618     | 14643   | DEFINED |
| DTE ENERGY COMPANY                | COMMON SHS      | 233331107 | 319897  | 7582285 | DEFINED |
| DTE ENERGY COMPANY                | COMMON SHS      | 233331107 | 3388    | 80300   | DEFINED |
| DTE ENERGY COMPANY                | COMMON SHS      | 233331107 | 750     | 17780   | DEFINED |
| DTE ENERGY COMPANY                | COMMON SHS      | 233331107 | 795     | 18848   | DEFINED |
| DTE ENERGY COMPANY                | COMMON SHS      | 233331107 | 264742  | 6275000 | DEFINED |
| DANA CORP                         | COMMON SHS      | 235811106 | 265     | 15000   | DEFINED |
| DANAHER CORP                      | COMMON SHS      | 235851102 | 4788    | 93374   | DEFINED |
| DAVITA INC                        | COMMON SHS      | 23918K108 | 39924   | 1281679 | DEFINED |
| DEAN FOODS INC                    | COMMON SHS      | 242370104 | 3119    | 103887  | DEFINED |

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

|                                      |                 |           |        |          |         |
|--------------------------------------|-----------------|-----------|--------|----------|---------|
| DEAN FOODS INC                       | COMMON SHS      | 242370104 | 69715  | 2322294  | DEFINED |
| DECKERS OUTDOOR CORP                 | COMMON SHS      | 243537107 | 9561   | 281200   | DEFINED |
| DECOMA INTERNATIONAL INC             | ORDINARY SHS    | 24359C100 | 1885   | 183870   | DEFINED |
| DECOMA INTERNATIONAL INC             | ORDINARY SHS    | 24359C100 | 13317  | 1299190  | DEFINED |
| DEERE & CO                           | COMMON SHS      | 244199105 | 19365  | 300000   | DEFINED |
| DEERE & CO                           | COMMON SHS      | 244199105 | 2015   | 31211    | DEFINED |
| DEL MONTE FOODS CO                   | COMMON SHS      | 24522P103 | 4      | 357      | DEFINED |
| DEL MONTE FOODS CO                   | COMMON SHS      | 24522P103 | 1232   | 117426   | DEFINED |
| DELL INC                             | COMMON SHS      | 24702R101 | 2      | 55       | DEFINED |
| DELL INC                             | COMMON SHS      | 24702R101 | 17800  | 500000   | DEFINED |
| DELL INC                             | COMMON SHS      | 24702R101 | 14658  | 411737   | DEFINED |
| DELL INC                             | COMMON SHS      | 24702R101 | 59948  | 1683929  | DEFINED |
| DELPHI CORP                          | COMMON SHS      | 247126105 | 11     | 1165     | DEFINED |
| DELPHI CORP                          | COMMON SHS      | 247126105 | 99     | 10654    | DEFINED |
| DELTA AIR LINES INC                  | COMMON SHS      | 247361108 | 3290   | 1000000  | DEFINED |
| DELTA AIR LINES INC                  | COMMON SHS      | 247361108 | 0      | 40       | DEFINED |
| DELTA APPAREL INC                    | COMMON SHS      | 247368103 | 8092   | 340000   | DEFINED |
| DELTA WOODSIDE INDUSTRIES INC        | COMMON SHS      | 247909203 | 372    | 555000   | DEFINED |
| DENBURY RESOURCES INC                | COMMON SHS      | 247916208 | 22446  | 883700   | DEFINED |
| DELUXE CORP                          | COMMON SHS      | 248019101 | 562    | 13700    | DEFINED |
| DENDRITE INTERNATIONAL INC           | COMMON SHS      | 248239105 | 9097   | 564300   | DEFINED |
| DENDRITE INTERNATIONAL INC           | COMMON SHS      | 248239105 | 1520   | 94300    | DEFINED |
| DENDREON CORP                        | COMMON SHS      | 24823Q107 | 302    | 35916    | DEFINED |
| DENDREON CORP                        | COMMON SHS      | 24823Q107 | 5858   | 696600   | DEFINED |
| DENDREON CORP                        | COMMON SHS      | 24823Q107 | 38     | 4500     | DEFINED |
| DENTSPLY INTERNATIONAL INC           | COMMON SHS      | 249030107 | 9      | 170      | DEFINED |
| DENTSPLY INTERNATIONAL INC           | COMMON SHS      | 249030107 | 81     | 1550     | DEFINED |
| DENTSPLY INTERNATIONAL INC           | COMMON SHS      | 249030107 | 71564  | 1377830  | DEFINED |
| DEVELOPERS DIVERSIFIED REALTY CORP   | REAL EST INV TR | 251591103 | 23     | 600      | DEFINED |
| DEVELOPERS DIVERSIFIED REALTY CORP   | REAL EST INV TR | 251591103 | 211621 | 5405400  | DEFINED |
| DEVON ENERGY CORP                    | COMMON SHS      | 25179M103 | 9182   | 129300   | DEFINED |
| DEVON ENERGY CORP                    | COMMON SHS      | 25179M103 | 18     | 247      | DEFINED |
| DEVON ENERGY CORP                    | COMMON SHS      | 25179M103 | 1422   | 20025    | DEFINED |
| DEVON ENERGY CORP                    | COMMON SHS      | 25179M103 | 56346  | 793499   | DEFINED |
| DEVON ENERGY CORP                    | CONVERTIBLE BD  | 25179MAA1 | 122    | 112000   | DEFINED |
| DEVRY INC                            | COMMON SHS      | 251893103 | 269    | 13000    | DEFINED |
| DEX MEDIA INC                        | COMMON SHS      | 25212E100 | 1252   | 59125    | DEFINED |
| DEX MEDIA INC                        | COMMON SHS      | 25212E100 | 303    | 14300    | DEFINED |
| DEX MEDIA INC                        | COMMON SHS      | 25212E100 | 257808 | 12178000 | DEFINED |
| DIAGEO PLC                           | AMER DEP RECPT  | 25243Q205 | 4993   | 99000    | DEFINED |
| DIAGEO PLC                           | AMER DEP RECPT  | 25243Q205 | 7379   | 146330   | DEFINED |
| DIAMOND OFFSHORE DRILLING INC        | COMMON SHS      | 25271C102 | 408    | 12367    | DEFINED |
| DIAMONDS TRUST                       | OPEN END UT TR  | 252787106 | 1512   | 14986    | DEFINED |
| DIEBOLD INC                          | COMMON SHS      | 253651103 | 43800  | 937900   | DEFINED |
| DIEBOLD INC                          | COMMON SHS      | 253651103 | 1551   | 33210    | DEFINED |
| DIEBOLD INC                          | COMMON SHS      | 253651103 | 1326   | 28400    | DEFINED |
| DIEBOLD INC                          | COMMON SHS      | 253651103 | 23814  | 509932   | DEFINED |
| DIGENE CORP                          | COMMON SHS      | 253752109 | 857    | 33000    | DEFINED |
| DILLARDS INC                         | COMMON SHS      | 254067101 | 49453  | 2505200  | DEFINED |
| DILLARDS INC                         | COMMON SHS      | 254067101 | 2      | 100      | DEFINED |
| DILLARDS INC                         | COMMON SHS      | 254067101 | 0      | 9        | DEFINED |
| WASHINGTON MUTUAL INC                | WTS TO EQUITY   | 25429Q110 | 3      | 24100    | DEFINED |
| DIMON INC                            | COMMON SHS      | 254394109 | 18519  | 3144200  | DEFINED |
| DIONEX CORP                          | COMMON SHS      | 254546104 | 13675  | 250000   | DEFINED |
| DIONEX CORP                          | COMMON SHS      | 254546104 | 656    | 12000    | DEFINED |
| DIRECTV GROUP INC                    | COMMON SHS      | 25459L106 | 11637  | 661546   | DEFINED |
| DIRECTV GROUP INC                    | COMMON SHS      | 25459L106 | 398016 | 22627414 | DEFINED |
| DIRECTV GROUP INC                    | COMMON SHS      | 25459L106 | 17882  | 1016620  | DEFINED |
| DIRECTV GROUP INC                    | COMMON SHS      | 25459L106 | 3849   | 218838   | DEFINED |
| DIRECTV GROUP INC                    | COMMON SHS      | 25459L106 | 1093   | 62140    | DEFINED |
| DIRECTV GROUP INC                    | COMMON SHS      | 25459L106 | 4953   | 281582   | DEFINED |
| DISCOVERY PARTNERS INTERNATIONAL INC | COMMON SHS      | 254675101 | 398    | 83000    | DEFINED |

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

|                                     |                 |           |        |         |         |
|-------------------------------------|-----------------|-----------|--------|---------|---------|
| WALT DISNEY CO                      | COMMON SHS      | 254687106 | 1685   | 74737   | DEFINED |
| WALT DISNEY CO                      | COMMON SHS      | 254687106 | 1725   | 76498   | DEFINED |
| WALT DISNEY CO                      | COMMON SHS      | 254687106 | 22550  | 1000000 | DEFINED |
| WALT DISNEY CO                      | COMMON SHS      | 254687106 | 61058  | 2707690 | DEFINED |
| WALT DISNEY CO                      | COMMON SHS      | 254687106 | 62183  | 2757567 | DEFINED |
| DIXIE GROUP INC                     | COMMON SHS      | 255519100 | 4556   | 405000  | DEFINED |
| DOBSON COMMUNICATIONS CORP          | COMMON SHS      | 256069105 | 2557   | 1922487 | DEFINED |
| DOLLAR GENERAL CORP                 | COMMON SHS      | 256669102 | 2      | 90      | DEFINED |
| DOLLAR GENERAL CORP                 | COMMON SHS      | 256669102 | 58463  | 2901400 | DEFINED |
| DOLLAR THRIFTY AUTOMOTIVE GROUP INC | COMMON SHS      | 256743105 | 51263  | 2107000 | DEFINED |
| DOLLAR TREE STORES INC              | COMMON SHS      | 256747106 | 19     | 704     | DEFINED |
| DOLLAR TREE STORES INC              | COMMON SHS      | 256747106 | 54     | 2000    | DEFINED |
| DOLLAR TREE STORES INC              | COMMON SHS      | 256747106 | 104743 | 3886575 | DEFINED |
| DOMINION RESOURCES INC              | COMMON SHS      | 25746U109 | 5745   | 88039   | DEFINED |
| DOMINION RESOURCES INC              | COMMON SHS      | 25746U109 | 472456 | 7240700 | DEFINED |
| DOMTAR INC                          | ORDINARY SHS    | 257561100 | 3094   | 203530  | DEFINED |
| DOMTAR INC                          | ORDINARY SHS    | 257561100 | 26428  | 1738670 | DEFINED |
| DOMTAR INC                          | ORDINARY SHS    | 257561100 | 7992   | 525800  | DEFINED |
| DOMTAR INC                          | ORDINARY SHS    | 257561100 | 356    | 23410   | DEFINED |
| DONALDSON CO INC                    | COMMON SHS      | 257651109 | 25579  | 901000  | DEFINED |
| R R DONNELLEY & SONS CO             | COMMON SHS      | 257867101 | 29043  | 927290  | DEFINED |
| R R DONNELLEY & SONS CO             | COMMON SHS      | 257867101 | 88424  | 2823250 | DEFINED |
| R R DONNELLEY & SONS CO             | COMMON SHS      | 257867101 | 5285   | 168740  | DEFINED |
| R R DONNELLEY & SONS CO             | COMMON SHS      | 257867101 | 2114   | 67493   | DEFINED |
| R R DONNELLEY & SONS CO             | COMMON SHS      | 257867101 | 5950   | 189971  | DEFINED |
| R R DONNELLEY & SONS CO             | COMMON SHS      | 257867101 | 10498  | 335170  | DEFINED |
| R R DONNELLEY & SONS CO             | COMMON SHS      | 257867101 | 724    | 23125   | DEFINED |
| R R DONNELLEY & SONS CO             | COMMON SHS      | 257867101 | 30249  | 965800  | DEFINED |
| DORAL FINANCIAL CORP                | COMMON SHS      | 25811P100 | 75     | 1800    | DEFINED |
| DORAL FINANCIAL CORP                | COMMON SHS      | 25811P100 | 2882   | 69500   | DEFINED |
| DOREL INDUSTRIES INC                | ORDINARY SHS    | 25822C205 | 156458 | 4394897 | DEFINED |
| DOV PHARMACEUTICAL INC              | COMMON SHS      | 259858108 | 857    | 50000   | DEFINED |
| DOV PHARMACEUTICAL INC              | COMMON SHS      | 259858108 | 6559   | 382700  | DEFINED |
| DOVER CORP                          | COMMON SHS      | 260003108 | 36853  | 948100  | DEFINED |
| DOVER CORP                          | COMMON SHS      | 260003108 | 31     | 800     | DEFINED |
| DOVER CORP                          | COMMON SHS      | 260003108 | 2324   | 59795   | DEFINED |
| DOW CHEMICAL CO                     | COMMON SHS      | 260543103 | 37251  | 824510  | DEFINED |
| DOW CHEMICAL CO                     | COMMON SHS      | 260543103 | 138293 | 3060942 | DEFINED |
| DOW CHEMICAL CO                     | COMMON SHS      | 260543103 | 19896  | 440370  | DEFINED |
| DOW CHEMICAL CO                     | COMMON SHS      | 260543103 | 4213   | 93254   | DEFINED |
| DOW CHEMICAL CO                     | COMMON SHS      | 260543103 | 4257   | 94222   | DEFINED |
| DOW CHEMICAL CO                     | COMMON SHS      | 260543103 | 8928   | 197600  | DEFINED |
| DOW CHEMICAL CO                     | COMMON SHS      | 260543103 | 21091  | 466822  | DEFINED |
| DOW CHEMICAL CO                     | COMMON SHS      | 260543103 | 174360 | 3859240 | DEFINED |
| DOW JONES & CO INC                  | COMMON SHS      | 260561105 | 27663  | 681180  | DEFINED |
| DOW JONES & CO INC                  | COMMON SHS      | 260561105 | 3606   | 88806   | DEFINED |
| DOW JONES & CO INC                  | COMMON SHS      | 260561105 | 1061   | 26126   | DEFINED |
| DOW JONES & CO INC                  | COMMON SHS      | 260561105 | 96358  | 2372762 | DEFINED |
| DUPONT DE NEMOURS INC               | COMMON SHS      | 263534109 | 6626   | 154811  | DEFINED |
| DUPONT DE NEMOURS INC               | COMMON SHS      | 263534109 | 57637  | 1346662 | DEFINED |
| DUPONT DE NEMOURS INC               | COMMON SHS      | 263534109 | 24940  | 582700  | DEFINED |
| DUCKWALL ALCO STORES INC            | COMMON SHS      | 264142100 | 5108   | 330000  | DEFINED |
| DUKE ENERGY CORP                    | COMMON SHS      | 264399106 | 11960  | 522500  | DEFINED |
| DUKE ENERGY CORP                    | COMMON SHS      | 264399106 | 14     | 600     | DEFINED |
| DUKE ENERGY CORP                    | COMMON SHS      | 264399106 | 11819  | 516343  | DEFINED |
| DUKE ENERGY CORP                    | COMMON SHS      | 264399106 | 114450 | 5000000 | DEFINED |
| DUKE REALTY CORP                    | REAL EST INV TR | 264411505 | 45     | 1365    | DEFINED |
| DUKE REALTY CORP                    | REAL EST INV TR | 264411505 | 641    | 19300   | DEFINED |
| DUKE REALTY CORP                    | REAL EST INV TR | 264411505 | 3859   | 116248  | DEFINED |
| DUN & BRADSTREET CORP               | COMMON SHS      | 26483E100 | 7161   | 122000  | DEFINED |
| DUN & BRADSTREET CORP               | COMMON SHS      | 26483E100 | 947    | 16127   | DEFINED |
| EMC CORP                            | COMMON SHS      | 268648102 | 163    | 14100   | DEFINED |

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

|  |                |           |        |          |         |
|--|----------------|-----------|--------|----------|---------|
| EMC CORP                               | COMMON SHS     | 268648102 | 11540  | 1000000  | DEFINED |
| EMC CORP                               | COMMON SHS     | 268648102 | 7194   | 623397   | DEFINED |
| EMC CORP                               | COMMON SHS     | 268648102 | 5145   | 445865   | DEFINED |
| ENSCO INTERNATIONAL INC                | COMMON SHS     | 26874Q100 | 3741   | 114500   | DEFINED |
| ENSCO INTERNATIONAL INC                | COMMON SHS     | 26874Q100 | 662    | 20250    | DEFINED |
| ENSCO INTERNATIONAL INC                | COMMON SHS     | 26874Q100 | 2783   | 85200    | DEFINED |
| ENI SPA                                | AMER DEP RECPT | 26874R108 | 7302   | 65020    | DEFINED |
| ENI SPA                                | AMER DEP RECPT | 26874R108 | 26615  | 236995   | DEFINED |
| ENI SPA                                | AMER DEP RECPT | 26874R108 | 25     | 225      | DEFINED |
| E.ON AG                                | AMER DEP RECPT | 268780103 | 7892   | 107080   | DEFINED |
| E.ON AG                                | AMER DEP RECPT | 268780103 | 16163  | 219306   | DEFINED |
| E.PIPHANY INC                          | COMMON SHS     | 26881V100 | 91     | 22500    | DEFINED |
| ESB FINANCIAL CORP                     | COMMON SHS     | 26884F102 | 1332   | 97194    | DEFINED |
| E*TRADE FINANCIAL CORP                 | COMMON SHS     | 269246104 | 228    | 20000    | DEFINED |
| E*TRADE FINANCIAL CORP                 | COMMON SHS     | 269246104 | 112266 | 9830637  | DEFINED |
| EAST WEST BANCORP INC                  | COMMON SHS     | 27579R104 | 56334  | 1677100  | DEFINED |
| EASTMAN CHEMICAL CO                    | COMMON SHS     | 277432100 | 43     | 900      | DEFINED |
| EASTMAN CHEMICAL CO                    | COMMON SHS     | 277432100 | 630    | 13250    | DEFINED |
| EASTMAN KODAK CO                       | COMMON SHS     | 277461109 | 16110  | 500000   | DEFINED |
| EASTMAN KODAK CO                       | COMMON SHS     | 277461109 | 2365   | 73413    | DEFINED |
| EATON CORP                             | COMMON SHS     | 278058102 | 9034   | 142470   | DEFINED |
| EBAY INC                               | COMMON SHS     | 278642103 | 150    | 1630     | DEFINED |
| EBAY INC                               | COMMON SHS     | 278642103 | 24192  | 263130   | DEFINED |
| EBAY INC                               | COMMON SHS     | 278642103 | 112876 | 1227718  | DEFINED |
| ECHOSTAR DBS CORP                      | COMMON SHS     | 278762109 | 132690 | 4263821  | DEFINED |
| ECHOSTAR DBS CORP                      | COMMON SHS     | 278762109 | 103    | 3300     | DEFINED |
| ECOLAB INC                             | COMMON SHS     | 278865100 | 869    | 27650    | DEFINED |
| ECOLAB INC                             | COMMON SHS     | 278865100 | 12607  | 401000   | DEFINED |
| ECOLOGY & ENVIRONMENT INC              | COMMON SHS     | 278878103 | 1935   | 215000   | DEFINED |
| EDELBROCK CORP                         | COMMON SHS     | 279434104 | 3585   | 217268   | DEFINED |
| EDISON INTERNATIONAL                   | COMMON SHS     | 281020107 | 40     | 1500     | DEFINED |
| EDISON INTERNATIONAL                   | COMMON SHS     | 281020107 | 91579  | 3454502  | DEFINED |
| EDO CORP                               | COMMON SHS     | 281347104 | 11885  | 428300   | DEFINED |
| EDO CORP                               | COMMON SHS     | 281347104 | 67     | 2400     | DEFINED |
| EDUCATION MANAGEMENT CORP              | COMMON SHS     | 28139T101 | 240    | 9000     | DEFINED |
| EDWARDS LIFESCIENCES CORP              | COMMON SHS     | 28176E108 | 1      | 21       | DEFINED |
| EDWARDS LIFESCIENCES CORP              | COMMON SHS     | 28176E108 | 1675   | 50000    | DEFINED |
| EDWARDS LIFESCIENCES CORP              | COMMON SHS     | 28176E108 | 83     | 2469     | DEFINED |
| EL PASO CORP                           | COMMON SHS     | 28336L109 | 182    | 19758    | DEFINED |
| ELAN CORP PLC                          | AMER DEP RECPT | 284131208 | 124    | 5299     | DEFINED |
| ELAN CORP PLC                          | AMER DEP RECPT | 284131208 | 13914  | 594600   | DEFINED |
| ELDORADO GOLD CORP NEW                 | ORDINARY SHS   | 284902103 | 22994  | 5622000  | DEFINED |
| ELDORADO GOLD CORP NEW                 | ORDINARY SHS   | 284902103 | 4172   | 1020000  | DEFINED |
| ELECTRO SCIENTIFIC INDUSTRIES INC      | COMMON SHS     | 285229100 | 23428  | 1350292  | DEFINED |
| ELECTRO SCIENTIFIC INDUSTRIES INC      | COMMON SHS     | 285229100 | 46370  | 2672638  | DEFINED |
| ELECTRONIC ARTS INC                    | COMMON SHS     | 285512109 | 239    | 5200     | DEFINED |
| ELECTRONIC ARTS INC                    | COMMON SHS     | 285512109 | 18     | 384      | DEFINED |
| ELECTRONIC ARTS INC                    | COMMON SHS     | 285512109 | 1112   | 24175    | DEFINED |
| ELECTRONIC ARTS INC                    | COMMON SHS     | 285512109 | 70244  | 1527386  | DEFINED |
| ELECTRONIC DATA SYSTEMS CORP           | COMMON SHS     | 285661104 | 18747  | 966827   | DEFINED |
| ELECTRONIC DATA SYSTEMS CORP           | COMMON SHS     | 285661104 | 345628 | 17825079 | DEFINED |
| ELECTRONIC DATA SYSTEMS CORP           | COMMON SHS     | 285661104 | 7613   | 392630   | DEFINED |
| ELECTRONIC DATA SYSTEMS CORP           | COMMON SHS     | 285661104 | 4567   | 235514   | DEFINED |
| ELECTRONIC DATA SYSTEMS CORP           | COMMON SHS     | 285661104 | 3      | 137      | DEFINED |
| ELECTRONIC DATA SYSTEMS CORP           | COMMON SHS     | 285661104 | 12375  | 638210   | DEFINED |
| ELECTRONIC DATA SYSTEMS CORP           | COMMON SHS     | 285661104 | 3669   | 189199   | DEFINED |
| ELECTRONIC DATA SYSTEMS CORP           | COMMON SHS     | 285661104 | 32692  | 1686000  | DEFINED |
| EMBARCADERO TECHNOLOGIES INC           | COMMON SHS     | 290787100 | 4727   | 558800   | DEFINED |
| EMBRAER-EMPRESA BRAS DE AERONAUTICA SA | AMER DEP RECPT | 29081M102 | 2332   | 88333    | DEFINED |
| EMBRAER-EMPRESA BRAS DE AERONAUTICA SA | AMER DEP RECPT | 29081M102 | 5240   | 198502   | DEFINED |
| EMBRAER-EMPRESA BRAS DE AERONAUTICA SA | AMER DEP RECPT | 29081M102 | 50758  | 1922642  | DEFINED |
| EMBRAER-EMPRESA BRAS DE AERONAUTICA SA | AMER DEP RECPT | 29081M102 | 199    | 7550     | DEFINED |

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

|  |                 |           |        |          |         |
|--|-----------------|-----------|--------|----------|---------|
| EMBRAER-EMPRESA BRAS DE AERONAUTICA SA | AMER DEP RECPT  | 29081M102 | 89844  | 3403200  | DEFINED |
| EMCORE CORP                            | COMMON SHS      | 290846104 | 569    | 290251   | DEFINED |
| EMCORE CORP                            | COMMON SHS      | 290846104 | 3076   | 1569500  | DEFINED |
| EMCOR GROUP INC                        | COMMON SHS      | 29084Q100 | 7328   | 194800   | DEFINED |
| EMCOR GROUP INC                        | COMMON SHS      | 29084Q100 | 7      | 190      | DEFINED |
| EMERGING MARKETS TELECOMMUNICATIONS FU | CLOSE END MUT F | 290890102 | 2018   | 250000   | DEFINED |
| EMERSON ELECTRIC CO                    | COMMON SHS      | 291011104 | 3951   | 63833    | DEFINED |
| EMERSON ELECTRIC CO                    | COMMON SHS      | 291011104 | 3584   | 57904    | DEFINED |
| EMERSON ELECTRIC CO                    | COMMON SHS      | 291011104 | 30945  | 500000   | DEFINED |
| EMERSON ELECTRIC CO                    | COMMON SHS      | 291011104 | 87     | 1400     | DEFINED |
| EMERSON ELECTRIC CO                    | COMMON SHS      | 291011104 | 10205  | 164889   | DEFINED |
| ENCANA CORP                            | ORDINARY SHS    | 292505104 | 1949   | 37177    | DEFINED |
| ENCANA CORP                            | ORDINARY SHS    | 292505104 | 689    | 11815    | DEFINED |
| ENCANA CORP                            | COMMON SHS      | 292505104 | 15835  | 342000   | DEFINED |
| ENCANA CORP                            | ORDINARY SHS    | 292505104 | 95445  | 1635736  | DEFINED |
| ENCANA CORP                            | COMMON SHS      | 292505104 | 25422  | 451720   | DEFINED |
| ENCANA CORP                            | ORDINARY SHS    | 292505104 | 455    | 7800     | DEFINED |
| ENBRIDGE INC                           | ORDINARY SHS    | 29250N105 | 76172  | 1444018  | DEFINED |
| ENBRIDGE ENERGY PARTNERS LP            | LTD PARTNERSHIP | 29250R106 | 251    | 5250     | DEFINED |
| ENDESA SA                              | AMER DEP RECPT  | 29258N107 | 191    | 10000    | DEFINED |
| ENDESA SA                              | AMER DEP RECPT  | 29258N107 | 26220  | 1372033  | DEFINED |
| ENDESA SA                              | AMER DEP RECPT  | 29258N107 | 1472   | 77036    | DEFINED |
| ENDESA SA                              | AMER DEP RECPT  | 29258N107 | 358    | 18732    | DEFINED |
| ENERGY EAST CORP                       | COMMON SHS      | 29266M109 | 184    | 7291     | DEFINED |
| ENERGY EAST CORP                       | COMMON SHS      | 29266M109 | 153397 | 6092000  | DEFINED |
| ENERGIZER HOLDINGS INC                 | COMMON SHS      | 29266R108 | 5958   | 129232   | DEFINED |
| ENERPLUS RESOURCES FUND                | CLOSE END UT TR | 29274D604 | 23255  | 564587   | DEFINED |
| ENERPLUS RESOURCES FUND                | CLOSE END UT TR | 29274D604 | 488    | 15005    | DEFINED |
| ENGELHARD CORP                         | COMMON SHS      | 292845104 | 622    | 21936    | DEFINED |
| ENTERCOM COMMUNICATIONS CORP           | COMMON SHS      | 293639100 | 24155  | 739600   | DEFINED |
| ENERGY CORP                            | COMMON SHS      | 29364G103 | 48     | 800      | DEFINED |
| ENERGY CORP                            | COMMON SHS      | 29364G103 | 48488  | 800000   | DEFINED |
| ENERGY CORP                            | COMMON SHS      | 29364G103 | 4037   | 66600    | DEFINED |
| ENERGY CORP                            | COMMON SHS      | 29364G103 | 3146   | 51900    | DEFINED |
| ENERGY CORP                            | COMMON SHS      | 29364G103 | 97708  | 1612084  | DEFINED |
| ENTERTAINMENT PROPERTIES TRUST         | REAL EST INV TR | 29380T105 | 143    | 3780     | DEFINED |
| ENTERTAINMENT PROPERTIES TRUST         | REAL EST INV TR | 29380T105 | 32414  | 857500   | DEFINED |
| ENTRAVISION COMMUNICATIONS CORP        | COMMON SHS      | 29382R107 | 12155  | 1597288  | DEFINED |
| ENTRAVISION COMMUNICATIONS CORP        | COMMON SHS      | 29382R107 | 53928  | 7086400  | DEFINED |
| ENTRUST INC                            | COMMON SHS      | 293848107 | 3334   | 1317651  | DEFINED |
| ENTRUST INC                            | COMMON SHS      | 293848107 | 10371  | 4099200  | DEFINED |
| ENZON PHARMACEUTICALS INC              | COMMON SHS      | 293904108 | 9680   | 606900   | DEFINED |
| ENZON PHARMACEUTICALS INC              | COMMON SHS      | 293904108 | 64     | 4000     | DEFINED |
| ENZON PHARMACEUTICALS INC              | CONVERTIBLE BD  | 293904AB4 | 17367  | 18500000 | DEFINED |
| ENVIRONMENTAL ELEMENTS CORP            | COMMON SHS      | 293940102 | 6      | 157663   | DEFINED |
| EQUIFAX INC                            | COMMON SHS      | 294429105 | 10544  | 400000   | DEFINED |
| EQUIFAX INC                            | COMMON SHS      | 294429105 | 156    | 5917     | DEFINED |
| EQUITABLE RESOURCES INC                | COMMON SHS      | 294549100 | 5431   | 100000   | DEFINED |
| EQUITY INNS INC                        | REAL EST INV TR | 294703103 | 583    | 58965    | DEFINED |
| MANUFACTURED HOME COMMUNITIES INC      | REAL EST INV TR | 29472R108 | 76     | 2300     | DEFINED |
| MANUFACTURED HOME COMMUNITIES INC      | REAL EST INV TR | 29472R108 | 11162  | 335800   | DEFINED |
| EQUITY OFFICE PROPERTIES TRUST         | REAL EST INV TR | 294741103 | 1795   | 65873    | DEFINED |
| EQUITY RESIDENTIAL                     | REAL EST INV TR | 29476L107 | 381    | 12305    | DEFINED |
| EQUITY RESIDENTIAL                     | REAL EST INV TR | 29476L107 | 2036   | 65684    | DEFINED |
| EQUITY RESIDENTIAL                     | REAL EST INV TR | 29476L107 | 59880  | 1931600  | DEFINED |
| ERICSSON (LM) TELEPHONE CO             | AMER DEP RECPT  | 294821608 | 3529   | 112958   | DEFINED |
| ERICSSON (LM) TELEPHONE CO             | AMER DEP RECPT  | 294821608 | 7738   | 247700   | DEFINED |
| ERIE INDY CO                           | COMMON SHS      | 29530P102 | 46622  | 913800   | DEFINED |
| ESCO TECHNOLOGIES INC                  | COMMON SHS      | 296315104 | 41903  | 618400   | DEFINED |
| ESCO TECHNOLOGIES INC                  | COMMON SHS      | 296315104 | 6      | 90       | DEFINED |
| ESPEED INC                             | COMMON SHS      | 296643109 | 7417   | 754500   | DEFINED |
| ESPEY MANUFACTURING & ELECTRONICS CORP | COMMON SHS      | 296650104 | 2020   | 78000    | DEFINED |

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

|                                   |                 |           |        |         |         |
|-----------------------------------|-----------------|-----------|--------|---------|---------|
| ESSEX CORP                        | COMMON SHS      | 296744105 | 722    | 62600   | DEFINED |
| ESSEX PROPERTY TRUST INC          | REAL EST INV TR | 297178105 | 891    | 12400   | DEFINED |
| EUROBANCSHARES INC                | COMMON SHS      | 298716101 | 5451   | 293200  | DEFINED |
| EUROBANCSHARES INC                | COMMON SHS      | 298716101 | 33     | 1800    | DEFINED |
| EXAR CORP                         | COMMON SHS      | 300645108 | 11183  | 789775  | DEFINED |
| EXAR CORP                         | COMMON SHS      | 300645108 | 37176  | 2625400 | DEFINED |
| EXELON CORP                       | COMMON SHS      | 30161N101 | 9114   | 248401  | DEFINED |
| EXELON CORP                       | COMMON SHS      | 30161N101 | 6524   | 177824  | DEFINED |
| EXELON CORP                       | COMMON SHS      | 30161N101 | 244099 | 6653000 | DEFINED |
| EXELIXIS INC                      | COMMON SHS      | 30161Q104 | 19813  | 2458200 | DEFINED |
| EXPEDITORS INT'L WAS INC          | COMMON SHS      | 302130109 | 368    | 7110    | DEFINED |
| EXPEDITORS INT'L WAS INC          | COMMON SHS      | 302130109 | 17     | 322     | DEFINED |
| EXPEDITORS INT'L WAS INC          | COMMON SHS      | 302130109 | 149798 | 2897452 | DEFINED |
| EXPONENT INC                      | COMMON SHS      | 30214U102 | 2755   | 100000  | DEFINED |
| EXPRESS SCRIPTS INC               | COMMON SHS      | 302182100 | 493    | 7550    | DEFINED |
| EXPRESS SCRIPTS INC               | COMMON SHS      | 302182100 | 19132  | 292800  | DEFINED |
| EXTRA SPACE STORAGE INC           | REAL EST INV TR | 30225T102 | 31875  | 2500000 | DEFINED |
| EXTREME NETWORKS INC              | COMMON SHS      | 30226D106 | 3389   | 761538  | DEFINED |
| EXTREME NETWORKS INC              | COMMON SHS      | 30226D106 | 5906   | 1327100 | DEFINED |
| EYETECH PHARMACEUTICALS INC       | COMMON SHS      | 302297106 | 1020   | 30000   | DEFINED |
| EYETECH PHARMACEUTICALS INC       | COMMON SHS      | 302297106 | 34     | 1000    | DEFINED |
| EYETECH PHARMACEUTICALS INC       | COMMON SHS      | 302297106 | 38738  | 1139700 | DEFINED |
| EXXON MOBIL CORP                  | COMMON SHS      | 30231G102 | 6432   | 133085  | DEFINED |
| EXXON MOBIL CORP                  | COMMON SHS      | 30231G102 | 21144  | 437498  | DEFINED |
| EXXON MOBIL CORP                  | COMMON SHS      | 30231G102 | 329330 | 6814190 | DEFINED |
| EXXON MOBIL CORP                  | COMMON SHS      | 30231G102 | 103079 | 2132826 | DEFINED |
| FBL FINANCIAL GROUP INC           | COMMON SHS      | 30239F106 | 13750  | 525000  | DEFINED |
| FLIR SYSTEMS INC                  | COMMON SHS      | 302445101 | 11540  | 197261  | DEFINED |
| FLIR SYSTEMS INC                  | COMMON SHS      | 302445101 | 437    | 7472    | DEFINED |
| FLIR SYSTEMS INC                  | COMMON SHS      | 302445101 | 60103  | 1027400 | DEFINED |
| FMC CORP                          | COMMON SHS      | 302491303 | 14058  | 289430  | DEFINED |
| FMC CORP                          | COMMON SHS      | 302491303 | 56924  | 1172000 | DEFINED |
| FMC TECHNOLOGIES INC              | COMMON SHS      | 30249U101 | 14075  | 421417  | DEFINED |
| FMC TECHNOLOGIES INC              | COMMON SHS      | 30249U101 | 468    | 14000   | DEFINED |
| FMC TECHNOLOGIES INC              | COMMON SHS      | 30249U101 | 28026  | 839116  | DEFINED |
| FPL GROUP INC                     | COMMON SHS      | 302571104 | 11581  | 169506  | DEFINED |
| FPL GROUP INC                     | COMMON SHS      | 302571104 | 288181 | 4218100 | DEFINED |
| FSI INTERNATIONAL INC             | COMMON SHS      | 302633102 | 2508   | 600000  | DEFINED |
| FTI CONSULTING INC                | COMMON SHS      | 302941109 | 10208  | 540125  | DEFINED |
| FTI CONSULTING INC                | COMMON SHS      | 302941109 | 66     | 3500    | DEFINED |
| FAIR ISAAC INC                    | COMMON SHS      | 303250104 | 445    | 15225   | DEFINED |
| FAIR ISAAC INC                    | COMMON SHS      | 303250104 | 65245  | 2234416 | DEFINED |
| FAIRCHILD SEMICONDUCTOR CORP      | COMMON SHS      | 303726103 | 221    | 15600   | DEFINED |
| FAIRCHILD SEMICONDUCTOR CORP      | CONVERTIBLE BD  | 303727AJ0 | 3337   | 3350000 | DEFINED |
| FAIRMONT HOTELS & RESORTS INC     | ORDINARY SHS    | 305204109 | 876    | 25318   | DEFINED |
| FAIRMONT HOTELS & RESORTS INC     | COMMON SHS      | 305204109 | 3415   | 125000  | DEFINED |
| FAIRMONT HOTELS & RESORTS INC     | ORDINARY SHS    | 305204109 | 6018   | 173922  | DEFINED |
| FAIRMONT HOTELS & RESORTS INC     | COMMON SHS      | 305204109 | 68     | 2475    | DEFINED |
| FALCON FINANCIAL INVESTMENT TRUST | REAL EST INV TR | 306032103 | 8787   | 1086100 | DEFINED |
| FAMILY DOLLAR STORES INC          | COMMON SHS      | 307000109 | 129430 | 4776000 | DEFINED |
| FAMILY DOLLAR STORES INC          | COMMON SHS      | 307000109 | 201    | 7400    | DEFINED |
| FAMILY DOLLAR STORES INC          | COMMON SHS      | 307000109 | 1068   | 39410   | DEFINED |
| FAMILY DOLLAR STORES INC          | COMMON SHS      | 307000109 | 27464  | 1013442 | DEFINED |
| FARMER BROS CO                    | COMMON SHS      | 307675108 | 55960  | 2093533 | DEFINED |
| FEDERAL AGRICULTURE MORTGAGE CORP | COMMON SHS      | 313148306 | 13897  | 626263  | DEFINED |
| FEDERAL AGRICULTURE MORTGAGE CORP | COMMON SHS      | 313148306 | 9246   | 416688  | DEFINED |
| FREDDIE MAC                       | COMMON SHS      | 313400301 | 618    | 9470    | DEFINED |
| FREDDIE MAC                       | COMMON SHS      | 313400301 | 143861 | 2205100 | DEFINED |
| FREDDIE MAC                       | COMMON SHS      | 313400301 | 33     | 510     | DEFINED |
| FREDDIE MAC                       | COMMON SHS      | 313400301 | 2820   | 43225   | DEFINED |
| FREDDIE MAC                       | COMMON SHS      | 313400301 | 1248   | 19125   | DEFINED |
| FREDDIE MAC                       | COMMON SHS      | 313400301 | 74937  | 1148632 | DEFINED |



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

|  |                 |           |        |          |         |
|--|-----------------|-----------|--------|----------|---------|
| FANNIE MAE                             | COMMON SHS      | 313586109 | 2248   | 35464    | DEFINED |
| FANNIE MAE                             | COMMON SHS      | 313586109 | 3195   | 50400    | DEFINED |
| FANNIE MAE                             | COMMON SHS      | 313586109 | 1642   | 25892    | DEFINED |
| FANNIE MAE                             | COMMON SHS      | 313586109 | 115293 | 1818500  | DEFINED |
| FANNIE MAE                             | COMMON SHS      | 313586109 | 6960   | 109773   | DEFINED |
| FANNIE MAE                             | COMMON SHS      | 313586109 | 17983  | 283646   | DEFINED |
| FANNIE MAE                             | COMMON SHS      | 313586109 | 54762  | 863751   | DEFINED |
| FEDERAL REALTY INVESTMENT TRUST        | REAL EST INV TR | 313747206 | 3850   | 87500    | DEFINED |
| FEDERAL SIGNAL CORP                    | COMMON SHS      | 313855108 | 66312  | 3569020  | DEFINED |
| FEDERAL SIGNAL CORP                    | COMMON SHS      | 313855108 | 180    | 9700     | DEFINED |
| FEDERATED DEPARTMENT STORES INC        | COMMON SHS      | 31410H101 | 39342  | 866000   | DEFINED |
| FEDERATED DEPARTMENT STORES INC        | COMMON SHS      | 31410H101 | 5435   | 119625   | DEFINED |
| FEDERATED INVESTORS INC                | COMMON SHS      | 314211103 | 33     | 1150     | DEFINED |
| FEDERATED INVESTORS INC                | COMMON SHS      | 314211103 | 127854 | 4495573  | DEFINED |
| FEDEX CORP                             | COMMON SHS      | 31428X106 | 1093   | 12752    | DEFINED |
| FELCOR LODGING TRUST INC               | REAL EST INV TR | 31430F101 | 10698  | 945890   | DEFINED |
| FELCOR LODGING TRUST INC               | CONVERT PREF    | 31430F200 | 84857  | 3506500  | DEFINED |
| FERRO CORP                             | COMMON SHS      | 315405100 | 243    | 11137    | DEFINED |
| F5 NETWORKS INC                        | COMMON SHS      | 315616102 | 10591  | 347700   | DEFINED |
| F5 NETWORKS INC                        | COMMON SHS      | 315616102 | 45251  | 1485600  | DEFINED |
| FIDELITY NATIONAL FINANCIAL INC        | COMMON SHS      | 316326107 | 1013   | 26584    | DEFINED |
| FIELDSTONE INVESTMENT CORP             | REAL EST INV TR | 31659U102 | 56523  | 3324900  | DEFINED |
| FIFTH THIRD BANCORP                    | COMMON SHS      | 316773100 | 458    | 9310     | DEFINED |
| FIFTH THIRD BANCORP                    | COMMON SHS      | 316773100 | 2776   | 56405    | DEFINED |
| FIFTH THIRD BANCORP                    | COMMON SHS      | 316773100 | 5624   | 114253   | DEFINED |
| FIFTH THIRD BANCORP                    | COMMON SHS      | 316773100 | 386651 | 7855571  | DEFINED |
| FILENET CORP                           | COMMON SHS      | 316869106 | 12796  | 732895   | DEFINED |
| FILENET CORP                           | COMMON SHS      | 316869106 | 46108  | 2640800  | DEFINED |
| FINANCIAL FEDERAL CORP                 | COMMON SHS      | 317492106 | 11567  | 308626   | DEFINED |
| FINANCIAL FEDERAL CORP                 | COMMON SHS      | 317492106 | 7474   | 199400   | DEFINED |
| FINANCIAL FEDERAL CORP                 | COMMON SHS      | 317492106 | 33695  | 899000   | DEFINED |
| FINISH LINE INC                        | COMMON SHS      | 317923100 | 8132   | 263000   | DEFINED |
| FIRST COMMONWEALTH FINANCIAL CORP      | COMMON SHS      | 319829107 | 499    | 36656    | DEFINED |
| FIRST COMMUNITY BANCORP                | COMMON SHS      | 31983B101 | 13414  | 327160   | DEFINED |
| FIRST DATA CORP                        | COMMON SHS      | 319963104 | 419    | 9640     | DEFINED |
| FIRST DATA CORP                        | COMMON SHS      | 319963104 | 27     | 615      | DEFINED |
| FIRST DATA CORP                        | COMMON SHS      | 319963104 | 5321   | 122315   | DEFINED |
| FIRST DATA CORP                        | COMMON SHS      | 319963104 | 16037  | 368672   | DEFINED |
| FIRST DATA CORP                        | COMMON SHS      | 319963104 | 68374  | 1571820  | DEFINED |
| FIRST DEFIANCE FINANCIAL CORP          | COMMON SHS      | 32006W106 | 6112   | 235000   | DEFINED |
| FIRST HORIZON NATIONAL CORP            | COMMON SHS      | 320517105 | 520    | 12000    | DEFINED |
| FIRST HORIZON PHARMACEUTICAL CORP      | COMMON SHS      | 32051K106 | 6737   | 336700   | DEFINED |
| FIRST INDIANA CORP                     | COMMON SHS      | 32054R108 | 3960   | 197000   | DEFINED |
| FIRST NIAGARA FINANCIAL GROUP INC      | COMMON SHS      | 33582V108 | 1338   | 100000   | DEFINED |
| FIRST NIAGARA FINANCIAL GROUP INC      | COMMON SHS      | 33582V108 | 34992  | 2615249  | DEFINED |
| FIRST NIAGARA FINANCIAL GROUP INC      | COMMON SHS      | 33582V108 | 5791   | 432843   | DEFINED |
| FIRST NIAGARA FINANCIAL GROUP INC      | COMMON SHS      | 33582V108 | 10134  | 757400   | DEFINED |
| FIRST POTOMAC REALTY TRUST             | REAL EST INV TR | 33610F109 | 3661   | 177200   | DEFINED |
| FIRST ST BANCORPORATION                | COMMON SHS      | 336453105 | 15743  | 499303   | DEFINED |
| FISERV INC                             | COMMON SHS      | 337738108 | 1770   | 50786    | DEFINED |
| FIRSTENERGY CORP                       | COMMON SHS      | 337932107 | 516    | 12555    | DEFINED |
| FIRSTENERGY CORP                       | COMMON SHS      | 337932107 | 429389 | 10452500 | DEFINED |
| FISHER SCIENTIFIC INTERNATIONAL INC    | COMMON SHS      | 338032204 | 87     | 1500     | DEFINED |
| FISHER SCIENTIFIC INTERNATIONAL INC    | COMMON SHS      | 338032204 | 110889 | 1901067  | DEFINED |
| FLEXSTEEL INDUSTRIES INC               | COMMON SHS      | 339382103 | 1065   | 60000    | DEFINED |
| FLORIDA EAST COAST INDUSTRIES INC      | COMMON SHS      | 340632108 | 17669  | 470546   | DEFINED |
| FLORIDA EAST COAST INDUSTRIES INC      | COMMON SHS      | 340632108 | 429116 | 12029310 | DEFINED |
| FLORIDA EAST COAST INDUSTRIES INC      | COMMON SHS      | 340632108 | 168    | 4469     | DEFINED |
| FLUOR CORP                             | COMMON SHS      | 343412102 | 392    | 8800     | DEFINED |
| FLOWSERVE CORP                         | COMMON SHS      | 34354P105 | 24998  | 1033811  | DEFINED |
| FLOWSERVE CORP                         | COMMON SHS      | 34354P105 | 53593  | 2216400  | DEFINED |
| FOMENTO ECONOMICO MEXICANO SA DE CV FE | AMER DEP RECPT  | 344419106 | 76259  | 1726100  | DEFINED |

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

|   |                 |           |         |          |         |
|---|-----------------|-----------|---------|----------|---------|
| FOMENTO ECONOMICO MEXICANO SA DE CV FE AMER DEP RECPT | 344419106       | 46802     | 1059350 | DEFINED  |         |
| FOMENTO ECONOMICO MEXICANO SA DE CV FE AMER DEP RECPT | 344419106       | 161       | 3640    | DEFINED  |         |
| FOOT LOCKER INC                                       | COMMON SHS      | 344849104 | 7       | 300      | DEFINED |
| FOOT LOCKER INC                                       | COMMON SHS      | 344849104 | 1557    | 65700    | DEFINED |
| FORD MOTOR CO   | COMMON SHS      | 345370860 | 1612    | 114722   | DEFINED |
| FORD MOTOR CO CAP TR II                               | CONVERT PREF    | 345395206 | 2180    | 41701    | DEFINED |
| FORD MOTOR CO CAP TR II                               | CONVERT PREF    | 345395206 | 2721    | 52055    | DEFINED |
| FORD MOTOR CO CAP TR II                               | CONVERT PREF    | 345395206 | 468235  | 8956300  | DEFINED |
| FOREST CITY ENTERPRISES INC                           | COMMON SHS      | 345550107 | 97      | 1760     | DEFINED |
| FOREST CITY ENTERPRISES INC                           | COMMON SHS      | 345550107 | 29093   | 528000   | DEFINED |
| FOREST LABORATORIES INC                               | COMMON SHS      | 345838106 | 3470    | 77151    | DEFINED |
| FOREST LABORATORIES INC                               | COMMON SHS      | 345838106 | 40996   | 911427   | DEFINED |
| FOREST LABORATORIES INC                               | COMMON SHS      | 345838106 | 49116   | 1091959  | DEFINED |
| FOREST OIL CORP                                       | COMMON SHS      | 346091705 | 7229    | 240000   | DEFINED |
| FOREST OIL CORP                                       | COMMON SHS      | 346091705 | 51      | 1700     | DEFINED |
| FORMFACTOR INC  | COMMON SHS      | 346375108 | 45      | 2300     | DEFINED |
| FORMFACTOR INC  | COMMON SHS      | 346375108 | 20682   | 1067759  | DEFINED |
| FORTUNE BRANDS INC                                    | COMMON SHS      | 349631101 | 114     | 1544     | DEFINED |
| FORTUNE BRANDS INC                                    | COMMON SHS      | 349631101 | 1351    | 18232    | DEFINED |
| FORWARD AIR CORP                                      | COMMON SHS      | 349853101 | 14210   | 355074   | DEFINED |
| FORWARD AIR CORP                                      | COMMON SHS      | 349853101 | 100     | 2500     | DEFINED |
| FORWARD AIR CORP                                      | COMMON SHS      | 349853101 | 55554   | 1388148  | DEFINED |
| FOSSIL INC  | COMMON SHS      | 349882100 | 4374    | 141375   | DEFINED |
| FOSSIL INC  | COMMON SHS      | 349882100 | 76      | 2450     | DEFINED |
| FOUR SEASONS HOTELS INC                               | COMMON SHS      | 35100E104 | 42627   | 665000   | DEFINED |
| FOX ENTERTAINMENT GROUP INC                           | COMMON SHS      | 35138T107 | 23891   | 861260   | DEFINED |
| FOX ENTERTAINMENT GROUP INC                           | COMMON SHS      | 35138T107 | 1820    | 65614    | DEFINED |
| FRANKLIN BANK CORP/HOUSTON                            | COMMON SHS      | 352451108 | 2984    | 175000   | DEFINED |
| FRANKLIN BANK CORP/HOUSTON                            | COMMON SHS      | 352451108 | 6353    | 372600   | DEFINED |
| FRANKLIN RESOURCES INC                                | COMMON SHS      | 354613101 | 753     | 13500    | DEFINED |
| FRANKLIN RESOURCES INC                                | COMMON SHS      | 354613101 | 52344   | 938744   | DEFINED |
| FRANKLIN RESOURCES INC                                | COMMON SHS      | 354613101 | 74912   | 1343466  | DEFINED |
| FRED'S INC  | COMMON SHS      | 356108100 | 7184    | 400000   | DEFINED |
| FRED'S INC  | COMMON SHS      | 356108100 | 1240    | 69040    | DEFINED |
| FRED'S INC  | COMMON SHS      | 356108100 | 34889   | 1942570  | DEFINED |
| FREEMPORT MCMORAN COPPER & GOLD INC                   | COMMON SHS      | 35671D857 | 423035  | 10445300 | DEFINED |
| FREEMPORT MCMORAN COPPER & GOLD INC                   | COMMON SHS      | 35671D857 | 334     | 8246     | DEFINED |
| FREEMPORT MCMORAN COPPER & GOLD INC                   | COMMON SHS      | 35671D857 | 36037   | 889811   | DEFINED |
| FRESH BRANDS INC                                      | COMMON SHS      | 35803U108 | 6975    | 900000   | DEFINED |
| FRIEDMAN BILLINGS RAMSEY GROUP INC                    | REAL EST INV TR | 358434108 | 73814   | 3864600  | DEFINED |
| FRIEDMAN BILLINGS RAMSEY GROUP INC                    | REAL EST INV TR | 358434108 | 562     | 29400    | DEFINED |
| FRIEDMAN BILLINGS RAMSEY GROUP INC                    | REAL EST INV TR | 358434108 | 9781    | 512100   | DEFINED |
| FULTON FINANCIAL CORP                                 | COMMON SHS      | 360271100 | 19951   | 932300   | DEFINED |
| G & K SERVICES INC                                    | COMMON SHS      | 361268105 | 417     | 10483    | DEFINED |
| GATX CORP   | COMMON SHS      | 361448103 | 279     | 10450    | DEFINED |
| GSI LUMONICS INC                                      | ORDINARY SHS    | 36229U102 | 1980    | 150000   | DEFINED |
| GSI LUMONICS INC                                      | ORDINARY SHS    | 36229U102 | 18465   | 1398848  | DEFINED |
| GSI LUMONICS INC                                      | ORDINARY SHS    | 36229U102 | 8404    | 636640   | DEFINED |
| GTSI CORP   | COMMON SHS      | 36238K103 | 1785    | 203100   | DEFINED |
| ARTHUR J GALLAGHER & CO                               | COMMON SHS      | 363576109 | 70865   | 2139000  | DEFINED |
| ARTHUR J GALLAGHER & CO                               | COMMON SHS      | 363576109 | 3314    | 100034   | DEFINED |
| ARTHUR J GALLAGHER & CO                               | COMMON SHS      | 363576109 | 7       | 225      | DEFINED |
| ARTHUR J GALLAGHER & CO                               | COMMON SHS      | 363576109 | 28691   | 866000   | DEFINED |
| GALLAHER GROUP PLC                                    | AMER DEP RECPT  | 363595109 | 384     | 8256     | DEFINED |
| GAMESTOP CORP   | COMMON SHS      | 36466R101 | 4180    | 225800   | DEFINED |
| GAMESTOP CORP   | COMMON SHS      | 36466R101 | 13100   | 707700   | DEFINED |
| GAMESTOP CORP   | COMMON SHS      | 36466R101 | 14068   | 760000   | DEFINED |
| GAMESTOP CORP   | COMMON SHS      | 36466R101 | 93      | 5000     | DEFINED |
| GANNETT CO INC  | COMMON SHS      | 364730101 | 11266   | 134500   | DEFINED |
| GANNETT CO INC  | COMMON SHS      | 364730101 | 6785    | 81000    | DEFINED |
| GANNETT CO INC  | COMMON SHS      | 364730101 | 8       | 90       | DEFINED |
| GANNETT CO INC  | COMMON SHS      | 364730101 | 11182   | 133501   | DEFINED |

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

|                                    |                 |           |        |          |         |
|------------------------------------|-----------------|-----------|--------|----------|---------|
| GANNETT CO INC                     | COMMON SHS      | 364730101 | 3191   | 38100    | DEFINED |
| GAP INC                            | COMMON SHS      | 364760108 | 2408   | 128787   | DEFINED |
| GAP INC                            | COMMON SHS      | 364760108 | 281    | 15024    | DEFINED |
| GAP INC                            | CONVERTIBLE BD  | 364760AJ7 | 5513   | 4500000  | DEFINED |
| GAMMON LAKE RESOURCES INC          | ORDINARY SHS    | 364915108 | 16041  | 2182400  | DEFINED |
| GARTNER INC                        | COMMON SHS      | 366651107 | 29     | 2514     | DEFINED |
| GARTNER INC                        | COMMON SHS      | 366651107 | 798    | 68264    | DEFINED |
| GARTNER INC                        | COMMON SHS      | 366651206 | 1208   | 104587   | DEFINED |
| GARTNER INC                        | COMMON SHS      | 366651206 | 3342   | 289315   | DEFINED |
| GARTNER INC                        | COMMON SHS      | 366651206 | 19     | 1641     | DEFINED |
| GATEWAY INC                        | COMMON SHS      | 367626108 | 2475   | 500000   | DEFINED |
| GEHL CO                            | COMMON SHS      | 368483103 | 8295   | 420000   | DEFINED |
| GEN-PROBE INC                      | COMMON SHS      | 36866T103 | 88     | 2200     | DEFINED |
| GEN-PROBE INC                      | COMMON SHS      | 36866T103 | 13608  | 341300   | DEFINED |
| GENENTECH INC                      | COMMON SHS      | 368710406 | 2253   | 42981    | DEFINED |
| GENENTECH INC                      | COMMON SHS      | 368710406 | 52420  | 1000000  | DEFINED |
| GENENTECH INC                      | COMMON SHS      | 368710406 | 18480  | 352535   | DEFINED |
| GENENTECH INC                      | COMMON SHS      | 368710406 | 84140  | 1605114  | DEFINED |
| GENERAL DYNAMICS CORP              | COMMON SHS      | 369550108 | 51050  | 500000   | DEFINED |
| GENERAL DYNAMICS CORP              | COMMON SHS      | 369550108 | 7704   | 75460    | DEFINED |
| GENERAL DYNAMICS CORP              | COMMON SHS      | 369550108 | 357    | 3500     | DEFINED |
| GENERAL ELECTRIC CO                | COMMON SHS      | 369604103 | 3009   | 89594    | DEFINED |
| GENERAL ELECTRIC CO                | COMMON SHS      | 369604103 | 132053 | 3932500  | DEFINED |
| GENERAL ELECTRIC CO                | COMMON SHS      | 369604103 | 9427   | 280723   | DEFINED |
| GENERAL ELECTRIC CO                | COMMON SHS      | 369604103 | 28436  | 846824   | DEFINED |
| GENERAL ELECTRIC CO                | COMMON SHS      | 369604103 | 398678 | 11872496 | DEFINED |
| GENERAL ELECTRIC CO                | COMMON SHS      | 369604103 | 254624 | 7582617  | DEFINED |
| GENERAL GROWTH PROPERTIES          | REAL EST INV TR | 370021107 | 378    | 12190    | DEFINED |
| GENERAL GROWTH PROPERTIES          | REAL EST INV TR | 370021107 | 856    | 27622    | DEFINED |
| GENERAL GROWTH PROPERTIES          | REAL EST INV TR | 370021107 | 62062  | 2001990  | DEFINED |
| GENERAL MILLS INC                  | COMMON SHS      | 370334104 | 8477   | 188808   | DEFINED |
| GENERAL MILLS INC                  | COMMON SHS      | 370334104 | 50848  | 1132470  | DEFINED |
| GENERAL MILLS INC                  | COMMON SHS      | 370334104 | 65137  | 1450715  | DEFINED |
| GENERAL MILLS INC                  | COMMON SHS      | 370334104 | 7      | 150      | DEFINED |
| GENERAL MILLS INC                  | COMMON SHS      | 370334104 | 6869   | 152977   | DEFINED |
| GENERAL MILLS INC                  | COMMON SHS      | 370334104 | 3957   | 88135    | DEFINED |
| GENERAL MILLS INC                  | COMMON SHS      | 370334104 | 269    | 6000     | DEFINED |
| GENERAL MOTORS CORP                | COMMON SHS      | 370442105 | 2189   | 51535    | DEFINED |
| GENERAL MOTORS CORP                | COMMON SHS      | 370442105 | 225994 | 5320000  | DEFINED |
| GENERAL MOTORS CORP                | CONVERT PREF    | 370442717 | 56     | 2000     | DEFINED |
| GENERAL MOTORS CORP                | CONVERT PREF    | 370442717 | 6615   | 235000   | DEFINED |
| GENESEE & WYOMING INC              | COMMON SHS      | 371559105 | 11489  | 453750   | DEFINED |
| GENESEE & WYOMING INC              | COMMON SHS      | 371559105 | 68     | 2700     | DEFINED |
| GENESIS HEALTHCARE CORP            | COMMON SHS      | 37184D101 | 826    | 27150    | DEFINED |
| GENTEX CORP                        | COMMON SHS      | 371901109 | 1138   | 32389    | DEFINED |
| GENTEX CORP                        | COMMON SHS      | 371901109 | 30060  | 855665   | DEFINED |
| GENTEX CORP                        | COMMON SHS      | 371901109 | 88291  | 2513269  | DEFINED |
| GENLYTE GROUP INC                  | COMMON SHS      | 372302109 | 7154   | 111100   | DEFINED |
| GENUINE PARTS CO                   | COMMON SHS      | 372460105 | 69     | 1800     | DEFINED |
| GENUINE PARTS CO                   | COMMON SHS      | 372460105 | 568    | 14800    | DEFINED |
| GENUINE PARTS CO                   | COMMON SHS      | 372460105 | 52     | 1350     | DEFINED |
| GENUINE PARTS CO                   | COMMON SHS      | 372460105 | 17720  | 461700   | DEFINED |
| GENUINE PARTS CO                   | COMMON SHS      | 372460105 | 9115   | 237502   | DEFINED |
| GENUINE PARTS CO                   | COMMON SHS      | 372460105 | 607    | 15825    | DEFINED |
| GENWORTH FINANCIAL INC             | COMMON SHS      | 37247D106 | 37280  | 1600000  | DEFINED |
| GENZYME CORP-GENERAL DIVISION      | COMMON SHS      | 372917104 | 704    | 12945    | DEFINED |
| GENZYME CORP-GENERAL DIVISION      | COMMON SHS      | 372917104 | 36944  | 679000   | DEFINED |
| GEORGIA-PACIFIC (GEORGIA-PAC CORP) | COMMON SHS      | 373298108 | 1165   | 32398    | DEFINED |
| GIBRALTAR INDUSTRIES INC           | COMMON SHS      | 374689107 | 8606   | 238000   | DEFINED |
| GIBRALTAR INDUSTRIES INC           | COMMON SHS      | 374689107 | 41432  | 1145800  | DEFINED |
| GILEAD SCIENCES INC                | COMMON SHS      | 375558103 | 2917   | 78035    | DEFINED |
| GILEAD SCIENCES INC                | COMMON SHS      | 375558103 | 2785   | 74500    | DEFINED |

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

|                              |                 |           |        |         |         |
|------------------------------|-----------------|-----------|--------|---------|---------|
| GILEAD SCIENCES INC          | COMMON SHS      | 375558103 | 50120  | 1340812 | DEFINED |
| GILEAD SCIENCES INC          | COMMON SHS      | 375558103 | 178739 | 4781674 | DEFINED |
| GILEAD SCIENCES INC          | CONVERTIBLE BD  | 375558AD5 | 9728   | 6000000 | DEFINED |
| GILLETTE CO                  | COMMON SHS      | 375766102 | 334    | 8000    | DEFINED |
| GILLETTE CO                  | COMMON SHS      | 375766102 | 111    | 2655    | DEFINED |
| GILLETTE CO                  | COMMON SHS      | 375766102 | 12821  | 307163  | DEFINED |
| GILLETTE CO                  | COMMON SHS      | 375766102 | 4      | 96      | DEFINED |
| GILDAN ACTIVEWEAR INC        | ORDINARY SHS    | 375916103 | 150056 | 4215059 | DEFINED |
| GLAMIS GOLD LTD              | ORDINARY SHS    | 376775102 | 119614 | 5111700 | DEFINED |
| GLAMIS GOLD LTD              | COMMON SHS      | 376775102 | 19498  | 1041000 | DEFINED |
| GLATFELTER                   | COMMON SHS      | 377316104 | 4956   | 400000  | DEFINED |
| GLAXOSMITHKLINE PLC          | AMER DEP RECPT  | 37733W105 | 23435  | 535905  | DEFINED |
| GLAXOSMITHKLINE PLC          | AMER DEP RECPT  | 37733W105 | 3384   | 77394   | DEFINED |
| GLAXOSMITHKLINE PLC          | AMER DEP RECPT  | 37733W105 | 4417   | 101000  | DEFINED |
| GLAXOSMITHKLINE PLC          | AMER DEP RECPT  | 37733W105 | 2605   | 59565   | DEFINED |
| GLAXOSMITHKLINE PLC          | AMER DEP RECPT  | 37733W105 | 22250  | 508800  | DEFINED |
| GLENBOROUGH REALTY TRUST INC | REAL EST INV TR | 37803P105 | 429    | 20650   | DEFINED |
| GLENBOROUGH REALTY TRUST INC | REAL EST INV TR | 37803P105 | 5419   | 260900  | DEFINED |
| GLENBOROUGH REALTY TRUST INC | CONVERT PREF    | 37803P204 | 203    | 8086    | DEFINED |
| GLENBOROUGH REALTY TRUST INC | CONVERT PREF    | 37803P204 | 67719  | 2696890 | DEFINED |
| GLIMCHER REALTY TRUST        | REAL EST INV TR | 379302102 | 91     | 3725    | DEFINED |
| GLIMCHER REALTY TRUST        | REAL EST INV TR | 379302102 | 24     | 1000    | DEFINED |
| GLIMCHER REALTY TRUST        | REAL EST INV TR | 379302102 | 9616   | 395700  | DEFINED |
| GLOBAL INDUSTRIES LTD        | COMMON SHS      | 379336100 | 25585  | 4140000 | DEFINED |
| GLOBAL INDUSTRIES LTD        | COMMON SHS      | 379336100 | 12     | 2000    | DEFINED |
| GLOBAL INDUSTRIES LTD        | COMMON SHS      | 379336100 | 1144   | 185100  | DEFINED |
| GLOBAL PAYMENTS INC          | COMMON SHS      | 37940X102 | 31     | 576     | DEFINED |
| GLOBAL PAYMENTS INC          | COMMON SHS      | 37940X102 | 52195  | 974700  | DEFINED |
| GOLD FIELDS LTD              | AMER DEP RECPT  | 38059T106 | 15     | 1100    | DEFINED |
| GOLD FIELDS LTD              | AMER DEP RECPT  | 38059T106 | 11664  | 854528  | DEFINED |
| GOLDCORP INC                 | ORDINARY SHS    | 380956409 | 736    | 42080   | DEFINED |
| GOLDEN TELECOM INC           | ORDINARY SHS    | 38122G107 | 1482   | 51930   | DEFINED |
| GOLDEN WEST FINANCIAL CORP   | COMMON SHS      | 381317106 | 200    | 1800    | DEFINED |
| GOLDEN WEST FINANCIAL CORP   | COMMON SHS      | 381317106 | 1368   | 12326   | DEFINED |
| GOLDEN WEST FINANCIAL CORP   | COMMON SHS      | 381317106 | 3706   | 33400   | DEFINED |
| GOLDEN WEST FINANCIAL CORP   | COMMON SHS      | 381317106 | 233    | 2100    | DEFINED |
| GOLDEN WEST FINANCIAL CORP   | COMMON SHS      | 381317106 | 28152  | 253739  | DEFINED |
| GOLDMAN SACHS GROUP INC      | COMMON SHS      | 38141G104 | 281    | 3010    | DEFINED |
| GOLDMAN SACHS GROUP INC      | COMMON SHS      | 38141G104 | 16358  | 175437  | DEFINED |
| GOLDMAN SACHS GROUP INC      | COMMON SHS      | 38141G104 | 37798  | 405379  | DEFINED |
| GOODRICH CORP                | COMMON SHS      | 382388106 | 19490  | 621494  | DEFINED |
| GOODRICH CORP                | COMMON SHS      | 382388106 | 2866   | 91400   | DEFINED |
| GOODYS FAMILY CLOTHING INC   | COMMON SHS      | 382588101 | 3349   | 397700  | DEFINED |
| GOOGLE INC                   | COMMON SHS      | 38259P508 | 3642   | 28100   | DEFINED |
| GOVERNMENT PPTYS TR INC      | REAL EST INV TR | 38374W107 | 3969   | 417800  | DEFINED |
| GRACO INC                    | COMMON SHS      | 384109104 | 55793  | 1665449 | DEFINED |
| GRACO INC                    | COMMON SHS      | 384109104 | 143    | 4275    | DEFINED |
| GRACO INC                    | COMMON SHS      | 384109104 | 339    | 10125   | DEFINED |
| GRAFTECH INTERNATIONAL LTD   | COMMON SHS      | 384313102 | 27556  | 1975360 | DEFINED |
| GRAINGER W W INC             | COMMON SHS      | 384802104 | 28825  | 500000  | DEFINED |
| GRAINGER W W INC             | COMMON SHS      | 384802104 | 881    | 15276   | DEFINED |
| GRANT PRIDECO INC            | COMMON SHS      | 38821G101 | 36     | 1780    | DEFINED |
| GRANT PRIDECO INC            | COMMON SHS      | 38821G101 | 2020   | 98600   | DEFINED |
| GREATER BAY BANCORP          | COMMON SHS      | 391648102 | 8545   | 297215  | DEFINED |
| GREATER BAY BANCORP          | COMMON SHS      | 391648102 | 33026  | 1148721 | DEFINED |
| GREEN MOUNTAIN POWER CORP    | COMMON SHS      | 393154109 | 5254   | 201700  | DEFINED |
| GREEN MOUNTAIN POWER CORP    | COMMON SHS      | 393154109 | 23     | 890     | DEFINED |
| GREENHILL & CO INC           | COMMON SHS      | 395259104 | 6037   | 255800  | DEFINED |
| GREENHILL & CO INC           | COMMON SHS      | 395259104 | 1515   | 64200   | DEFINED |
| GREENPOINT FINANCIAL CORP    | COMMON SHS      | 395384100 | 382    | 8250    | DEFINED |
| GREY WOLF INC                | COMMON SHS      | 397888108 | 36933  | 7552800 | DEFINED |
| GRIFFIN LAND & NURSERIES INC | COMMON SHS      | 398231100 | 4152   | 173000  | DEFINED |

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

|  |                 |           |        |          |         |
|--|-----------------|-----------|--------|----------|---------|
| GRIFFIN LAND & NURSERIES INC           | COMMON SHS      | 398231100 | 0      | 12       | DEFINED |
| GRUPO TELEVISIA SA DE CV               | AMER DEP RECPT  | 40049J206 | 18     | 350      | DEFINED |
| GRUPO TELEVISIA SA DE CV               | AMER DEP RECPT  | 40049J206 | 5305   | 100600   | DEFINED |
| GRUPO AEROPORTUARIO DEL SURESTE SA DE  | AMER DEP RECPT  | 40051E202 | 642    | 29060    | DEFINED |
| GRUPO AEROPORTUARIO DEL SURESTE SA DE  | AMER DEP RECPT  | 40051E202 | 5354   | 242273   | DEFINED |
| GUESS? INC                             | COMMON SHS      | 401617105 | 1168   | 65600    | DEFINED |
| GUIDANT CORP                           | COMMON SHS      | 401698105 | 1142   | 17291    | DEFINED |
| GUIDANT CORP                           | COMMON SHS      | 401698105 | 23371  | 353887   | DEFINED |
| GUIDANT CORP                           | COMMON SHS      | 401698105 | 30381  | 460038   | DEFINED |
| GYMBOREE INC                           | COMMON SHS      | 403777105 | 53366  | 3706000  | DEFINED |
| H & Q HEALTHCARE INVESTORS FUND        | CLOSE END MUT F | 404052102 | 2717   | 150000   | DEFINED |
| HCA INC                                | COMMON SHS      | 404119109 | 51     | 1330     | DEFINED |
| HCA INC                                | COMMON SHS      | 404119109 | 193991 | 5084965  | DEFINED |
| HCA INC                                | COMMON SHS      | 404119109 | 27111  | 710650   | DEFINED |
| HCA INC                                | COMMON SHS      | 404119109 | 19     | 504      | DEFINED |
| HCA INC                                | COMMON SHS      | 404119109 | 25     | 650      | DEFINED |
| HCA INC                                | COMMON SHS      | 404119109 | 241    | 6317     | DEFINED |
| HCA INC                                | COMMON SHS      | 404119109 | 18155  | 475891   | DEFINED |
| HRPT PROPERTIES TRUST                  | REAL EST INV TR | 40426W101 | 334    | 30350    | DEFINED |
| HSBC HOLDINGS PLC                      | AMER DEP RECPT  | 404280406 | 1239   | 15525    | DEFINED |
| HSBC HOLDINGS PLC                      | AMER DEP RECPT  | 404280406 | 18047  | 226154   | DEFINED |
| HSBC HOLDINGS PLC                      | AMER DEP RECPT  | 404280406 | 8413   | 105420   | DEFINED |
| HSBC HOLDINGS PLC                      | AMER DEP RECPT  | 404280406 | 8652   | 108420   | DEFINED |
| HAGGAR CORP                            | COMMON SHS      | 405173105 | 7199   | 420000   | DEFINED |
| HALLIBURTON CO                         | COMMON SHS      | 406216101 | 678    | 20119    | DEFINED |
| HALLIBURTON CO                         | COMMON SHS      | 406216101 | 1836   | 54500    | DEFINED |
| JOHN HANCOCK BANK & THRIFT OPPORTUNITY | CLOSE END MUT F | 409735107 | 16220  | 1650000  | DEFINED |
| JOHN HANCOCK BANK & THRIFT OPPORTUNITY | CLOSE END MUT F | 409735107 | 29     | 2900     | DEFINED |
| HANCOCK HOLDING CO                     | COMMON SHS      | 410120109 | 2915   | 91700    | DEFINED |
| HANCOCK HOLDING CO                     | COMMON SHS      | 410120109 | 2250   | 70788    | DEFINED |
| HANDLEMAN CO                           | COMMON SHS      | 410252100 | 20460  | 1000000  | DEFINED |
| HANGER ORTHOPEDIC GROUP INC            | COMMON SHS      | 41043F208 | 0      | 55       | DEFINED |
| HANGER ORTHOPEDIC GROUP INC            | COMMON SHS      | 41043F208 | 310    | 61800    | DEFINED |
| HANMI FINANCIAL CORP                   | COMMON SHS      | 410495105 | 28507  | 943939   | DEFINED |
| HANOVER COMPRESSOR CO                  | COMMON SHS      | 410768105 | 16140  | 1200000  | DEFINED |
| HANOVER COMPRESSOR CO                  | CONVERTIBLE BD  | 410768AC9 | 93781  | 98200000 | DEFINED |
| HARDINGE INC                           | COMMON SHS      | 412324303 | 7540   | 725000   | DEFINED |
| HARLEY-DAVIDSON INC                    | COMMON SHS      | 412822108 | 1      | 15       | DEFINED |
| HARLEY-DAVIDSON INC                    | COMMON SHS      | 412822108 | 11888  | 200000   | DEFINED |
| HARLEY-DAVIDSON INC                    | COMMON SHS      | 412822108 | 422    | 7100     | DEFINED |
| HARLEYSVILLE GROUP INC                 | COMMON SHS      | 412824104 | 2874   | 139100   | DEFINED |
| HARLEYSVILLE GROUP INC                 | COMMON SHS      | 412824104 | 25     | 1200     | DEFINED |
| HARMAN INTERNATIONAL INDUSTRIES INC    | COMMON SHS      | 413086109 | 334    | 3100     | DEFINED |
| HARMAN INTERNATIONAL INDUSTRIES INC    | COMMON SHS      | 413086109 | 3      | 28       | DEFINED |
| HARMONY GOLD MINING CO LTD             | AMER DEP RECPT  | 413216300 | 2724   | 200000   | DEFINED |
| HARRIS CORP                            | COMMON SHS      | 413875105 | 342    | 6224     | DEFINED |
| HARRIS CORP                            | COMMON SHS      | 413875105 | 60     | 1100     | DEFINED |
| HARTE HANKS INC                        | COMMON SHS      | 416196103 | 1457   | 58250    | DEFINED |
| HARTFORD FINANCIAL SERVICES GROUP INC  | COMMON SHS      | 416515104 | 195798 | 3161600  | DEFINED |
| HARTFORD FINANCIAL SERVICES GROUP INC  | COMMON SHS      | 416515104 | 2      | 30       | DEFINED |
| HARTFORD FINANCIAL SERVICES GROUP INC  | COMMON SHS      | 416515104 | 14428  | 232975   | DEFINED |
| HARTFORD FINANCIAL SERVICES GROUP INC  | COMMON SHS      | 416515104 | 260    | 4200     | DEFINED |
| HARVARD INDUSTRIES INC                 | COMMON SHS      | 417434503 | 5      | 903584   | DEFINED |
| HASBRO INC                             | COMMON SHS      | 418056107 | 33840  | 1800000  | DEFINED |
| HASBRO INC                             | COMMON SHS      | 418056107 | 5640   | 300000   | DEFINED |
| HASBRO INC                             | COMMON SHS      | 418056107 | 1      | 40       | DEFINED |
| HAVERTY FURNITURE COS INC              | COMMON SHS      | 419596101 | 16137  | 920000   | DEFINED |
| HAWAIIAN ELECTRIC INC                  | COMMON SHS      | 419870100 | 90     | 3400     | DEFINED |
| HAWAIIAN ELECTRIC INC                  | COMMON SHS      | 419870100 | 59450  | 2240000  | DEFINED |
| HEALTHCARE SERVICES GROUP INC          | COMMON SHS      | 421906108 | 4677   | 260400   | DEFINED |
| HEALTHCARE SERVICES GROUP INC          | COMMON SHS      | 421906108 | 5360   | 298463   | DEFINED |
| HEALTH CARE PROPERTY INVESTORS INC     | REAL EST INV TR | 421915109 | 64     | 2460     | DEFINED |

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

|                                    |                 |           |        |         |         |
|------------------------------------|-----------------|-----------|--------|---------|---------|
| HEALTH CARE PROPERTY INVESTORS INC | REAL EST INV TR | 421915109 | 18     | 700     | DEFINED |
| HEALTH CARE PROPERTY INVESTORS INC | REAL EST INV TR | 421915109 | 16     | 600     | DEFINED |
| HEALTH CARE PROPERTY INVESTORS INC | REAL EST INV TR | 421915109 | 4225   | 162500  | DEFINED |
| HEALTHSOUTH CORP                   | COMMON SHS      | 421924101 | 562    | 110200  | DEFINED |
| HEALTH MANAGEMENT ASSOCIATES INC   | COMMON SHS      | 421933102 | 3948   | 193264  | DEFINED |
| HEALTH MANAGEMENT ASSOCIATES INC   | COMMON SHS      | 421933102 | 35992  | 1761700 | DEFINED |
| HEADWATERS INC                     | COMMON SHS      | 42210P102 | 127    | 4100    | DEFINED |
| HEADWATERS INC                     | COMMON SHS      | 42210P102 | 26441  | 856800  | DEFINED |
| HEALTH NET INC                     | COMMON SHS      | 42222G108 | 21     | 865     | DEFINED |
| HEALTH NET INC                     | COMMON SHS      | 42222G108 | 119468 | 4832836 | DEFINED |
| HEARTLAND EXPRESS INC              | COMMON SHS      | 422347104 | 12888  | 698536  | DEFINED |
| HEARTLAND EXPRESS INC              | COMMON SHS      | 422347104 | 62     | 3350    | DEFINED |
| H J HEINZ CO                       | COMMON SHS      | 423074103 | 7391   | 205200  | DEFINED |
| H J HEINZ CO                       | COMMON SHS      | 423074103 | 277227 | 7696485 | DEFINED |
| H J HEINZ CO                       | COMMON SHS      | 423074103 | 5511   | 153000  | DEFINED |
| H J HEINZ CO                       | COMMON SHS      | 423074103 | 14     | 400     | DEFINED |
| H J HEINZ CO                       | COMMON SHS      | 423074103 | 16564  | 459863  | DEFINED |
| HELMERICH & PAYNE INC              | COMMON SHS      | 423452101 | 327    | 11400   | DEFINED |
| JACK HENRY & ASSOCIATES INC        | COMMON SHS      | 426281101 | 404    | 21500   | DEFINED |
| JACK HENRY & ASSOCIATES INC        | COMMON SHS      | 426281101 | 14783  | 787600  | DEFINED |
| HERITAGE PPTY INVT TR INC          | REAL EST INV TR | 42725M107 | 443    | 15200   | DEFINED |
| HERSHEY FOODS CORP                 | COMMON SHS      | 427866108 | 24121  | 516400  | DEFINED |
| HERSHEY FOODS CORP                 | COMMON SHS      | 427866108 | 1718   | 36782   | DEFINED |
| HEWITT ASSOCIATES, INC.            | COMMON SHS      | 42822Q100 | 21     | 800     | DEFINED |
| HEWITT ASSOCIATES, INC.            | COMMON SHS      | 42822Q100 | 43405  | 1640400 | DEFINED |
| HEWLETT PACKARD CO                 | COMMON SHS      | 428236103 | 3181   | 169644  | DEFINED |
| HEWLETT PACKARD CO                 | COMMON SHS      | 428236103 | 49988  | 2666052 | DEFINED |
| HEWLETT PACKARD CO                 | COMMON SHS      | 428236103 | 5315   | 283450  | DEFINED |
| HEWLETT PACKARD CO                 | COMMON SHS      | 428236103 | 202    | 10770   | DEFINED |
| HEWLETT PACKARD CO                 | COMMON SHS      | 428236103 | 2756   | 147000  | DEFINED |
| HEWLETT PACKARD CO                 | COMMON SHS      | 428236103 | 2529   | 134891  | DEFINED |
| HEWLETT PACKARD CO                 | COMMON SHS      | 428236103 | 20930  | 1116250 | DEFINED |
| HEWLETT PACKARD CO                 | COMMON SHS      | 428236103 | 4294   | 229030  | DEFINED |
| HEWLETT PACKARD CO                 | COMMON SHS      | 428236103 | 11548  | 615890  | DEFINED |
| HEWLETT PACKARD CO                 | COMMON SHS      | 428236103 | 32234  | 1719136 | DEFINED |
| HIGH YIELD PLUS FUND               | CLOSE END MUT F | 429906100 | 66     | 14500   | DEFINED |
| HIGHWOODS PROPERTIES INC           | REAL EST INV TR | 431284108 | 3746   | 152200  | DEFINED |
| HILLENBRAND INDUSTRIES INC         | COMMON SHS      | 431573104 | 126436 | 2502200 | DEFINED |
| HILLENBRAND INDUSTRIES INC         | COMMON SHS      | 431573104 | 110843 | 2193600 | DEFINED |
| HILLENBRAND INDUSTRIES INC         | COMMON SHS      | 431573104 | 1409   | 27890   | DEFINED |
| HILLENBRAND INDUSTRIES INC         | COMMON SHS      | 431573104 | 17     | 340     | DEFINED |
| HILLENBRAND INDUSTRIES INC         | COMMON SHS      | 431573104 | 4583   | 90700   | DEFINED |
| HITACHI LTD                        | AMER DEP RECPT  | 433578507 | 137    | 2275    | DEFINED |
| HITACHI LTD                        | AMER DEP RECPT  | 433578507 | 15097  | 250158  | DEFINED |
| HITACHI LTD                        | AMER DEP RECPT  | 433578507 | 702    | 11630   | DEFINED |
| HITACHI LTD                        | AMER DEP RECPT  | 433578507 | 36     | 600     | DEFINED |
| HOLLY CORP                         | COMMON SHS      | 435758305 | 5457   | 214000  | DEFINED |
| HOLLYWOOD ENTERTAINMENT CORP       | COMMON SHS      | 436141105 | 17575  | 1780600 | DEFINED |
| HOME DEPOT INC                     | COMMON SHS      | 437076102 | 9447   | 241000  | DEFINED |
| HOME DEPOT INC                     | COMMON SHS      | 437076102 | 8623   | 219985  | DEFINED |
| HOME DEPOT INC                     | COMMON SHS      | 437076102 | 61778  | 1575979 | DEFINED |
| HOME DEPOT INC                     | COMMON SHS      | 437076102 | 26     | 662     | DEFINED |
| HOMEBANC CORP                      | REAL EST INV TR | 43738R109 | 33775  | 3752774 | DEFINED |
| HOMEBANC CORP                      | REAL EST INV TR | 43738R109 | 149    | 16520   | DEFINED |
| HOMEBANC CORP                      | REAL EST INV TR | 43738R109 | 24827  | 2758600 | DEFINED |
| HONDA MOTOR CO LTD                 | AMER DEP RECPT  | 438128308 | 4458   | 183000  | DEFINED |
| HONDA MOTOR CO LTD                 | AMER DEP RECPT  | 438128308 | 2253   | 92490   | DEFINED |
| HONEYWELL INTERNATIONAL INC        | COMMON SHS      | 438516106 | 5805   | 161875  | DEFINED |
| HONEYWELL INTERNATIONAL INC        | COMMON SHS      | 438516106 | 25     | 700     | DEFINED |
| HONEYWELL INTERNATIONAL INC        | COMMON SHS      | 438516106 | 28759  | 801985  | DEFINED |
| HONEYWELL INTERNATIONAL INC        | COMMON SHS      | 438516106 | 22491  | 627200  | DEFINED |
| HOOVER FURNITURE CORP              | COMMON SHS      | 439038100 | 9822   | 355471  | DEFINED |

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

|                                  |                 |           |        |         |         |
|----------------------------------|-----------------|-----------|--------|---------|---------|
| HORNBECK OFFSHORE SERVICES INC   | COMMON SHS      | 440543106 | 17     | 1000    | DEFINED |
| HORNBECK OFFSHORE SERVICES INC   | COMMON SHS      | 440543106 | 1176   | 71300   | DEFINED |
| HOSPIRA INC                      | COMMON SHS      | 441060100 | 1916   | 62607   | DEFINED |
| HOSPIRA INC                      | COMMON SHS      | 441060100 | 1091   | 35659   | DEFINED |
| HOSPIRA INC                      | COMMON SHS      | 441060100 | 2      | 56      | DEFINED |
| HOSPIRA INC                      | COMMON SHS      | 441060100 | 1224   | 40000   | DEFINED |
| HOSPIRA INC                      | COMMON SHS      | 441060100 | 114    | 3719    | DEFINED |
| HOSPIRA INC                      | COMMON SHS      | 441060100 | 2546   | 83193   | DEFINED |
| HOSPIRA INC                      | COMMON SHS      | 441060100 | 4      | 122     | DEFINED |
| HOSPITALITY PROPERTIES TRUST     | REAL EST INV TR | 44106M102 | 1406   | 33090   | DEFINED |
| HOST MARRIOTT CORP               | REAL EST INV TR | 44107P104 | 200    | 14280   | DEFINED |
| HOST MARRIOTT CORP               | REAL EST INV TR | 44107P104 | 661    | 47110   | DEFINED |
| HOST MARRIOTT CORP               | REAL EST INV TR | 44107P104 | 23471  | 1672900 | DEFINED |
| HOT TOPIC INC                    | COMMON SHS      | 441339108 | 31113  | 1825900 | DEFINED |
| HOUSTON EXPLORATION CO           | COMMON SHS      | 442120101 | 1591   | 26800   | DEFINED |
| HUANENG POWER INTERNATIONAL INC  | AMER DEP RECPT  | 443304100 | 920    | 28415   | DEFINED |
| HUANENG POWER INTERNATIONAL INC  | AMER DEP RECPT  | 443304100 | 2330   | 72000   | DEFINED |
| HUBBELL INC                      | COMMON SHS      | 443510201 | 6080   | 135626  | DEFINED |
| HUBBELL INC                      | COMMON SHS      | 443510201 | 14768  | 329430  | DEFINED |
| HUBBELL INC                      | COMMON SHS      | 443510201 | 8673   | 193464  | DEFINED |
| HUBBELL INC                      | COMMON SHS      | 443510201 | 1731   | 38608   | DEFINED |
| HUBBELL INC                      | COMMON SHS      | 443510201 | 9455   | 210915  | DEFINED |
| HUBBELL INC                      | COMMON SHS      | 443510201 | 875    | 19522   | DEFINED |
| HUBBELL INC                      | COMMON SHS      | 443510201 | 549    | 12240   | DEFINED |
| HUDSON CITY BANCORP INC          | COMMON SHS      | 443683107 | 110344 | 3087403 | DEFINED |
| HUDSON CITY BANCORP INC          | COMMON SHS      | 443683107 | 523    | 14633   | DEFINED |
| HUMAN GENOME SCIENCES INC        | COMMON SHS      | 444903108 | 87     | 8000    | DEFINED |
| HUMAN GENOME SCIENCES INC        | COMMON SHS      | 444903108 | 9622   | 881900  | DEFINED |
| HUNT (JB) TRANSPORT SERVICES INC | COMMON SHS      | 445658107 | 47379  | 1275700 | DEFINED |
| HUTCHINSON TECHNOLOGY INC        | COMMON SHS      | 448407106 | 4010   | 150000  | DEFINED |
| IDT CORP                         | COMMON SHS      | 448947309 | 803    | 53428   | DEFINED |
| HYPERION SOLUTIONS CORP          | COMMON SHS      | 44914M104 | 185    | 5447    | DEFINED |
| HYPERION SOLUTIONS CORP          | COMMON SHS      | 44914M104 | 92463  | 2720300 | DEFINED |
| IAC/INTERACTIVECORP              | COMMON SHS      | 44919P102 | 1425   | 64720   | DEFINED |
| IAC/INTERACTIVECORP              | COMMON SHS      | 44919P102 | 13216  | 600200  | DEFINED |
| IAC/INTERACTIVECORP              | COMMON SHS      | 44919P102 | 21719  | 986319  | DEFINED |
| ICU MED INC                      | COMMON SHS      | 44930G107 | 6264   | 240552  | DEFINED |
| BIOGEN IDEC INC                  | CONVERT ZERO CP | 449370AC9 | 866688 | 3500000 | DEFINED |
| IDX SYSTEMS CORP                 | COMMON SHS      | 449491109 | 10728  | 330600  | DEFINED |
| IMS HEALTH INC                   | COMMON SHS      | 449934108 | 149    | 6229    | DEFINED |
| IMS HEALTH INC                   | COMMON SHS      | 449934108 | 11960  | 500000  | DEFINED |
| IMS HEALTH INC                   | COMMON SHS      | 449934108 | 2760   | 115380  | DEFINED |
| INVERSIONES Y REPRESENTACION SA  | GLBL DEP RECPT  | 450047204 | 24251  | 2990213 | DEFINED |
| ISTAR FINANCIAL INC              | REAL EST INV TR | 45031U101 | 112657 | 2732400 | DEFINED |
| ISTAR FINANCIAL INC              | REAL EST INV TR | 45031U101 | 1951   | 47317   | DEFINED |
| ISTAR FINANCIAL INC              | REAL EST INV TR | 45031U101 | 1453   | 35250   | DEFINED |
| ISTAR FINANCIAL INC              | REAL EST INV TR | 45031U101 | 175895 | 4266200 | DEFINED |
| ISTA PHARMACEUTICALS INC         | COMMON SHS      | 45031X204 | 122    | 10000   | DEFINED |
| ITLA CAPITAL CORP                | COMMON SHS      | 450565106 | 20642  | 446796  | DEFINED |
| ITT INDUSTRIES INC               | COMMON SHS      | 450911102 | 1039   | 12989   | DEFINED |
| ITT INDUSTRIES INC               | COMMON SHS      | 450911102 | 1079   | 13491   | DEFINED |
| IAMGOLD CORP                     | ORDINARY SHS    | 450913108 | 4130   | 408100  | DEFINED |
| ICICI BANK LTD                   | AMER DEP RECPT  | 45104G104 | 181    | 13150   | DEFINED |
| ICICI BANK LTD                   | AMER DEP RECPT  | 45104G104 | 12215  | 885181  | DEFINED |
| ICICI BANK LTD                   | AMER DEP RECPT  | 45104G104 | 43     | 3100    | DEFINED |
| IDENIX PHARMACEUTICALS INC       | COMMON SHS      | 45166R204 | 1600   | 100000  | DEFINED |
| ILLINOIS TOOL WORKS INC          | COMMON SHS      | 452308109 | 3071   | 32965   | DEFINED |
| ILLINOIS TOOL WORKS INC          | COMMON SHS      | 452308109 | 46585  | 500000  | DEFINED |
| ILLINOIS TOOL WORKS INC          | COMMON SHS      | 452308109 | 60166  | 645763  | DEFINED |
| ILLINOIS TOOL WORKS INC          | COMMON SHS      | 452308109 | 550    | 5900    | DEFINED |
| ILLUMINA INC                     | COMMON SHS      | 452327109 | 869    | 147000  | DEFINED |
| IMCLONE SYSTEMS INC              | COMMON SHS      | 45245W109 | 424    | 8026    | DEFINED |

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

|                                      |                 |           |        |          |         |
|--------------------------------------|-----------------|-----------|--------|----------|---------|
| IMCLONE SYSTEMS INC                  | COMMON SHS      | 45245W109 | 6532   | 123600   | DEFINED |
| IMPERIAL OIL LTD                     | ORDINARY SHS    | 453038408 | 14296  | 218320   | DEFINED |
| IMPERIAL OIL LTD                     | COMMON SHS      | 453038408 | 447    | 8650     | DEFINED |
| INAMED CORP                          | COMMON SHS      | 453235103 | 41358  | 867600   | DEFINED |
| INCO LTD                             | ORDINARY SHS    | 453258402 | 8      | 155      | DEFINED |
| INCO LTD                             | COMMON SHS      | 453258402 | 3807   | 97500    | DEFINED |
| INCYTE CORP                          | COMMON SHS      | 45337C102 | 6598   | 685200   | DEFINED |
| INDYMAC BANCORP INC                  | REAL EST INV TR | 456607100 | 565    | 15600    | DEFINED |
| INFOSYS TECHNOLOGIES LTD             | AMER DEP RECPT  | 456788108 | 1041   | 18400    | DEFINED |
| INFOSPACE INC                        | COMMON SHS      | 45678T201 | 8233   | 173725   | DEFINED |
| INFOSPACE INC                        | COMMON SHS      | 45678T201 | 54162  | 1142900  | DEFINED |
| ING GROEP NV                         | AMER DEP RECPT  | 456837103 | 1179   | 46635    | DEFINED |
| ING GROEP NV                         | AMER DEP RECPT  | 456837103 | 28327  | 1120523  | DEFINED |
| ING GROEP NV                         | AMER DEP RECPT  | 456837103 | 4299   | 170074   | DEFINED |
| ING GROEP NV                         | AMER DEP RECPT  | 456837103 | 83     | 3303     | DEFINED |
| INSPIRE PHARMACEUTICALS INC          | COMMON SHS      | 457733103 | 68     | 4352     | DEFINED |
| INSPIRE PHARMACEUTICALS INC          | COMMON SHS      | 457733103 | 3638   | 231261   | DEFINED |
| INSTEEL INDUSTRIES INC               | COMMON SHS      | 45774W108 | 8400   | 600000   | DEFINED |
| INTEGRA LIFESCIENCES HOLDINGS CORP   | COMMON SHS      | 457985208 | 2957   | 92100    | DEFINED |
| INSURED MUNICIPAL INCOME FUND        | OPEN END MUT FD | 45809F104 | 175    | 13000    | DEFINED |
| INTEGRATED DEVICE TECHNOLOGY INC     | COMMON SHS      | 458118106 | 5416   | 568359   | DEFINED |
| INTEGRATED DEVICE TECHNOLOGY INC     | COMMON SHS      | 458118106 | 25376  | 2662700  | DEFINED |
| INTEGRATED CIRCUIT SYSTEMS INC       | COMMON SHS      | 45811K208 | 98915  | 4600700  | DEFINED |
| INTEL CORP                           | COMMON SHS      | 458140100 | 2349   | 117103   | DEFINED |
| INTEL CORP                           | COMMON SHS      | 458140100 | 24     | 1206     | DEFINED |
| INTEL CORP                           | COMMON SHS      | 458140100 | 16048  | 800000   | DEFINED |
| INTEL CORP                           | COMMON SHS      | 458140100 | 121886 | 6076049  | DEFINED |
| INTEL CORP                           | COMMON SHS      | 458140100 | 109115 | 5439416  | DEFINED |
| INTERGRAPH CORP                      | COMMON SHS      | 458683109 | 23095  | 850000   | DEFINED |
| INTERMAGNETICS GENERAL CORP          | COMMON SHS      | 458771102 | 7760   | 335226   | DEFINED |
| INTERMUNE INC                        | COMMON SHS      | 45884X103 | 7196   | 610348   | DEFINED |
| INTERMUNE INC                        | COMMON SHS      | 45884X103 | 37346  | 3167600  | DEFINED |
| INTEGRATED ALARM SERVICES            | COMMON SHS      | 45890M109 | 10767  | 2619600  | DEFINED |
| INTERNATIONAL BUSINESS MACHINES CORP | COMMON SHS      | 459200101 | 2196   | 25609    | DEFINED |
| INTERNATIONAL BUSINESS MACHINES CORP | COMMON SHS      | 459200101 | 6259   | 73000    | DEFINED |
| INTERNATIONAL BUSINESS MACHINES CORP | COMMON SHS      | 459200101 | 48014  | 560000   | DEFINED |
| INTERNATIONAL BUSINESS MACHINES CORP | COMMON SHS      | 459200101 | 14298  | 166757   | DEFINED |
| INTERNATIONAL BUSINESS MACHINES CORP | COMMON SHS      | 459200101 | 216859 | 2529264  | DEFINED |
| INTERNATIONAL BUSINESS MACHINES CORP | COMMON SHS      | 459200101 | 43248  | 504406   | DEFINED |
| INTL FLAVORS & FRAGRANCES INC        | COMMON SHS      | 459506101 | 72470  | 1897125  | DEFINED |
| INTL FLAVORS & FRAGRANCES INC        | COMMON SHS      | 459506101 | 19100  | 500000   | DEFINED |
| INTL FLAVORS & FRAGRANCES INC        | COMMON SHS      | 459506101 | 501    | 13115    | DEFINED |
| INTERNATIONAL GAME TECHNOLOGY        | COMMON SHS      | 459902102 | 1316   | 36618    | DEFINED |
| INTERNATIONAL GAME TECHNOLOGY        | COMMON SHS      | 459902102 | 10786  | 300030   | DEFINED |
| INTERNATIONAL PAPER CO               | COMMON SHS      | 460146103 | 25720  | 636469   | DEFINED |
| INTERNATIONAL PAPER CO               | COMMON SHS      | 460146103 | 290076 | 7178328  | DEFINED |
| INTERNATIONAL PAPER CO               | COMMON SHS      | 460146103 | 7307   | 180830   | DEFINED |
| INTERNATIONAL PAPER CO               | COMMON SHS      | 460146103 | 3442   | 85169    | DEFINED |
| INTERNATIONAL PAPER CO               | COMMON SHS      | 460146103 | 3      | 65       | DEFINED |
| INTERNATIONAL PAPER CO               | COMMON SHS      | 460146103 | 2472   | 61173    | DEFINED |
| INTERNATIONAL PAPER CO               | COMMON SHS      | 460146103 | 65     | 1620     | DEFINED |
| INTL RECTIFIER CORP                  | COMMON SHS      | 460254105 | 240    | 7000     | DEFINED |
| INTL RECTIFIER CORP                  | COMMON SHS      | 460254105 | 6174   | 180000   | DEFINED |
| INTERNATIONAL SHIPHOLDING CORP       | COMMON SHS      | 460321201 | 6840   | 480000   | DEFINED |
| INTERNATIONAL STEEL GROUP            | COMMON SHS      | 460377104 | 216    | 6400     | DEFINED |
| INTERNATIONAL STEEL GROUP            | COMMON SHS      | 460377104 | 8      | 250      | DEFINED |
| INTERNATIONAL STEEL GROUP            | COMMON SHS      | 460377104 | 1085   | 32200    | DEFINED |
| INTERPUBLIC GROUP OF COMPANIES INC   | COMMON SHS      | 460690100 | 67     | 6370     | DEFINED |
| INTERPUBLIC GROUP OF COMPANIES INC   | COMMON SHS      | 460690100 | 138517 | 13079979 | DEFINED |
| INTERPUBLIC GROUP OF COMPANIES INC   | COMMON SHS      | 460690100 | 1791   | 169100   | DEFINED |
| INTERPUBLIC GROUP OF COMPANIES INC   | COMMON SHS      | 460690100 | 1364   | 128804   | DEFINED |
| INTERPUBLIC GROUP OF COMPANIES INC   | COMMON SHS      | 460690100 | 2888   | 272669   | DEFINED |



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

|  |                 |           |        |         |         |
|--|-----------------|-----------|--------|---------|---------|
| INTERPUBLIC GROUP OF COMPANIES INC     | COMMON SHS      | 460690100 | 22635  | 2137399 | DEFINED |
| INTERPUBLIC GROUP OF COMPANIES INC     | CONVERT PREF    | 460690308 | 208    | 5000    | DEFINED |
| INTERPUBLIC GROUP OF COMPANIES INC     | CONVERT PREF    | 460690308 | 2699   | 65000   | DEFINED |
| INTERSIL CORP                          | COMMON SHS      | 46069S109 | 9943   | 624184  | DEFINED |
| INTERSIL CORP                          | COMMON SHS      | 46069S109 | 90499  | 5681029 | DEFINED |
| INTRAWEST CORP                         | ORDINARY SHS    | 460915200 | 1579   | 65800   | DEFINED |
| INTRAWEST CORP                         | COMMON SHS      | 460915200 | 10133  | 535000  | DEFINED |
| INTRAWEST CORP                         | ORDINARY SHS    | 460915200 | 13214  | 550600  | DEFINED |
| INTERTAPE POLYMER GROUP INC            | ORDINARY SHS    | 460919103 | 2026   | 213300  | DEFINED |
| INTERTAPE POLYMER GROUP INC            | ORDINARY SHS    | 460919103 | 12035  | 1266870 | DEFINED |
| INTERVOICE-BRITE INC                   | COMMON SHS      | 461142101 | 12910  | 1198680 | DEFINED |
| INTEVAC INC                            | COMMON SHS      | 461148108 | 63     | 10000   | DEFINED |
| INTIER AUTOMOTIVE INC                  | ORDINARY SHS    | 46115N104 | 16689  | 636500  | DEFINED |
| INTUIT INC                             | COMMON SHS      | 461202103 | 2078   | 45775   | DEFINED |
| INTUIT INC                             | COMMON SHS      | 461202103 | 21833  | 480900  | DEFINED |
| INVESTMENT TECHNOLOGY GROUP INC        | COMMON SHS      | 46145F105 | 207    | 13500   | DEFINED |
| INVISION TECHNOLOGIES INC              | COMMON SHS      | 461851107 | 265    | 5900    | DEFINED |
| INVITROGEN CORP                        | COMMON SHS      | 46185R100 | 2567   | 46680   | DEFINED |
| INVITROGEN CORP                        | COMMON SHS      | 46185R100 | 715    | 13009   | DEFINED |
| INVITROGEN CORP                        | COMMON SHS      | 46185R100 | 688    | 12514   | DEFINED |
| INVITROGEN CORP                        | COMMON SHS      | 46185R100 | 52609  | 956700  | DEFINED |
| INVESTORS FINANCIAL SERVICES CORP      | COMMON SHS      | 461915100 | 396    | 8768    | DEFINED |
| INVESTORS FINANCIAL SERVICES CORP      | COMMON SHS      | 461915100 | 76110  | 1686463 | DEFINED |
| IONICS INC                             | COMMON SHS      | 462218108 | 10800  | 400000  | DEFINED |
| IONICS INC                             | COMMON SHS      | 462218108 | 27     | 1000    | DEFINED |
| IPAYMENT INC                           | COMMON SHS      | 46262E105 | 402    | 10000   | DEFINED |
| BANK OF IRELAND                        | AMER DEP RECPT  | 46267Q103 | 235    | 4345    | DEFINED |
| IRON MOUNTAIN INC                      | COMMON SHS      | 462846106 | 4431   | 130900  | DEFINED |
| IRON MOUNTAIN INC                      | COMMON SHS      | 462846106 | 73578  | 2173650 | DEFINED |
| ISHARES MSCI JAPAN INDEX FUND          | CLOSE END MUT F | 464286848 | 409    | 42148   | DEFINED |
| ISHARES TR DOW JONES SELECT DIVIDEND I | OPEN END MUT FD | 464287168 | 2841   | 49500   | DEFINED |
| ISHARES TRUST LEHMAN TIPS BOND FUND    | CLOSE END MUT F | 464287176 | 662    | 6350    | DEFINED |
| ISHARES MSCI EMERGING MARKETS INDEX    | OPEN END MUT FD | 464287234 | 2415   | 14000   | DEFINED |
| ISHARES MSCI EAFE INDEX FUND           | CLOSE END MUT F | 464287465 | 428    | 3025    | DEFINED |
| ISHARES TR RUSSELL 2000 INDEX FUND     | CLOSE END MUT F | 464287655 | 669    | 5880    | DEFINED |
| ISHARES TRUST                          | CLOSE END MUT F | 464287697 | 633    | 10237   | DEFINED |
| IVANHOE MINES LTD                      | ORDINARY SHS    | 46579N103 | 11563  | 1628600 | DEFINED |
| IVAX CORP                              | COMMON SHS      | 465823102 | 482    | 25155   | DEFINED |
| IVAX CORP                              | COMMON SHS      | 465823102 | 5      | 281     | DEFINED |
| IVAX CORP                              | CONVERTIBLE BD  | 465823AG7 | 4975   | 5000000 | DEFINED |
| J & J SNACK FOODS CORP                 | COMMON SHS      | 466032109 | 227    | 5300    | DEFINED |
| JDS UNIPHASE CORP                      | COMMON SHS      | 46612J101 | 1      | 205     | DEFINED |
| JDS UNIPHASE CORP                      | COMMON SHS      | 46612J101 | 179    | 53079   | DEFINED |
| JDS UNIPHASE CORP                      | COMMON SHS      | 46612J101 | 4065   | 1206100 | DEFINED |
| J JILL GROUP INC                       | COMMON SHS      | 466189107 | 15     | 759     | DEFINED |
| J JILL GROUP INC                       | COMMON SHS      | 466189107 | 20120  | 1013600 | DEFINED |
| JLG INDUSTRIES INC                     | COMMON SHS      | 466210101 | 7340   | 436900  | DEFINED |
| JPMORGAN CHASE & CO                    | COMMON SHS      | 46625H100 | 2688   | 67649   | DEFINED |
| JPMORGAN CHASE & CO                    | COMMON SHS      | 46625H100 | 82027  | 2064600 | DEFINED |
| JPMORGAN CHASE & CO                    | COMMON SHS      | 46625H100 | 10762  | 270870  | DEFINED |
| JPMORGAN CHASE & CO                    | COMMON SHS      | 46625H100 | 994    | 25025   | DEFINED |
| JPMORGAN CHASE & CO                    | COMMON SHS      | 46625H100 | 7160   | 180228  | DEFINED |
| JPMORGAN CHASE & CO                    | COMMON SHS      | 46625H100 | 13999  | 352356  | DEFINED |
| JPMORGAN CHASE & CO                    | COMMON SHS      | 46625H100 | 76657  | 1929438 | DEFINED |
| JPMORGAN CHASE & CO                    | COMMON SHS      | 46625H100 | 182018 | 4581368 | DEFINED |
| JACK IN THE BOX INC                    | COMMON SHS      | 466367109 | 800    | 25200   | DEFINED |
| JACKSON HEWITT TAX SERVICE, INC        | COMMON SHS      | 468202106 | 50     | 2468    | DEFINED |
| JACKSON HEWITT TAX SERVICE, INC        | COMMON SHS      | 468202106 | 37735  | 1865300 | DEFINED |
| JACOBS ENGINEERING GROUP               | COMMON SHS      | 469814107 | 3776   | 98603   | DEFINED |
| JACOBS ENGINEERING GROUP               | COMMON SHS      | 469814107 | 12479  | 325900  | DEFINED |
| JAKKS PACIFIC INC                      | COMMON SHS      | 47012E106 | 14     | 600     | DEFINED |
| JAKKS PACIFIC INC                      | COMMON SHS      | 47012E106 | 14382  | 625300  | DEFINED |

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

|                               |                 |           |        |          |         |
|-------------------------------|-----------------|-----------|--------|----------|---------|
| JEFFERIES GROUP INC           | COMMON SHS      | 472319102 | 7      | 200      | DEFINED |
| JEFFERIES GROUP INC           | COMMON SHS      | 472319102 | 9631   | 279400   | DEFINED |
| JEFFERSON PILOT CORP          | COMMON SHS      | 475070108 | 1      | 20       | DEFINED |
| JEFFERSON PILOT CORP          | COMMON SHS      | 475070108 | 1189   | 23945    | DEFINED |
| JOHNSON & JOHNSON             | COMMON SHS      | 478160104 | 590    | 10475    | DEFINED |
| JOHNSON & JOHNSON             | COMMON SHS      | 478160104 | 1707   | 30303    | DEFINED |
| JOHNSON & JOHNSON             | COMMON SHS      | 478160104 | 56105  | 996000   | DEFINED |
| JOHNSON & JOHNSON             | COMMON SHS      | 478160104 | 15062  | 267385   | DEFINED |
| JOHNSON & JOHNSON             | COMMON SHS      | 478160104 | 193238 | 3430460  | DEFINED |
| JOHNSON & JOHNSON             | COMMON SHS      | 478160104 | 310697 | 5515654  | DEFINED |
| JOHNSON CONTROLS INC          | COMMON SHS      | 478366107 | 2670   | 47000    | DEFINED |
| JOHNSON CONTROLS INC          | COMMON SHS      | 478366107 | 22724  | 400000   | DEFINED |
| JOHNSON CONTROLS INC          | COMMON SHS      | 478366107 | 3923   | 69055    | DEFINED |
| JOHNSON CONTROLS INC          | COMMON SHS      | 478366107 | 332    | 5850     | DEFINED |
| JONES LANG LASALLE INC        | COMMON SHS      | 48020Q107 | 51743  | 1567500  | DEFINED |
| JOURNAL COMMUNICATIONS INC    | COMMON SHS      | 481130102 | 7      | 400      | DEFINED |
| JOURNAL COMMUNICATIONS INC    | COMMON SHS      | 481130102 | 496    | 28300    | DEFINED |
| JOY GLOBAL INC                | COMMON SHS      | 481165108 | 14501  | 421800   | DEFINED |
| JOY GLOBAL INC                | COMMON SHS      | 481165108 | 62     | 1812     | DEFINED |
| JUNIPER NETWORKS INC          | COMMON SHS      | 48203R104 | 33146  | 1404502  | DEFINED |
| JUNIPER NETWORKS INC          | COMMON SHS      | 48203R104 | 1432   | 60697    | DEFINED |
| KCS ENERGY INC                | COMMON SHS      | 482434206 | 71     | 5072     | DEFINED |
| KCS ENERGY INC                | COMMON SHS      | 482434206 | 2330   | 167500   | DEFINED |
| KLA-TENCOR CORP               | COMMON SHS      | 482480100 | 153    | 3680     | DEFINED |
| KLA-TENCOR CORP               | COMMON SHS      | 482480100 | 636    | 15340    | DEFINED |
| KLA-TENCOR CORP               | COMMON SHS      | 482480100 | 34456  | 830659   | DEFINED |
| KT CORP                       | AMER DEP RECPT  | 48268K101 | 20346  | 1125957  | DEFINED |
| KT CORP                       | AMER DEP RECPT  | 48268K101 | 530216 | 29342350 | DEFINED |
| KT CORP                       | AMER DEP RECPT  | 48268K101 | 153384 | 8488341  | DEFINED |
| KT CORP                       | AMER DEP RECPT  | 48268K101 | 11802  | 653113   | DEFINED |
| KT CORP                       | AMER DEP RECPT  | 48268K101 | 65118  | 3603671  | DEFINED |
| KT CORP                       | AMER DEP RECPT  | 48268K101 | 815    | 45120    | DEFINED |
| KT CORP                       | AMER DEP RECPT  | 48268K101 | 3547   | 196270   | DEFINED |
| K2 INC                        | COMMON SHS      | 482732104 | 8688   | 607100   | DEFINED |
| K2 INC                        | COMMON SHS      | 482732104 | 41     | 2900     | DEFINED |
| K V PHARMACEUTICAL CO         | COMMON SHS      | 482740206 | 280    | 15621    | DEFINED |
| KANBAY INTERNATIONAL INC      | COMMON SHS      | 48369P207 | 213    | 10000    | DEFINED |
| KANBAY INTERNATIONAL INC      | COMMON SHS      | 48369P207 | 4394   | 206700   | DEFINED |
| KANSAS CITY LIFE INSURANCE CO | COMMON SHS      | 484836101 | 9484   | 222789   | DEFINED |
| KANSAS CITY LIFE INSURANCE CO | COMMON SHS      | 484836101 | 98     | 2300     | DEFINED |
| KANSAS CITY SOUTHERN          | COMMON SHS      | 485170302 | 44944  | 2962700  | DEFINED |
| KANSAS CITY SOUTHERN          | COMMON SHS      | 485170302 | 5      | 360      | DEFINED |
| KAYDON CORP                   | COMMON SHS      | 486587108 | 11606  | 403400   | DEFINED |
| KB HOME                       | COMMON SHS      | 48666K109 | 591    | 7000     | DEFINED |
| KB HOME                       | COMMON SHS      | 48666K109 | 20776  | 245900   | DEFINED |
| KELLOGG CO                    | COMMON SHS      | 487836108 | 850    | 19926    | DEFINED |
| KELLWOOD CO                   | COMMON SHS      | 488044108 | 16403  | 450000   | DEFINED |
| KELLWOOD CO                   | COMMON SHS      | 488044108 | 66     | 1800     | DEFINED |
| KELLY SERVICES INC            | COMMON SHS      | 488152208 | 40247  | 1506800  | DEFINED |
| KEMET CORP                    | COMMON SHS      | 488360108 | 9315   | 1151383  | DEFINED |
| KENNAMETAL INC                | COMMON SHS      | 489170100 | 14781  | 327370   | DEFINED |
| KENNAMETAL INC                | COMMON SHS      | 489170100 | 14737  | 326400   | DEFINED |
| KERR MCGEE CORP               | COMMON SHS      | 492386107 | 4522   | 78985    | DEFINED |
| KERR MCGEE CORP               | COMMON SHS      | 492386107 | 34     | 600      | DEFINED |
| KERR MCGEE CORP               | COMMON SHS      | 492386107 | 28025  | 489526   | DEFINED |
| KERYX BIOPHARMACEUTICALS INC  | COMMON SHS      | 492515101 | 2142   | 191400   | DEFINED |
| KEY ENERGY SERVICES INC       | COMMON SHS      | 492914106 | 793    | 71800    | DEFINED |
| KEYCORP                       | COMMON SHS      | 493267108 | 730    | 23097    | DEFINED |
| KEYCORP                       | COMMON SHS      | 493267108 | 7413   | 234600   | DEFINED |
| KEYSPAN CORP                  | COMMON SHS      | 49337W100 | 386    | 9842     | DEFINED |
| KEYSPAN CORP                  | COMMON SHS      | 49337W100 | 200688 | 5119600  | DEFINED |
| KILROY REALTY CORP            | REAL EST INV TR | 49427F108 | 176    | 4628     | DEFINED |

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

|                                    |                 |           |        |          |         |
|------------------------------------|-----------------|-----------|--------|----------|---------|
| KILROY REALTY CORP                 | REAL EST INV TR | 49427F108 | 460    | 12100    | DEFINED |
| KILROY REALTY CORP                 | REAL EST INV TR | 49427F108 | 22829  | 600300   | DEFINED |
| KIMBERLY-CLARK CORP                | COMMON SHS      | 494368103 | 29259  | 453000   | DEFINED |
| KIMBERLY-CLARK CORP                | COMMON SHS      | 494368103 | 5038   | 78000    | DEFINED |
| KIMBERLY-CLARK CORP                | COMMON SHS      | 494368103 | 4878   | 75517    | DEFINED |
| KIMBERLY-CLARK CORP                | COMMON SHS      | 494368103 | 14499  | 224475   | DEFINED |
| KIMBERLY-CLARK CORP                | COMMON SHS      | 494368103 | 12491  | 193388   | DEFINED |
| KIMBERLY-CLARK CORP                | COMMON SHS      | 494368103 | 18822  | 291400   | DEFINED |
| KIMCO REALTY CORP                  | REAL EST INV TR | 49446R109 | 97     | 1900     | DEFINED |
| KIMCO REALTY CORP                  | REAL EST INV TR | 49446R109 | 344    | 6700     | DEFINED |
| KIMCO REALTY CORP                  | REAL EST INV TR | 49446R109 | 12825  | 250000   | DEFINED |
| KINDER MORGAN ENERGY PARTNERS LP   | LTD PARTNERSHIP | 494550106 | 6617   | 141270   | DEFINED |
| KINDER MORGAN INC                  | COMMON SHS      | 49455P101 | 33232  | 529000   | DEFINED |
| KINDER MORGAN INC                  | COMMON SHS      | 49455P101 | 2524   | 40179    | DEFINED |
| KINDER MORGAN INC                  | COMMON SHS      | 49455P101 | 19788  | 315000   | DEFINED |
| KINDRED HEALTHCARE INC             | COMMON SHS      | 494580103 | 145834 | 6291368  | DEFINED |
| KINDRED HEALTHCARE INC             | COMMON SHS      | 494580103 | 10749  | 440553   | DEFINED |
| KINDRED HEALTHCARE INC             | COMMON SHS      | 494580103 | 1580   | 64772    | DEFINED |
| KINDRED HEALTHCARE INC             | WTS TO EQUITY   | 494580111 | 10778  | 560242   | DEFINED |
| KINDRED HEALTHCARE INC             | WTS TO EQUITY   | 494580111 | 2719   | 134263   | DEFINED |
| KINDRED HEALTHCARE INC             | WTS TO EQUITY   | 494580129 | 24216  | 1400603  | DEFINED |
| KINDRED HEALTHCARE INC             | WTS TO EQUITY   | 494580129 | 6109   | 335658   | DEFINED |
| KINETIC CONCEPTS INC               | COMMON SHS      | 49460W208 | 53     | 1000     | DEFINED |
| KINETIC CONCEPTS INC               | COMMON SHS      | 49460W208 | 9291   | 176800   | DEFINED |
| KING PHARMACEUTICALS INC           | COMMON SHS      | 495582108 | 3886   | 325429   | DEFINED |
| KING PHARMACEUTICALS INC           | COMMON SHS      | 495582108 | 26108  | 2186600  | DEFINED |
| KING PHARMACEUTICALS INC           | COMMON SHS      | 495582108 | 1565   | 131070   | DEFINED |
| KING PHARMACEUTICALS INC           | COMMON SHS      | 495582108 | 8      | 700      | DEFINED |
| KINROSS GOLD CORP                  | ORDINARY SHS    | 496902206 | 6340   | 739800   | DEFINED |
| KINROSS GOLD CORP                  | ORDINARY SHS    | 496902206 | 19408  | 2264684  | DEFINED |
| KINGSWAY FINANCIAL SERVICES INC    | ORDINARY SHS    | 496904103 | 89973  | 5433181  | DEFINED |
| KINTERA INC                        | COMMON SHS      | 49720P506 | 4807   | 509200   | DEFINED |
| KITE REALTY GROUP TRUST            | REAL EST INV TR | 49803T102 | 22355  | 1700000  | DEFINED |
| KNIGHT-RIDDER INC                  | COMMON SHS      | 499040103 | 1471   | 22481    | DEFINED |
| KNIGHT TRANSPORTATION INC          | COMMON SHS      | 499064103 | 22946  | 1071250  | DEFINED |
| KOHL'S CORP                        | COMMON SHS      | 500255104 | 13     | 280      | DEFINED |
| KOHL'S CORP                        | COMMON SHS      | 500255104 | 2901   | 60201    | DEFINED |
| KOMAG INC                          | CONVERTIBLE BD  | 500453AE5 | 88     | 100000   | DEFINED |
| KONINKLIJKE PHILIPS ELECTRONICS NV | NEW YORK SHARES | 500472303 | 1247   | 54436    | DEFINED |
| KONINKLIJKE PHILIPS ELECTRONICS NV | NEW YORK SHARES | 500472303 | 8551   | 373264   | DEFINED |
| KONINKLIJKE PHILIPS ELECTRONICS NV | NEW YORK SHARES | 500472303 | 18399  | 803089   | DEFINED |
| KONINKLIJKE PHILIPS ELECTRONICS NV | NEW YORK SHARES | 500472303 | 408    | 17824    | DEFINED |
| KOOKMIN BANK                       | AMER DEP RECPT  | 50049M109 | 455    | 14280    | DEFINED |
| KOOKMIN BANK                       | AMER DEP RECPT  | 50049M109 | 30161  | 947256   | DEFINED |
| KOOKMIN BANK                       | AMER DEP RECPT  | 50049M109 | 76350  | 2397929  | DEFINED |
| KOOKMIN BANK                       | AMER DEP RECPT  | 50049M109 | 8038   | 252456   | DEFINED |
| KOOKMIN BANK                       | AMER DEP RECPT  | 50049M109 | 2775   | 87170    | DEFINED |
| KOOKMIN BANK                       | AMER DEP RECPT  | 50049M109 | 445    | 13985    | DEFINED |
| KOOKMIN BANK                       | AMER DEP RECPT  | 50049M109 | 24     | 740      | DEFINED |
| KOREA ELECTRIC POWER CORP          | AMER DEP RECPT  | 500631106 | 3417   | 323900   | DEFINED |
| KOREA ELECTRIC POWER CORP          | AMER DEP RECPT  | 500631106 | 15567  | 1475580  | DEFINED |
| KOREA ELECTRIC POWER CORP          | AMER DEP RECPT  | 500631106 | 27162  | 2574582  | DEFINED |
| KOREA ELECTRIC POWER CORP          | AMER DEP RECPT  | 500631106 | 12661  | 1200128  | DEFINED |
| KOREA ELECTRIC POWER CORP          | AMER DEP RECPT  | 500631106 | 475    | 45020    | DEFINED |
| KOSAN BIOSCIENCES INC              | COMMON SHS      | 50064W107 | 10226  | 1775391  | DEFINED |
| KRAFT FOODS INC                    | COMMON SHS      | 50075N104 | 18794  | 592508   | DEFINED |
| KRAFT FOODS INC                    | COMMON SHS      | 50075N104 | 8643   | 272490   | DEFINED |
| KRAFT FOODS INC                    | COMMON SHS      | 50075N104 | 1610   | 50748    | DEFINED |
| KRAFT FOODS INC                    | COMMON SHS      | 50075N104 | 8269   | 260689   | DEFINED |
| KRAFT FOODS INC                    | COMMON SHS      | 50075N104 | 2255   | 71096    | DEFINED |
| KROGER CO                          | COMMON SHS      | 501044101 | 28451  | 1833203  | DEFINED |
| KROGER CO                          | COMMON SHS      | 501044101 | 277424 | 17875261 | DEFINED |

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

|                                      |                 |           |        |         |         |
|--------------------------------------|-----------------|-----------|--------|---------|---------|
| KROGER CO                            | COMMON SHS      | 501044101 | 4903   | 315900  | DEFINED |
| KROGER CO                            | COMMON SHS      | 501044101 | 85495  | 5508685 | DEFINED |
| KROGER CO                            | COMMON SHS      | 501044101 | 8158   | 525637  | DEFINED |
| KROGER CO                            | COMMON SHS      | 501044101 | 183    | 11800   | DEFINED |
| KYOCERA CORP                         | AMER DEP RECPT  | 501556203 | 265    | 3770    | DEFINED |
| LNR PROPERTY CORP                    | COMMON SHS      | 501940100 | 157    | 2540    | DEFINED |
| LNR PROPERTY CORP                    | COMMON SHS      | 501940100 | 62     | 1000    | DEFINED |
| LNR PROPERTY CORP                    | COMMON SHS      | 501940100 | 24201  | 390900  | DEFINED |
| L-3 COMMUNICATIONS HOLDINGS INC      | COMMON SHS      | 502424104 | 2398   | 35795   | DEFINED |
| L-3 COMMUNICATIONS HOLDINGS INC      | COMMON SHS      | 502424104 | 137404 | 2050800 | DEFINED |
| L-3 COMMUNICATIONS CORP              | CONVERTIBLE BD  | 502424AD6 | 5015   | 4000000 | DEFINED |
| LA QUINTA CORPORATION                | COMMON SHS      | 50419U202 | 29302  | 3756700 | DEFINED |
| LA QUINTA CORPORATION                | COMMON SHS      | 50419U202 | 51     | 6500    | DEFINED |
| LA QUINTA CORPORATION                | COMMON SHS      | 50419U202 | 23356  | 2994300 | DEFINED |
| LA-Z-BOY INC                         | COMMON SHS      | 505336107 | 8425   | 555000  | DEFINED |
| LABONE INC                           | COMMON SHS      | 50540L105 | 18076  | 618400  | DEFINED |
| LABORATORY CORP OF AMERICA HOLDINGS  | COMMON SHS      | 50540R409 | 409    | 9350    | DEFINED |
| LABRANCHE & CO INC                   | COMMON SHS      | 505447102 | 94     | 11100   | DEFINED |
| LABRANCHE & CO INC                   | COMMON SHS      | 505447102 | 47     | 5600    | DEFINED |
| LADISH CO INC                        | COMMON SHS      | 505754200 | 641    | 70000   | DEFINED |
| LAFARGE NORTH AMERICA INC            | COMMON SHS      | 505862102 | 28673  | 611500  | DEFINED |
| LAIDLAW INTL INC                     | COMMON SHS      | 50730R102 | 434    | 26400   | DEFINED |
| LAKELAND BANCORP INC                 | COMMON SHS      | 511637100 | 207    | 12616   | DEFINED |
| LAM RESEARCH CORP                    | COMMON SHS      | 512807108 | 2      | 109     | DEFINED |
| LAM RESEARCH CORP                    | COMMON SHS      | 512807108 | 24     | 1100    | DEFINED |
| LAM RESEARCH CORP                    | COMMON SHS      | 512807108 | 157058 | 7178137 | DEFINED |
| LAMAR ADVERTISING CO                 | COMMON SHS      | 512815101 | 868    | 20870   | DEFINED |
| LANCASTER COLONY CORP                | COMMON SHS      | 513847103 | 29629  | 702700  | DEFINED |
| LANCASTER COLONY CORP                | COMMON SHS      | 513847103 | 126    | 3000    | DEFINED |
| LANCASTER COLONY CORP                | COMMON SHS      | 513847103 | 22     | 530     | DEFINED |
| LANDSTAR SYSTEM INC                  | COMMON SHS      | 515098101 | 52168  | 889024  | DEFINED |
| LASALLE HOTEL PROPERTIES             | REAL EST INV TR | 517942108 | 18404  | 666800  | DEFINED |
| LASERCARD CORP                       | COMMON SHS      | 51807U101 | 6409   | 699700  | DEFINED |
| LATIN AMERICA EQUITY FUND INC        | CLOSE END MUT F | 51827Q106 | 3808   | 222015  | DEFINED |
| ESTEE LAUDER COMPANIES INC           | COMMON SHS      | 518439104 | 17002  | 406741  | DEFINED |
| ESTEE LAUDER COMPANIES INC           | COMMON SHS      | 518439104 | 4180   | 100000  | DEFINED |
| LAUREATE EDUCATION INC               | COMMON SHS      | 518613104 | 2278   | 61200   | DEFINED |
| LAWSON SOFTWARE INC                  | COMMON SHS      | 520780107 | 11068  | 1976400 | DEFINED |
| LAYNE CHRISTENSEN COMPANY            | COMMON SHS      | 521050104 | 6782   | 450000  | DEFINED |
| LEAPFROG ENTERPRISES INC             | COMMON SHS      | 52186N106 | 5      | 259     | DEFINED |
| LEAPFROG ENTERPRISES INC             | COMMON SHS      | 52186N106 | 100    | 4950    | DEFINED |
| LEAPFROG ENTERPRISES INC             | COMMON SHS      | 52186N106 | 77122  | 3808500 | DEFINED |
| LECG CORP                            | COMMON SHS      | 523234102 | 42     | 2500    | DEFINED |
| LECG CORP                            | COMMON SHS      | 523234102 | 6539   | 386700  | DEFINED |
| LEGGETT & PLATT INC                  | COMMON SHS      | 524660107 | 88026  | 3132600 | DEFINED |
| LEGGETT & PLATT INC                  | COMMON SHS      | 524660107 | 107    | 3800    | DEFINED |
| LEGG MASON INC                       | COMMON SHS      | 524901105 | 293    | 5500    | DEFINED |
| LEHMAN BROTHERS HOLDINGS INC         | COMMON SHS      | 524908100 | 5740   | 72000   | DEFINED |
| LEHMAN BROTHERS HOLDINGS INC         | COMMON SHS      | 524908100 | 2960   | 37129   | DEFINED |
| LEHMAN BROTHERS HOLDINGS INC         | COMMON SHS      | 524908100 | 30103  | 377607  | DEFINED |
| LENNAR CORP                          | COMMON SHS      | 526057104 | 22848  | 480000  | DEFINED |
| LENNAR CORP                          | COMMON SHS      | 526057104 | 176    | 3700    | DEFINED |
| LENNAR CORP                          | COMMON SHS      | 526057104 | 22672  | 476300  | DEFINED |
| LENNAR CORP                          | COMMON SHS      | 526057302 | 2102   | 48000   | DEFINED |
| LENNAR CORP                          | COMMON SHS      | 526057302 | 11     | 260     | DEFINED |
| LENNOX INTERNATIONAL INC             | COMMON SHS      | 526107107 | 16658  | 1115000 | DEFINED |
| LENNOX INTERNATIONAL INC             | CONVERTIBLE BD  | 526107AB3 | 6236   | 5500000 | DEFINED |
| LEUCADIA NATIONAL CORP               | COMMON SHS      | 527288104 | 57     | 1000    | DEFINED |
| LEUCADIA NATIONAL CORP               | COMMON SHS      | 527288104 | 11239  | 198400  | DEFINED |
| LEVEL 3 COMMUNICATIONS INC           | CONVERTIBLE BD  | 52729NBA7 | 319    | 500000  | DEFINED |
| LEXINGTON CORPORATE PROPERTIES TRUST | REAL EST INV TR | 529043101 | 89     | 4085    | DEFINED |
| LEXINGTON CORPORATE PROPERTIES TRUST | REAL EST INV TR | 529043101 | 23     | 1065    | DEFINED |

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

|                                      |                 |           |        |          |         |
|--------------------------------------|-----------------|-----------|--------|----------|---------|
| LEXINGTON CORPORATE PROPERTIES TRUST | REAL EST INV TR | 529043101 | 16715  | 769900   | DEFINED |
| LEXMARK INTERNATIONAL INC            | COMMON SHS      | 529771107 | 630    | 7502     | DEFINED |
| LEXMARK INTERNATIONAL INC            | COMMON SHS      | 529771107 | 2419   | 28800    | DEFINED |
| LIBERTY MEDIA INTO MOTOROLA          | CONVERTIBLE BD  | 530715AN1 | 11852  | 12900000 | DEFINED |
| LIBERTY MEDIA CORP                   | CONVERTIBLE BD  | 530715AR2 | 9113   | 10000000 | DEFINED |
| LIBERTY MEDIA CORP                   | COMMON SHS      | 530718105 | 354944 | 40704538 | DEFINED |
| LIBERTY MEDIA CORP                   | COMMON SHS      | 530718105 | 1128   | 129342   | DEFINED |
| LIBERTY MEDIA CORP                   | COMMON SHS      | 530718105 | 3632   | 416530   | DEFINED |
| LIBERTY MEDIA INTERNATIONAL INC      | COMMON SHS      | 530719103 | 197    | 5910     | DEFINED |
| LIBERTY MEDIA INTERNATIONAL INC      | COMMON SHS      | 530719103 | 500    | 15000    | DEFINED |
| LIBERTY PROPERTY TRUST               | REAL EST INV TR | 531172104 | 280    | 7025     | DEFINED |
| LIBERTY PROPERTY TRUST               | REAL EST INV TR | 531172104 | 13060  | 327807   | DEFINED |
| LIBERTY PROPERTY TRUST               | REAL EST INV TR | 531172104 | 36322  | 911700   | DEFINED |
| LIFEPPOINT HOSPITALS HLDG            | CONVERTIBLE BD  | 53219LAE9 | 2488   | 2500000  | DEFINED |
| LIGAND PHARMACEUTICALS INC           | COMMON SHS      | 53220K207 | 30     | 3000     | DEFINED |
| LIGAND PHARMACEUTICALS INC           | COMMON SHS      | 53220K207 | 3339   | 333200   | DEFINED |
| LIHIR GOLD LTD                       | AMER DEP RECPT  | 532349206 | 797    | 50000    | DEFINED |
| ELI LILLY & CO                       | COMMON SHS      | 532457108 | 48     | 800      | DEFINED |
| ELI LILLY & CO                       | COMMON SHS      | 532457108 | 24020  | 400000   | DEFINED |
| ELI LILLY & CO                       | COMMON SHS      | 532457108 | 34036  | 566787   | DEFINED |
| ELI LILLY & CO                       | COMMON SHS      | 532457108 | 1107   | 18428    | DEFINED |
| LINCARE HOLDINGS INC                 | COMMON SHS      | 532791100 | 386    | 13000    | DEFINED |
| LINCOLN NATIONAL CORP                | COMMON SHS      | 534187109 | 18313  | 389642   | DEFINED |
| LINEAR TECHNOLOGY CORP               | COMMON SHS      | 535678106 | 378    | 10420    | DEFINED |
| LINEAR TECHNOLOGY CORP               | COMMON SHS      | 535678106 | 566    | 15625    | DEFINED |
| LINEAR TECHNOLOGY CORP               | COMMON SHS      | 535678106 | 144006 | 3973663  | DEFINED |
| LINENS N THINGS INC                  | COMMON SHS      | 535679104 | 8432   | 363900   | DEFINED |
| LIONS GATE ENTMT CORP                | COMMON SHS      | 535919203 | 611    | 70228    | DEFINED |
| LIONS GATE ENTMT CORP                | COMMON SHS      | 535919203 | 8302   | 954200   | DEFINED |
| LIONS GATE ENTMT CORP                | COMMON SHS      | 535919203 | 57     | 6600     | DEFINED |
| LIZ CLAIBORNE INC                    | COMMON SHS      | 539320101 | 602    | 15959    | DEFINED |
| LLOYDS TSB GROUP PLC                 | AMER DEP RECPT  | 539439109 | 2881   | 91520    | DEFINED |
| LOCKHEED MARTIN CORP                 | COMMON SHS      | 539830109 | 26710  | 478840   | DEFINED |
| LOCKHEED MARTIN CORP                 | COMMON SHS      | 539830109 | 84     | 1510     | DEFINED |
| LOCKHEED MARTIN CORP                 | COMMON SHS      | 539830109 | 4427   | 79374    | DEFINED |
| LOCKHEED MARTIN CORP                 | COMMON SHS      | 539830109 | 27890  | 500000   | DEFINED |
| LOCKHEED MARTIN CORP                 | COMMON SHS      | 539830109 | 6287   | 112716   | DEFINED |
| LOCKHEED MARTIN CORP                 | COMMON SHS      | 539830109 | 178259 | 3195757  | DEFINED |
| LOEWS CORP                           | COMMON SHS      | 540424108 | 211    | 3600     | DEFINED |
| LOEWS CORP - CAROLINA GROUP          | COMMON SHS      | 540424207 | 80477  | 3302300  | DEFINED |
| LOGITECH INTERNATIONAL SA            | AMER DEP RECPT  | 541419107 | 20     | 410      | DEFINED |
| LOGITECH INTERNATIONAL SA            | AMER DEP RECPT  | 541419107 | 9296   | 192300   | DEFINED |
| LONE STAR TECHNOLOGIES INC           | COMMON SHS      | 542312103 | 16965  | 448800   | DEFINED |
| LONE STAR TECHNOLOGIES INC           | COMMON SHS      | 542312103 | 1058   | 28000    | DEFINED |
| LOWE'S COMPANIES INC                 | COMMON SHS      | 548661107 | 787    | 14480    | DEFINED |
| LOWE'S COMPANIES INC                 | COMMON SHS      | 548661107 | 6848   | 125991   | DEFINED |
| LOWE'S COMPANIES INC                 | COMMON SHS      | 548661107 | 85713  | 1577057  | DEFINED |
| LOWE'S COMPANIES INC                 | CONVERT ZERO CP | 548661CF2 | 722000 | 8000000  | DEFINED |
| LUCENT TECHNOLOGIES INC              | COMMON SHS      | 549463107 | 1517   | 478518   | DEFINED |
| LUCENT TECHNOLOGIES INC              | CONVERTIBLE BD  | 549463AG2 | 623    | 500000   | DEFINED |
| LUCENT TECHNOLOGIES INC              | CONVERTIBLE BD  | 549463AH0 | 653    | 500000   | DEFINED |
| LUMINENT MORTGAGE CAPITAL INC        | REAL EST INV TR | 550278303 | 19881  | 1567897  | DEFINED |
| LUMINENT MORTGAGE CAPITAL INC        | REAL EST INV TR | 550278303 | 63     | 5000     | DEFINED |
| LUXOTTICA GROUP SPA                  | AMER DEP RECPT  | 55068R202 | 1640   | 91885    | DEFINED |
| LUXOTTICA GROUP SPA                  | AMER DEP RECPT  | 55068R202 | 1250   | 70000    | DEFINED |
| LUXOTTICA GROUP SPA                  | AMER DEP RECPT  | 55068R202 | 11635  | 651800   | DEFINED |
| LUXOTTICA GROUP SPA                  | AMER DEP RECPT  | 55068R202 | 12     | 700      | DEFINED |
| LYONDELL CHEMICAL CO                 | COMMON SHS      | 552078107 | 570    | 25380    | DEFINED |
| LYONDELL CHEMICAL CO                 | COMMON SHS      | 552078107 | 21779  | 969700   | DEFINED |
| M & T BANK CORP                      | COMMON SHS      | 55261F104 | 1736   | 18136    | DEFINED |
| MBIA INC                             | COMMON SHS      | 55262C100 | 1073   | 18440    | DEFINED |
| MBNA CORP                            | COMMON SHS      | 55262L100 | 18348  | 728076   | DEFINED |

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

|                               |                 |           |        |         |         |
|-------------------------------|-----------------|-----------|--------|---------|---------|
| MDC HOLDINGS INC              | COMMON SHS      | 552676108 | 26535  | 363000  | DEFINED |
| MDU RESOURCES GROUP INC       | COMMON SHS      | 552690109 | 514    | 19512   | DEFINED |
| MCI INC                       | COMMON SHS      | 552691107 | 81950  | 4892567 | DEFINED |
| MCI INC                       | COMMON SHS      | 552691107 | 29593  | 1766776 | DEFINED |
| MDS INC                       | ORDINARY SHS    | 55269P302 | 54728  | 2823959 | DEFINED |
| MGIC INVESTMENT CORP          | COMMON SHS      | 552848103 | 29282  | 440000  | DEFINED |
| MGIC INVESTMENT CORP          | COMMON SHS      | 552848103 | 80     | 1208    | DEFINED |
| MGI PHARMA INC                | COMMON SHS      | 552880106 | 2135   | 80000   | DEFINED |
| MGI PHARMA INC                | COMMON SHS      | 552880106 | 49562  | 1856944 | DEFINED |
| M/I HOMES INC                 | COMMON SHS      | 55305B101 | 13216  | 311400  | DEFINED |
| MTS SYSTEMS CORP              | COMMON SHS      | 553777103 | 11031  | 519109  | DEFINED |
| MTS SYSTEMS CORP              | COMMON SHS      | 553777103 | 4754   | 223700  | DEFINED |
| MACERICH CO                   | REAL EST INV TR | 554382101 | 388    | 7280    | DEFINED |
| MACERICH CO                   | REAL EST INV TR | 554382101 | 320    | 6000    | DEFINED |
| MACERICH CO                   | REAL EST INV TR | 554382101 | 68094  | 1277800 | DEFINED |
| MACK-CALI REALTY CORP         | REAL EST INV TR | 554489104 | 70     | 1575    | DEFINED |
| MACK-CALI REALTY CORP         | REAL EST INV TR | 554489104 | 315    | 7100    | DEFINED |
| MACROVISION CORP              | COMMON SHS      | 555904101 | 3270   | 135800  | DEFINED |
| MACROMEDIA INC                | COMMON SHS      | 556100105 | 29212  | 1454800 | DEFINED |
| MAGMA DESIGN AUTOMATION INC   | COMMON SHS      | 559181102 | 1517   | 100600  | DEFINED |
| MAGNA INTERNATIONAL INC       | ORDINARY SHS    | 559222401 | 146083 | 1559386 | DEFINED |
| MAGNA INTERNATIONAL INC       | COMMON SHS      | 559222401 | 66     | 888     | DEFINED |
| MAINE & MARITIMES CORP        | COMMON SHS      | 560377103 | 786    | 27100   | DEFINED |
| MANDALAY RESORT GROUP         | COMMON SHS      | 562567107 | 11719  | 170700  | DEFINED |
| MANDALAY RESORT GROUP         | COMMON SHS      | 562567107 | 34     | 500     | DEFINED |
| MANHATTAN ASSOCIATES INC      | COMMON SHS      | 562750109 | 6208   | 254200  | DEFINED |
| MANHATTAN ASSOCIATES INC      | COMMON SHS      | 562750109 | 46     | 1900    | DEFINED |
| MANITOWOC CO INC              | COMMON SHS      | 563571108 | 22209  | 626300  | DEFINED |
| MANNKIND CORP                 | COMMON SHS      | 56400P201 | 501    | 25000   | DEFINED |
| MANPOWER INC                  | COMMON SHS      | 56418H100 | 811    | 18235   | DEFINED |
| MANPOWER INC                  | COMMON SHS      | 56418H100 | 49749  | 1118215 | DEFINED |
| MANUGISTICS GROUP INC         | COMMON SHS      | 565011103 | 5424   | 2279000 | DEFINED |
| MANUGISTICS GROUP INC         | COMMON SHS      | 565011103 | 38     | 15900   | DEFINED |
| MANULIFE FINANCIAL CORP       | COMMON SHS      | 56501R106 | 21895  | 500000  | DEFINED |
| MANULIFE FINANCIAL CORP       | ORDINARY SHS    | 56501R106 | 208732 | 3767734 | DEFINED |
| MANULIFE FINANCIAL CORP       | COMMON SHS      | 56501R106 | 556    | 12704   | DEFINED |
| MARATHON OIL CORP             | COMMON SHS      | 565849106 | 1115   | 27000   | DEFINED |
| MARATHON OIL CORP             | COMMON SHS      | 565849106 | 933    | 22600   | DEFINED |
| MARATHON OIL CORP             | COMMON SHS      | 565849106 | 211304 | 5118800 | DEFINED |
| MARKETWATCH INC               | COMMON SHS      | 570619106 | 2438   | 195200  | DEFINED |
| MARLIN BUSINESS SERVICES CORP | COMMON SHS      | 571157106 | 969    | 51650   | DEFINED |
| MARLIN BUSINESS SERVICES CORP | COMMON SHS      | 571157106 | 9643   | 514000  | DEFINED |
| MARSH & MCLENNAN COS INC      | COMMON SHS      | 571748102 | 197    | 4300    | DEFINED |
| MARSH & MCLENNAN COS INC      | COMMON SHS      | 571748102 | 5670   | 123912  | DEFINED |
| MARSH & MCLENNAN COS INC      | COMMON SHS      | 571748102 | 15684  | 342740  | DEFINED |
| MARSH & MCLENNAN COS INC      | COMMON SHS      | 571748102 | 10103  | 220783  | DEFINED |
| MARSH & MCLENNAN COS INC      | COMMON SHS      | 571748102 | 77597  | 1695747 | DEFINED |
| MARSHALL & ILSLEY CORP        | COMMON SHS      | 571834100 | 1824   | 45264   | DEFINED |
| MARRIOTT INTERNATIONAL INC    | COMMON SHS      | 571903202 | 515    | 9920    | DEFINED |
| MARRIOTT INTERNATIONAL INC    | COMMON SHS      | 571903202 | 55     | 1052    | DEFINED |
| MARTEK BIOSCIENCES CORP       | COMMON SHS      | 572901106 | 624    | 12825   | DEFINED |
| MARTIN MARIETTA MATERIALS INC | COMMON SHS      | 573284106 | 51460  | 1136733 | DEFINED |
| MARTIN MARIETTA MATERIALS INC | COMMON SHS      | 573284106 | 1782   | 39369   | DEFINED |
| MARVEL ENTERPRISES INC        | COMMON SHS      | 57383M108 | 7351   | 504850  | DEFINED |
| MARVEL ENTERPRISES INC        | COMMON SHS      | 57383M108 | 49     | 3350    | DEFINED |
| MASCO CORP                    | COMMON SHS      | 574599106 | 5249   | 152000  | DEFINED |
| MASCO CORP                    | COMMON SHS      | 574599106 | 12859  | 372412  | DEFINED |
| MASSEY ENERGY CO              | COMMON SHS      | 576206106 | 7342   | 253800  | DEFINED |
| MASSEY ENERGY CO              | COMMON SHS      | 576206106 | 78     | 2700    | DEFINED |
| MATRIX SERVICE CO             | COMMON SHS      | 576853105 | 2540   | 496000  | DEFINED |
| MATTEL INC                    | COMMON SHS      | 577081102 | 6617   | 364981  | DEFINED |
| MATTEL INC                    | COMMON SHS      | 577081102 | 51944  | 2865090 | DEFINED |

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

|                                 |            |           |        |          |         |
|---------------------------------|------------|-----------|--------|----------|---------|
| MATTEL INC                      | COMMON SHS | 577081102 | 4368   | 240900   | DEFINED |
| MATTEL INC                      | COMMON SHS | 577081102 | 67255  | 3709600  | DEFINED |
| MATTEL INC                      | COMMON SHS | 577081102 | 16     | 905      | DEFINED |
| MATTEL INC                      | COMMON SHS | 577081102 | 16317  | 900000   | DEFINED |
| MATTEL INC                      | COMMON SHS | 577081102 | 9107   | 502307   | DEFINED |
| MATTEL INC                      | COMMON SHS | 577081102 | 3073   | 169492   | DEFINED |
| MATTEL INC                      | COMMON SHS | 577081102 | 1421   | 78400    | DEFINED |
| MAXTOR CORP                     | COMMON SHS | 577729205 | 420    | 80810    | DEFINED |
| MAXTOR CORP                     | COMMON SHS | 577729205 | 132389 | 25459477 | DEFINED |
| MAXTOR CORP                     | COMMON SHS | 577729205 | 3543   | 681360   | DEFINED |
| MAXTOR CORP                     | COMMON SHS | 577729205 | 1350   | 259538   | DEFINED |
| MAXTOR CORP                     | COMMON SHS | 577729205 | 17     | 3313     | DEFINED |
| MAXTOR CORP                     | COMMON SHS | 577729205 | 1044   | 200790   | DEFINED |
| MAXIM INTEGRATED PRODUCTS INC   | COMMON SHS | 57772K101 | 303    | 7173     | DEFINED |
| MAXIM INTEGRATED PRODUCTS INC   | COMMON SHS | 57772K101 | 27     | 639      | DEFINED |
| MAXIM INTEGRATED PRODUCTS INC   | COMMON SHS | 57772K101 | 31361  | 741564   | DEFINED |
| MAY DEPARTMENT STORES CO        | COMMON SHS | 577778103 | 2319   | 90475    | DEFINED |
| MAVERICK TUBE CORP              | COMMON SHS | 577914104 | 734    | 23817    | DEFINED |
| MAXIMUS INC                     | COMMON SHS | 577933104 | 5962   | 206951   | DEFINED |
| MAXIMUS INC                     | COMMON SHS | 577933104 | 202    | 7000     | DEFINED |
| MAXIMUS INC                     | COMMON SHS | 577933104 | 22184  | 770000   | DEFINED |
| MAYTAG CORP                     | COMMON SHS | 578592107 | 710    | 38630    | DEFINED |
| MCAFEE INC                      | COMMON SHS | 579064106 | 15     | 760      | DEFINED |
| MCAFEE INC                      | COMMON SHS | 579064106 | 4772   | 237400   | DEFINED |
| MCAFEE INC                      | COMMON SHS | 579064106 | 30     | 1500     | DEFINED |
| MCAFEE INC                      | COMMON SHS | 579064106 | 26858  | 1336200  | DEFINED |
| MCCLATCHY COMPANY               | COMMON SHS | 579489105 | 110    | 1550     | DEFINED |
| MCCLATCHY COMPANY               | COMMON SHS | 579489105 | 7104   | 100300   | DEFINED |
| MCCORMICK & CO INC              | COMMON SHS | 579780206 | 303    | 8815     | DEFINED |
| MCCORMICK & CO INC              | COMMON SHS | 579780206 | 1202   | 35000    | DEFINED |
| MCDONALD'S CORP                 | COMMON SHS | 580135101 | 7512   | 268000   | DEFINED |
| MCDONALD'S CORP                 | COMMON SHS | 580135101 | 15233  | 543459   | DEFINED |
| MCDONALD'S CORP                 | COMMON SHS | 580135101 | 8914   | 318000   | DEFINED |
| MCG CAPITAL CORP                | COMMON SHS | 58047P107 | 30381  | 1750049  | DEFINED |
| MCGRAW-HILL COMPANIES INC       | COMMON SHS | 580645109 | 17755  | 222805   | DEFINED |
| MCKESSON CORP                   | COMMON SHS | 58155Q103 | 13     | 500      | DEFINED |
| MCKESSON CORP                   | COMMON SHS | 58155Q103 | 21     | 815      | DEFINED |
| MCKESSON CORP                   | COMMON SHS | 58155Q103 | 26516  | 1033771  | DEFINED |
| MCMORAN EXPLORATION CO          | COMMON SHS | 582411104 | 6      | 428      | DEFINED |
| MCMORAN EXPLORATION CO          | COMMON SHS | 582411104 | 361    | 27737    | DEFINED |
| MEADOWBROOK INSURANCE GROUP INC | COMMON SHS | 58319P108 | 6652   | 1365900  | DEFINED |
| MEADWESTVACO CORP               | COMMON SHS | 583334107 | 26924  | 844000   | DEFINED |
| MEADWESTVACO CORP               | COMMON SHS | 583334107 | 115    | 3590     | DEFINED |
| MEDAREX INC                     | COMMON SHS | 583916101 | 1563   | 211800   | DEFINED |
| MEDCO HEALTH SOLUTIONS INC      | COMMON SHS | 58405U102 | 1491   | 48240    | DEFINED |
| MEDCO HEALTH SOLUTIONS INC      | COMMON SHS | 58405U102 | 8992   | 290995   | DEFINED |
| MEDIACOM COMMUNICATIONS CORP    | COMMON SHS | 58446K105 | 1383   | 211800   | DEFINED |
| MEDICINES CO                    | COMMON SHS | 584688105 | 1690   | 70000    | DEFINED |
| MEDICINES CO                    | COMMON SHS | 584688105 | 60847  | 2520600  | DEFINED |
| MEDICIS PHARMACEUTICAL CORP     | COMMON SHS | 584690309 | 10     | 260      | DEFINED |
| MEDICIS PHARMACEUTICAL CORP     | COMMON SHS | 584690309 | 12914  | 330800   | DEFINED |
| MEDIMMUNE INC                   | COMMON SHS | 584699102 | 1213   | 51186    | DEFINED |
| MEDIMMUNE INC                   | COMMON SHS | 584699102 | 15169  | 640056   | DEFINED |
| MEDTRONIC INC                   | COMMON SHS | 585055106 | 345    | 6643     | DEFINED |
| MEDTRONIC INC                   | COMMON SHS | 585055106 | 6262   | 120650   | DEFINED |
| MEDTRONIC INC                   | COMMON SHS | 585055106 | 83053  | 1600258  | DEFINED |
| MEDTRONIC INC                   | COMMON SHS | 585055106 | 58156  | 1120545  | DEFINED |
| MELLON FINANCIAL CORP           | COMMON SHS | 58551A108 | 5427   | 196000   | DEFINED |
| MELLON FINANCIAL CORP           | COMMON SHS | 58551A108 | 857    | 30956    | DEFINED |
| MENS WEARHOUSE INC              | COMMON SHS | 587118100 | 15699  | 540400   | DEFINED |
| MENS WEARHOUSE INC              | COMMON SHS | 587118100 | 488    | 16800    | DEFINED |
| MERCANTILE BANKSHARES CORP      | COMMON SHS | 587405101 | 38247  | 797475   | DEFINED |

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

|                                  |                 |           |        |          |         |
|----------------------------------|-----------------|-----------|--------|----------|---------|
| MERCANTILE BANKSHARES CORP       | COMMON SHS      | 587405101 | 146    | 3050     | DEFINED |
| MERCANTILE BANKSHARES CORP       | COMMON SHS      | 587405101 | 921    | 19200    | DEFINED |
| MERCER INS GROUP INC             | COMMON SHS      | 587902107 | 232    | 20000    | DEFINED |
| MERCER INTERNATIONAL INC         | COMMON SHS      | 588056101 | 4745   | 545400   | DEFINED |
| MERCHANTS GROUP INC              | COMMON SHS      | 588539106 | 4418   | 190000   | DEFINED |
| MERCK & CO INC                   | COMMON SHS      | 589331107 | 10867  | 329300   | DEFINED |
| MERCK & CO INC                   | COMMON SHS      | 589331107 | 47817  | 1448994  | DEFINED |
| MERCK & CO INC                   | COMMON SHS      | 589331107 | 2129   | 64510    | DEFINED |
| MERCK & CO INC                   | COMMON SHS      | 589331107 | 16500  | 500000   | DEFINED |
| MERCK & CO INC                   | COMMON SHS      | 589331107 | 9254   | 280421   | DEFINED |
| MERCK & CO INC                   | COMMON SHS      | 589331107 | 154355 | 4677422  | DEFINED |
| MERCK & CO INC                   | COMMON SHS      | 589331107 | 437913 | 13270096 | DEFINED |
| MERCURY GENERAL CORP             | COMMON SHS      | 589400100 | 30639  | 579300   | DEFINED |
| MERCURY GENERAL CORP             | COMMON SHS      | 589400100 | 301    | 5700     | DEFINED |
| MERCURY INTERACTIVE CORP         | COMMON SHS      | 589405109 | 2397   | 68711    | DEFINED |
| MERCURY INTERACTIVE CORP         | COMMON SHS      | 589405109 | 39634  | 1136310  | DEFINED |
| MERCURY INTERACTIVE CORP         | COMMON SHS      | 589405109 | 37662  | 1079750  | DEFINED |
| MERCURY INTERACTIVE CORP         | CONVERTIBLE BD  | 589405AA7 | 116    | 117000   | DEFINED |
| MEREDITH CORP                    | COMMON SHS      | 589433101 | 116929 | 2275776  | DEFINED |
| MEREDITH CORP                    | COMMON SHS      | 589433101 | 51     | 1000     | DEFINED |
| MERIDIAN RESOURCE CORP           | COMMON SHS      | 58977Q109 | 1298   | 147000   | DEFINED |
| MERISTAR HOSPITALITY CORP        | REAL EST INV TR | 58984Y103 | 6144   | 1127254  | DEFINED |
| MERISTAR HOSPITALITY CORP        | REAL EST INV TR | 58984Y103 | 15103  | 2771200  | DEFINED |
| MERISTAR HOSPITALITY CORP        | CONVERTIBLE BD  | 58984YAJ2 | 112933 | 99500000 | DEFINED |
| MERIT MEDICAL SYSTEMS INC        | COMMON SHS      | 589889104 | 18779  | 1242834  | DEFINED |
| MERIDIAN GOLD INC                | COMMON SHS      | 589975101 | 52275  | 2978323  | DEFINED |
| MERITAGE HOMES CORP              | COMMON SHS      | 59001A102 | 83     | 1050     | DEFINED |
| MERITAGE HOMES CORP              | COMMON SHS      | 59001A102 | 2877   | 36605    | DEFINED |
| MERITAGE HOMES CORP              | COMMON SHS      | 59001A102 | 18306  | 232900   | DEFINED |
| MERRILL LYNCH & CO INC           | COMMON SHS      | 590188108 | 9212   | 185280   | DEFINED |
| MERRILL LYNCH & CO INC           | COMMON SHS      | 590188108 | 118134 | 2375977  | DEFINED |
| MERRILL LYNCH & CO INC           | COMMON SHS      | 590188108 | 1512   | 30420    | DEFINED |
| MERRILL LYNCH & CO INC           | COMMON SHS      | 590188108 | 3630   | 73000    | DEFINED |
| MESA AIR GROUP INC               | COMMON SHS      | 590479101 | 2295   | 450000   | DEFINED |
| METALLICA RESOURCES INC          | ORDINARY SHS    | 59125J104 | 1701   | 988998   | DEFINED |
| METHANEX CORP                    | ORDINARY SHS    | 59151K108 | 57624  | 3048866  | DEFINED |
| METHODE ELECTRONICS INC          | COMMON SHS      | 591520200 | 10410  | 813950   | DEFINED |
| METLIFE INC                      | COMMON SHS      | 59156R108 | 21142  | 547000   | DEFINED |
| METLIFE INC                      | COMMON SHS      | 59156R108 | 619    | 16005    | DEFINED |
| METROCALL HOLDINGS INC           | COMMON SHS      | 59164X105 | 17937  | 276590   | DEFINED |
| METSO OYJ                        | AMER DEP RECPT  | 592671101 | 2610   | 201559   | DEFINED |
| METSO OYJ                        | AMER DEP RECPT  | 592671101 | 4      | 326      | DEFINED |
| METTLER-TOLEDO INTERNATIONAL INC | COMMON SHS      | 592688105 | 336    | 7110     | DEFINED |
| METTLER-TOLEDO INTERNATIONAL INC | COMMON SHS      | 592688105 | 17146  | 363100   | DEFINED |
| METTLER-TOLEDO INTERNATIONAL INC | COMMON SHS      | 592688105 | 36403  | 770918   | DEFINED |
| METTLER-TOLEDO INTERNATIONAL INC | COMMON SHS      | 592688105 | 71     | 1500     | DEFINED |
| METTLER-TOLEDO INTERNATIONAL INC | COMMON SHS      | 592688105 | 195624 | 4142825  | DEFINED |
| MEXICO FUND INC                  | CLOSE END MUT F | 592835102 | 11683  | 620800   | DEFINED |
| MICREL INC                       | COMMON SHS      | 594793101 | 1      | 89       | DEFINED |
| MICREL INC                       | COMMON SHS      | 594793101 | 260    | 25000    | DEFINED |
| MICREL INC                       | COMMON SHS      | 594793101 | 13113  | 1259700  | DEFINED |
| MICREL INC                       | COMMON SHS      | 594793101 | 10806  | 1038000  | DEFINED |
| MICROSOFT CORP                   | COMMON SHS      | 594918104 | 1058   | 38280    | DEFINED |
| MICROSOFT CORP                   | COMMON SHS      | 594918104 | 3818   | 138078   | DEFINED |
| MICROSOFT CORP                   | COMMON SHS      | 594918104 | 27650  | 1000000  | DEFINED |
| MICROSOFT CORP                   | COMMON SHS      | 594918104 | 18674  | 675380   | DEFINED |
| MICROSOFT CORP                   | COMMON SHS      | 594918104 | 126903 | 4589620  | DEFINED |
| MICROSOFT CORP                   | COMMON SHS      | 594918104 | 192939 | 6977896  | DEFINED |
| MICROCHIP TECHNOLOGY INC         | COMMON SHS      | 595017104 | 1148   | 42775    | DEFINED |
| MICROCHIP TECHNOLOGY INC         | COMMON SHS      | 595017104 | 68810  | 2563700  | DEFINED |
| MICROSEMI CORP                   | COMMON SHS      | 595137100 | 759    | 53804    | DEFINED |
| MICROSEMI CORP                   | COMMON SHS      | 595137100 | 14     | 1000     | DEFINED |



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

|                                  |                 |           |        |         |         |
|----------------------------------|-----------------|-----------|--------|---------|---------|
| MICROTUNE INC                    | COMMON SHS      | 59514P109 | 5414   | 1025400 | DEFINED |
| MICROTUNE INC                    | COMMON SHS      | 59514P109 | 8125   | 1538800 | DEFINED |
| MIDCAP SPDR TRUST                | OPEN END UT TR  | 595635103 | 3181   | 29337   | DEFINED |
| MIDLAND CO                       | COMMON SHS      | 597486109 | 10530  | 385000  | DEFINED |
| MILLENNIUM PHARMACEUTICALS INC   | COMMON SHS      | 599902103 | 40     | 2898    | DEFINED |
| MILLENNIUM PHARMACEUTICALS INC   | COMMON SHS      | 599902103 | 31372  | 2288293 | DEFINED |
| MILLENNIUM CHEMICALS INC         | COMMON SHS      | 599903101 | 1697   | 80000   | DEFINED |
| MILLIPORE CORP                   | COMMON SHS      | 601073109 | 19140  | 400000  | DEFINED |
| MILLIPORE CORP                   | COMMON SHS      | 601073109 | 309    | 6461    | DEFINED |
| MILLS CORP                       | REAL EST INV TR | 601148109 | 229    | 4408    | DEFINED |
| MINDSPEED TECHNOLOGIES INC       | COMMON SHS      | 602682106 | 200    | 100000  | DEFINED |
| MINE SAFETY APPLIANCES CO        | COMMON SHS      | 602720104 | 2814   | 69100   | DEFINED |
| MINERALS TECHNOLOGIES INC        | COMMON SHS      | 603158106 | 13850  | 235310  | DEFINED |
| MINERALS TECHNOLOGIES INC        | COMMON SHS      | 603158106 | 11819  | 200800  | DEFINED |
| MINERALS TECHNOLOGIES INC        | COMMON SHS      | 603158106 | 48554  | 824900  | DEFINED |
| MIRAMAR MNG CORP (CAD)           | ORDINARY SHS    | 60466E100 | 2128   | 1330000 | DEFINED |
| MISSION RESOURCES CORP           | COMMON SHS      | 605109107 | 24720  | 3930000 | DEFINED |
| MOLEX INC                        | COMMON SHS      | 608554101 | 112    | 3750    | DEFINED |
| MOLEX INC                        | COMMON SHS      | 608554101 | 4368   | 146483  | DEFINED |
| MOLEX INC                        | COMMON SHS      | 608554101 | 203    | 6812    | DEFINED |
| MOLEX INC                        | COMMON SHS      | 608554200 | 3854   | 146483  | DEFINED |
| MOLEX INC                        | COMMON SHS      | 608554200 | 150    | 5718    | DEFINED |
| MOLINA HEALTHCARE INC            | COMMON SHS      | 60855R100 | 515    | 14500   | DEFINED |
| MOLINA HEALTHCARE INC            | COMMON SHS      | 60855R100 | 49210  | 1386200 | DEFINED |
| MONACO COACH CORP                | COMMON SHS      | 60886R103 | 10457  | 483000  | DEFINED |
| MONSANTO CO                      | COMMON SHS      | 61166W101 | 31099  | 853900  | DEFINED |
| MONSANTO CO                      | COMMON SHS      | 61166W101 | 243    | 6676    | DEFINED |
| MOODY'S CORP                     | COMMON SHS      | 615369105 | 2      | 30      | DEFINED |
| MOODY'S CORP                     | COMMON SHS      | 615369105 | 17873  | 244000  | DEFINED |
| MOODY'S CORP                     | COMMON SHS      | 615369105 | 2498   | 34097   | DEFINED |
| MOODY'S CORP                     | COMMON SHS      | 615369105 | 132354 | 1806880 | DEFINED |
| MORGAN STANLEY DEAN WITTER & CO  | COMMON SHS      | 617446448 | 8558   | 173581  | DEFINED |
| MORGAN STANLEY DEAN WITTER & CO  | COMMON SHS      | 617446448 | 7981   | 161890  | DEFINED |
| MORGAN STANLEY DEAN WITTER & CO  | COMMON SHS      | 617446448 | 5518   | 111920  | DEFINED |
| MORGAN STANLEY DEAN WITTER & CO  | COMMON SHS      | 617446448 | 3702   | 75101   | DEFINED |
| MORGAN STANLEY DEAN WITTER & CO  | COMMON SHS      | 617446448 | 3057   | 62000   | DEFINED |
| MORGAN STANLEY DEAN WITTER & CO  | COMMON SHS      | 617446448 | 3070   | 62263   | DEFINED |
| MORGAN STANLEY DEAN WITTER & CO  | COMMON SHS      | 617446448 | 30250  | 613585  | DEFINED |
| MORGAN STANLEY DEAN WITTER & CO  | COMMON SHS      | 617446448 | 24615  | 499300  | DEFINED |
| MORTGAGEIT HOLDINGS INC          | REAL EST INV TR | 61915Q108 | 7676   | 531200  | DEFINED |
| MOTOROLA INC                     | COMMON SHS      | 620076109 | 16670  | 924031  | DEFINED |
| MOTOROLA INC                     | COMMON SHS      | 620076109 | 494    | 27400   | DEFINED |
| MOTOROLA INC                     | COMMON SHS      | 620076109 | 135    | 7490    | DEFINED |
| MOTOROLA INC                     | COMMON SHS      | 620076109 | 6398   | 354683  | DEFINED |
| MOTOROLA INC                     | COMMON SHS      | 620076109 | 16445  | 911613  | DEFINED |
| MOTOROLA INC                     | CONVERT PEF     | 620076208 | 45072  | 900000  | DEFINED |
| MUELLER INDUSTRIES INC           | COMMON SHS      | 624756102 | 43637  | 1016000 | DEFINED |
| MUELLER INDUSTRIES INC           | COMMON SHS      | 624756102 | 38710  | 901290  | DEFINED |
| MUELLER INDUSTRIES INC           | COMMON SHS      | 624756102 | 786    | 18300   | DEFINED |
| MUNIHOLDINGS INSURED FUND INC    | CLOSE END MUT F | 625930102 | 176    | 13000   | DEFINED |
| MUNIYIELD CALIFORNIA INSURED INC | CLOSE END MUT F | 62629L104 | 408    | 30200   | DEFINED |
| MUNIYIELD NEW YORK INSURED FUND  | CLOSE END MUT F | 626301105 | 190    | 14512   | DEFINED |
| MURPHY OIL CORP                  | COMMON SHS      | 626717102 | 1003   | 11558   | DEFINED |
| MYERS INDUSTRIES INC             | COMMON SHS      | 628464109 | 14334  | 1309084 | DEFINED |
| MYKROLIS CORP                    | COMMON SHS      | 62852P103 | 2726   | 270725  | DEFINED |
| MYKROLIS CORP                    | COMMON SHS      | 62852P103 | 7      | 720     | DEFINED |
| MYLAN LABORATORIES INC           | COMMON SHS      | 628530107 | 1622   | 90120   | DEFINED |
| MYLAN LABORATORIES INC           | COMMON SHS      | 628530107 | 1291   | 71732   | DEFINED |
| MYLAN LABORATORIES INC           | COMMON SHS      | 628530107 | 7114   | 395220  | DEFINED |
| MYLAN LABORATORIES INC           | COMMON SHS      | 628530107 | 654    | 36334   | DEFINED |
| MYLAN LABORATORIES INC           | COMMON SHS      | 628530107 | 7761   | 431146  | DEFINED |
| MYLAN LABORATORIES INC           | COMMON SHS      | 628530107 | 214    | 11900   | DEFINED |

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

|                                    |                 |           |        |         |         |
|------------------------------------|-----------------|-----------|--------|---------|---------|
| NBTY INC                           | COMMON SHS      | 628782104 | 52     | 2400    | DEFINED |
| NBTY INC                           | COMMON SHS      | 628782104 | 51112  | 2370709 | DEFINED |
| NCO GROUP INC                      | COMMON SHS      | 628858102 | 19166  | 711154  | DEFINED |
| NCO GROUP INC                      | COMMON SHS      | 628858102 | 45295  | 1680700 | DEFINED |
| NCO GROUP INC                      | CONVERTIBLE BD  | 628858AB8 | 5300   | 5000000 | DEFINED |
| NS GROUP INC                       | COMMON SHS      | 628916108 | 981    | 53000   | DEFINED |
| NEC CORP                           | AMER DEP RECPT  | 629050204 | 88     | 14625   | DEFINED |
| NII HOLDINGS INC                   | COMMON SHS      | 62913F201 | 9853   | 239090  | DEFINED |
| NII HOLDINGS INC                   | COMMON SHS      | 62913F201 | 73813  | 1791145 | DEFINED |
| NPS PHARMACEUTICALS INC            | COMMON SHS      | 62936P103 | 58579  | 2689560 | DEFINED |
| NRG ENERGY INC                     | COMMON SHS      | 629377508 | 203877 | 7567800 | DEFINED |
| NTL INC                            | COMMON SHS      | 62940M104 | 451540 | 7274694 | DEFINED |
| NTL INC                            | COMMON SHS      | 62940M104 | 79     | 1278    | DEFINED |
| NTL INC                            | COMMON SHS      | 62940M104 | 29821  | 480437  | DEFINED |
| NVR INC                            | COMMON SHS      | 62944T105 | 1102   | 2000    | DEFINED |
| NVR INC                            | COMMON SHS      | 62944T105 | 56257  | 102100  | DEFINED |
| NABI BIOPHARMACEUTICALS            | COMMON SHS      | 629519109 | 5052   | 377600  | DEFINED |
| NACCO INDUSTRIES INC               | COMMON SHS      | 629579103 | 43988  | 510600  | DEFINED |
| NACCO INDUSTRIES INC               | COMMON SHS      | 629579103 | 26     | 300     | DEFINED |
| NASDAQ 100                         | OPEN END UT TR  | 631100104 | 1458   | 41488   | DEFINED |
| NASHUA CORP                        | COMMON SHS      | 631226107 | 5249   | 475000  | DEFINED |
| NATIONAL AUSTRALIA BANK LTD        | CONVERT PEF     | 632525309 | 2301   | 67825   | DEFINED |
| NATIONAL AUSTRALIA BANK LTD        | AMER DEP RECPT  | 632525408 | 15166  | 154757  | DEFINED |
| NATIONAL AUSTRALIA BANK LTD        | AMER DEP RECPT  | 632525408 | 137    | 1400    | DEFINED |
| NATIONAL CITY CORP                 | COMMON SHS      | 635405103 | 2914   | 75460   | DEFINED |
| NATIONAL CITY CORP                 | COMMON SHS      | 635405103 | 1173   | 30362   | DEFINED |
| NATIONAL COMMERCE FINANCIAL CORP   | COMMON SHS      | 63545P104 | 96366  | 2816900 | DEFINED |
| NATIONAL COMMERCE FINANCIAL CORP   | COMMON SHS      | 63545P104 | 434    | 12700   | DEFINED |
| NATIONAL FINANCIAL PARTNERS CORP   | COMMON SHS      | 63607P208 | 11093  | 310035  | DEFINED |
| NATIONAL FINANCIAL PARTNERS CORP   | COMMON SHS      | 63607P208 | 7253   | 202700  | DEFINED |
| NATIONAL FINANCIAL PARTNERS CORP   | COMMON SHS      | 63607P208 | 20735  | 579500  | DEFINED |
| NATIONAL FUEL GAS CO               | COMMON SHS      | 636180101 | 216    | 7628    | DEFINED |
| NATIONAL GRID TRANSCO PLC          | AMER DEP RECPT  | 636274102 | 10238  | 239045  | DEFINED |
| NATIONAL INSTRUMENTS CORP          | COMMON SHS      | 636518102 | 11004  | 363544  | DEFINED |
| NATIONAL INSTRUMENTS CORP          | COMMON SHS      | 636518102 | 61604  | 2035152 | DEFINED |
| NATIONAL OILWELL INC               | COMMON SHS      | 637071101 | 33     | 1000    | DEFINED |
| NATIONAL OILWELL INC               | COMMON SHS      | 637071101 | 1807   | 55000   | DEFINED |
| NATIONAL RV HOLDINGS INC           | COMMON SHS      | 637277104 | 3253   | 261700  | DEFINED |
| NATIONAL WESTERN LIFE INSURANCE CO | COMMON SHS      | 638522102 | 24435  | 150000  | DEFINED |
| NATIONWIDE FINANCIAL SERVICES INC  | COMMON SHS      | 638612101 | 91067  | 2593750 | DEFINED |
| NATIONWIDE FINANCIAL SERVICES INC  | COMMON SHS      | 638612101 | 65     | 1852    | DEFINED |
| NATIONWIDE HEALTH PROPERTIES INC   | REAL EST INV TR | 638620104 | 392    | 18900   | DEFINED |
| NAVIGANT CONSULTING INC            | COMMON SHS      | 63935N107 | 8343   | 379906  | DEFINED |
| NAVTEQ CORP                        | COMMON SHS      | 63936L100 | 46920  | 1316500 | DEFINED |
| NDCHEALTH CORP                     | COMMON SHS      | 639480102 | 820    | 51100   | DEFINED |
| NEIGHBORCARE INC                   | COMMON SHS      | 64015Y104 | 4790   | 188956  | DEFINED |
| NEIGHBORCARE INC                   | COMMON SHS      | 64015Y104 | 733    | 28900   | DEFINED |
| NEKTAR THERAPEUTIC                 | COMMON SHS      | 640268108 | 7139   | 493000  | DEFINED |
| NEKTAR THERAPEUTIC                 | COMMON SHS      | 640268108 | 10059  | 694700  | DEFINED |
| NEOSE TECHNOLOGIES INC             | COMMON SHS      | 640522108 | 2228   | 297100  | DEFINED |
| NETFLIX COM INC                    | COMMON SHS      | 64110L106 | 207    | 13400   | DEFINED |
| NETFLIX COM INC                    | COMMON SHS      | 64110L106 | 11765  | 763000  | DEFINED |
| NETIQ CORP                         | COMMON SHS      | 64115P102 | 17326  | 1619297 | DEFINED |
| NETIQ CORP                         | COMMON SHS      | 64115P102 | 21     | 2000    | DEFINED |
| NETIQ CORP                         | COMMON SHS      | 64115P102 | 21109  | 1972800 | DEFINED |
| NETWORK APPLIANCE INC              | COMMON SHS      | 64120L104 | 377    | 16400   | DEFINED |
| NETWORK APPLIANCE INC              | COMMON SHS      | 64120L104 | 93527  | 4066412 | DEFINED |
| NEUROCRINE BIOSCIENCES INC         | COMMON SHS      | 64125C109 | 1179   | 25000   | DEFINED |
| NEUROCRINE BIOSCIENCES INC         | COMMON SHS      | 64125C109 | 20967  | 444600  | DEFINED |
| NEW IRELAND FUND INC               | CLOSE END MUT F | 645673104 | 2255   | 135000  | DEFINED |
| NEW YORK MORTGAGE TRUST INC        | REAL EST INV TR | 649604105 | 19914  | 2129850 | DEFINED |
| NEW YORK TIMES CO                  | COMMON SHS      | 650111107 | 8574   | 219281  | DEFINED |

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

|                                   |                |           |        |           |         |
|-----------------------------------|----------------|-----------|--------|-----------|---------|
| NEW YORK TIMES CO                 | COMMON SHS     | 650111107 | 8109   | 207400    | DEFINED |
| NEWELL RUBBERMAID INC             | COMMON SHS     | 651229106 | 51     | 2540      | DEFINED |
| NEWELL RUBBERMAID INC             | COMMON SHS     | 651229106 | 715    | 35700     | DEFINED |
| NEWELL RUBBERMAID INC             | COMMON SHS     | 651229106 | 20     | 1010      | DEFINED |
| NEWELL RUBBERMAID INC             | COMMON SHS     | 651229106 | 6047   | 301764    | DEFINED |
| NEWELL RUBBERMAID INC             | COMMON SHS     | 651229106 | 608    | 30363     | DEFINED |
| NEWFIELD EXPLORATION COMPANY      | COMMON SHS     | 651290108 | 49     | 800       | DEFINED |
| NEWFIELD EXPLORATION COMPANY      | COMMON SHS     | 651290108 | 104897 | 1712881   | DEFINED |
| NEWMONT MINING CORP               | COMMON SHS     | 651639106 | 578677 | 12709794  | DEFINED |
| NEWMONT MINING CORP               | COMMON SHS     | 651639106 | 1808   | 39721     | DEFINED |
| NEWMONT MINING CORP               | COMMON SHS     | 651639106 | 41665  | 915114    | DEFINED |
| NEWPORT CORP                      | COMMON SHS     | 651824104 | 7769   | 677300    | DEFINED |
| NEWPORT CORP                      | COMMON SHS     | 651824104 | 34     | 3000      | DEFINED |
| NEWS CORP LTD                     | AMER DEP RECPT | 652487703 | 2068   | 62913     | DEFINED |
| NEWS CORP LTD                     | AMER DEP RECPT | 652487703 | 1348   | 41000     | DEFINED |
| NEWS CORP LTD                     | AMER DEP RECPT | 652487703 | 37883  | 1152500   | DEFINED |
| NEWS CORP LTD                     | AMER DEP RECPT | 652487703 | 5190   | 157900    | DEFINED |
| NEWS CORP LTD                     | DEP RCPT PFD   | 652487802 | 1437   | 45870     | DEFINED |
| NEWS CORP LTD                     | DEP RCPT PFD   | 652487802 | 79502  | 2537561   | DEFINED |
| NEWS CORP LTD                     | DEP RCPT PFD   | 652487802 | 7775   | 248159    | DEFINED |
| NEWS CORP LTD                     | DEP RCPT PFD   | 652487802 | 2134   | 68100     | DEFINED |
| NEXTERA ENTERPRISES INC           | COMMON SHS     | 65332E101 | 37     | 100875    | DEFINED |
| NEXTEL COMMUNICATIONS INC         | COMMON SHS     | 65332V103 | 809    | 33930     | DEFINED |
| NEXTEL COMMUNICATIONS INC         | COMMON SHS     | 65332V103 | 3798   | 159320    | DEFINED |
| NEXTEL COMMUNICATIONS INC         | COMMON SHS     | 65332V103 | 92864  | 3895303   | DEFINED |
| NEXTEL COMMUNICATIONS INC         | CONVERTIBLE BD | 65332VAY9 | 69086  | 69000000  | DEFINED |
| NEXTEL PARTNERS INC               | COMMON SHS     | 65333F107 | 5898   | 355710    | DEFINED |
| NEXEN INC                         | ORDINARY SHS   | 65334H102 | 172846 | 3276694   | DEFINED |
| NICOR INC                         | COMMON SHS     | 654086107 | 22     | 600       | DEFINED |
| NICOR INC                         | COMMON SHS     | 654086107 | 24846  | 677000    | DEFINED |
| NIKE INC                          | COMMON SHS     | 654106103 | 11595  | 147150    | DEFINED |
| NIKE INC                          | COMMON SHS     | 654106103 | 13135  | 166687    | DEFINED |
| NIKE INC                          | COMMON SHS     | 654106103 | 6      | 78        | DEFINED |
| NIPPON TELEGRAPH & TELEPHONE CORP | AMER DEP RECPT | 654624105 | 3024   | 151353    | DEFINED |
| NIPPON TELEGRAPH & TELEPHONE CORP | AMER DEP RECPT | 654624105 | 12077  | 604447    | DEFINED |
| NIPPON TELEGRAPH & TELEPHONE CORP | AMER DEP RECPT | 654624105 | 11991  | 600164    | DEFINED |
| NIPPON TELEGRAPH & TELEPHONE CORP | AMER DEP RECPT | 654624105 | 169    | 8445      | DEFINED |
| NIPPON TELEGRAPH & TELEPHONE CORP | AMER DEP RECPT | 654624105 | 51     | 2575      | DEFINED |
| NISOURCE INC                      | COMMON SHS     | 65473P105 | 5920   | 281787    | DEFINED |
| NISOURCE INC                      | COMMON SHS     | 65473P105 | 290    | 13803     | DEFINED |
| NISOURCE INC                      | COMMON SHS     | 65473P105 | 239197 | 11384899  | DEFINED |
| NOKIA CORP                        | AMER DEP RECPT | 654902204 | 314    | 22900     | DEFINED |
| NOKIA CORP                        | AMER DEP RECPT | 654902204 | 2338   | 170397    | DEFINED |
| NOKIA CORP                        | AMER DEP RECPT | 654902204 | 18661  | 1360162   | DEFINED |
| NOKIA CORP                        | AMER DEP RECPT | 654902204 | 73494  | 5356709   | DEFINED |
| NOBLE ENERGY INC                  | COMMON SHS     | 655044105 | 35     | 600       | DEFINED |
| NOBLE ENERGY INC                  | COMMON SHS     | 655044105 | 3582   | 61500     | DEFINED |
| RELIANT ENERGY RESOURCES          | CONVERTIBLE BD | 655419AC3 | 10     | 10000     | DEFINED |
| NORANDA INC                       | ORDINARY SHS   | 655422103 | 131050 | 5956800   | DEFINED |
| NORANDA INC                       | ORDINARY SHS   | 655422103 | 47     | 2147      | DEFINED |
| NORANDA INC                       | COMMON SHS     | 655422103 | 84     | 4800      | DEFINED |
| NORDSTROM INC                     | COMMON SHS     | 655664100 | 1423   | 37206     | DEFINED |
| NORDSTROM INC                     | COMMON SHS     | 655664100 | 1      | 37        | DEFINED |
| NORFOLK SOUTHERN CORP             | COMMON SHS     | 655844108 | 40405  | 1358600   | DEFINED |
| NORFOLK SOUTHERN CORP             | COMMON SHS     | 655844108 | 3838   | 129044    | DEFINED |
| NORSK HYDRO ASA                   | AMER DEP RECPT | 656531605 | 18189  | 248351    | DEFINED |
| NORSK HYDRO ASA                   | AMER DEP RECPT | 656531605 | 44     | 600       | DEFINED |
| NORTEL NETWORKS CORP              | ORDINARY SHS   | 656568102 | 17     | 4070      | DEFINED |
| NORTEL NETWORKS CORP              | COMMON SHS     | 656568102 | 204    | 59876     | DEFINED |
| NORTEL NETWORKS CORP              | CONVERTIBLE BD | 656568AB8 | 216989 | 223700000 | DEFINED |
| NORTH AMERICAN PALLADIUM LTD      | ORDINARY SHS   | 656912102 | 5266   | 501500    | DEFINED |
| NORTH EUROPEAN OIL ROYALTY TRUST  | COMMON SHS     | 659310106 | 307    | 13000     | DEFINED |

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

|  |                 |           |        |          |         |
|--|-----------------|-----------|--------|----------|---------|
| NORTH FORK BANCORP INC                 | COMMON SHS      | 659424105 | 5773   | 129870   | DEFINED |
| NORTHEAST UTILITIES                    | COMMON SHS      | 664397106 | 33933  | 1750000  | DEFINED |
| NORTHEAST UTILITIES                    | COMMON SHS      | 664397106 | 76     | 3900     | DEFINED |
| NORTHERN TRUST CORP                    | COMMON SHS      | 665859104 | 553    | 13563    | DEFINED |
| NORTHGATE MINERALS CORP                | ORDINARY SHS    | 666416102 | 3120   | 1300000  | DEFINED |
| NORTHROP GRUMMAN CORP                  | COMMON SHS      | 666807102 | 175735 | 3295240  | DEFINED |
| NORTHROP GRUMMAN CORP                  | COMMON SHS      | 666807102 | 53330  | 1000000  | DEFINED |
| NORTHROP GRUMMAN CORP                  | COMMON SHS      | 666807102 | 13396  | 251186   | DEFINED |
| NORTHWEST AIRLINES CORP                | COMMON SHS      | 667280101 | 4105   | 500000   | DEFINED |
| NORTHWEST NATURAL GAS CO               | COMMON SHS      | 667655104 | 238    | 7500     | DEFINED |
| NORTHWEST PIPE COMPANY                 | COMMON SHS      | 667746101 | 5778   | 333000   | DEFINED |
| NOVA CHEMICALS CORP                    | COMMON SHS      | 66977W109 | 17110  | 442120   | DEFINED |
| NOVA CHEMICALS CORP                    | COMMON SHS      | 66977W109 | 20     | 520      | DEFINED |
| NOVA CHEMICALS CORP                    | COMMON SHS      | 66977W109 | 50037  | 1292945  | DEFINED |
| NOVARTIS AG                            | AMER DEP RECPT  | 66987V109 | 6324   | 135510   | DEFINED |
| NOVARTIS AG                            | AMER DEP RECPT  | 66987V109 | 5749   | 123179   | DEFINED |
| NOVARTIS AG                            | AMER DEP RECPT  | 66987V109 | 6627   | 142000   | DEFINED |
| NOVARTIS AG                            | AMER DEP RECPT  | 66987V109 | 1312   | 28117    | DEFINED |
| NUANCE COMMUNICATIONS INC              | COMMON SHS      | 669967101 | 6026   | 1417800  | DEFINED |
| NOVELLUS SYSTEMS INC                   | COMMON SHS      | 670008101 | 171    | 6435     | DEFINED |
| NOVELLUS SYSTEMS INC                   | COMMON SHS      | 670008101 | 2659   | 100000   | DEFINED |
| NU SKIN ENTERPRISES INC                | COMMON SHS      | 67018T105 | 6077   | 275000   | DEFINED |
| NSTAR                                  | COMMON SHS      | 67019E107 | 401    | 8160     | DEFINED |
| NSTAR                                  | COMMON SHS      | 67019E107 | 761    | 15500    | DEFINED |
| NUCOR CORP                             | COMMON SHS      | 670346105 | 143259 | 1567900  | DEFINED |
| NUCOR CORP                             | COMMON SHS      | 670346105 | 257    | 2810     | DEFINED |
| NUCOR CORP                             | COMMON SHS      | 670346105 | 5654   | 61880    | DEFINED |
| NUVEEN PREMIUM INCOME MUNICIPAL FUND 4 | CLOSE END MUT F | 6706K4105 | 315    | 25000    | DEFINED |
| NUVELO INC                             | COMMON SHS      | 67072M301 | 6385   | 646265   | DEFINED |
| OM GROUP INC                           | COMMON SHS      | 670872100 | 219    | 6000     | DEFINED |
| NUVEEN NEW JERSEY PREMIUM INCOME MUNIC | CLOSE END MUT F | 67101N106 | 196    | 12598    | DEFINED |
| OSI PHARMACEUTICALS INC                | COMMON SHS      | 671040103 | 1      | 11       | DEFINED |
| OSI PHARMACEUTICALS INC                | COMMON SHS      | 671040103 | 119176 | 1939077  | DEFINED |
| OCCIDENTAL PETROLEUM CORP              | COMMON SHS      | 674599105 | 2517   | 45000    | DEFINED |
| OCCIDENTAL PETROLEUM CORP              | COMMON SHS      | 674599105 | 344    | 6150     | DEFINED |
| OCCIDENTAL PETROLEUM CORP              | COMMON SHS      | 674599105 | 5850   | 104600   | DEFINED |
| OFFICE DEPOT INC                       | COMMON SHS      | 676220106 | 2      | 165      | DEFINED |
| OFFICE DEPOT INC                       | COMMON SHS      | 676220106 | 1040   | 69200    | DEFINED |
| OFFICEMAX INCORPRATED                  | COMMON SHS      | 67622P101 | 74     | 2220     | DEFINED |
| OFFICEMAX INCORPRATED                  | COMMON SHS      | 67622P101 | 11558  | 347310   | DEFINED |
| OFFICEMAX INCORPRATED                  | COMMON SHS      | 67622P101 | 11433  | 343554   | DEFINED |
| OFFICEMAX INCORPRATED                  | COMMON SHS      | 67622P101 | 743    | 22332    | DEFINED |
| OFFICEMAX INCORPRATED                  | COMMON SHS      | 67622P101 | 364    | 10950    | DEFINED |
| OFFICEMAX INCORPRATED                  | COMMON SHS      | 67622P101 | 12280  | 368990   | DEFINED |
| OFFSHORE LOGISTICS INC                 | COMMON SHS      | 676255102 | 42161  | 1224900  | DEFINED |
| OFFSHORE LOGISTICS INC                 | COMMON SHS      | 676255102 | 13     | 386      | DEFINED |
| OFFSHORE LOGISTICS INC                 | COMMON SHS      | 676255102 | 549    | 15950    | DEFINED |
| OIL STATES INTERNATIONAL INC           | COMMON SHS      | 678026105 | 10332  | 552500   | DEFINED |
| OIL STATES INTERNATIONAL INC           | COMMON SHS      | 678026105 | 11960  | 639597   | DEFINED |
| OIL STATES INTERNATIONAL INC           | COMMON SHS      | 678026105 | 25211  | 1348200  | DEFINED |
| OLD REPUBLIC INTERNATIONAL CORP        | COMMON SHS      | 680223104 | 200589 | 8013950  | DEFINED |
| OLD REPUBLIC INTERNATIONAL CORP        | COMMON SHS      | 680223104 | 327032 | 13065616 | DEFINED |
| OLD REPUBLIC INTERNATIONAL CORP        | COMMON SHS      | 680223104 | 2741   | 109497   | DEFINED |
| OLD REPUBLIC INTERNATIONAL CORP        | COMMON SHS      | 680223104 | 75     | 3000     | DEFINED |
| OLD REPUBLIC INTERNATIONAL CORP        | COMMON SHS      | 680223104 | 39885  | 1593476  | DEFINED |
| OMNICARE INC                           | COMMON SHS      | 681904108 | 190    | 6700     | DEFINED |
| OMNICARE INC                           | COMMON SHS      | 681904108 | 854    | 30100    | DEFINED |
| OMNICOM GROUP INC                      | COMMON SHS      | 681919106 | 90385  | 1237135  | DEFINED |
| OMNICOM GROUP INC                      | COMMON SHS      | 681919106 | 962    | 13166    | DEFINED |
| OMNIVISION TECHNOLOGIES INC            | COMMON SHS      | 682128103 | 11399  | 805600   | DEFINED |
| OMNIVISION TECHNOLOGIES INC            | COMMON SHS      | 682128103 | 6      | 400      | DEFINED |
| OMNIVISION TECHNOLOGIES INC            | COMMON SHS      | 682128103 | 1746   | 123400   | DEFINED |

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

|                                |                 |           |        |         |         |
|--------------------------------|-----------------|-----------|--------|---------|---------|
| OMNICARE INC                   | PREFERRED       | 68214L201 | 500    | 10000   | DEFINED |
| ONEOK INC                      | COMMON SHS      | 682680103 | 86     | 3300    | DEFINED |
| ONEOK INC                      | COMMON SHS      | 682680103 | 142311 | 5469300 | DEFINED |
| ONYX PHARMACEUTICALS INC       | COMMON SHS      | 683399109 | 4598   | 106900  | DEFINED |
| VIMPEL COMMUNICATIONS          | AMER DEP RECPT  | 68370R109 | 25400  | 233460  | DEFINED |
| ORACLE CORP                    | COMMON SHS      | 68389X105 | 0      | 40      | DEFINED |
| ORACLE CORP                    | COMMON SHS      | 68389X105 | 5640   | 500000  | DEFINED |
| ORACLE CORP                    | COMMON SHS      | 68389X105 | 12379  | 1097442 | DEFINED |
| ORACLE CORP                    | COMMON SHS      | 68389X105 | 3393   | 300819  | DEFINED |
| ORBITZ INC                     | COMMON SHS      | 68556Y100 | 22304  | 820000  | DEFINED |
| ORBITZ INC                     | COMMON SHS      | 68556Y100 | 11250  | 413600  | DEFINED |
| OSHKOSH B'GOSH INC             | COMMON SHS      | 688222207 | 7131   | 353000  | DEFINED |
| OSHKOSH TRUCK CORP             | COMMON SHS      | 688239201 | 27389  | 480000  | DEFINED |
| OSHKOSH TRUCK CORP             | COMMON SHS      | 688239201 | 342    | 6000    | DEFINED |
| OSHKOSH TRUCK CORP             | COMMON SHS      | 688239201 | 69180  | 1212400 | DEFINED |
| OUTBACK STEAKHOUSE INC         | COMMON SHS      | 689899102 | 374    | 9000    | DEFINED |
| OUTBACK STEAKHOUSE INC         | COMMON SHS      | 689899102 | 187    | 4500    | DEFINED |
| OVERLAND STORAGE INC           | COMMON SHS      | 690310107 | 12324  | 880900  | DEFINED |
| OVERNITE CORP                  | COMMON SHS      | 690322102 | 110    | 3500    | DEFINED |
| OVERNITE CORP                  | COMMON SHS      | 690322102 | 4457   | 141800  | DEFINED |
| OVERSEAS SHIPHOLDING GROUP INC | COMMON SHS      | 690368105 | 67550  | 1360800 | DEFINED |
| OWENS & MINOR INC              | COMMON SHS      | 690732102 | 12054  | 474564  | DEFINED |
| OWENS & MINOR INC              | COMMON SHS      | 690732102 | 183    | 7200    | DEFINED |
| PG&E CORP                      | COMMON SHS      | 69331C108 | 10     | 327     | DEFINED |
| PG&E CORP                      | COMMON SHS      | 69331C108 | 30402  | 1000060 | DEFINED |
| PMC-SIERRA INC                 | COMMON SHS      | 69344F106 | 89     | 10100   | DEFINED |
| PMI GROUP INC                  | COMMON SHS      | 69344M101 | 51800  | 1276500 | DEFINED |
| PMI GROUP INC                  | COMMON SHS      | 69344M101 | 13     | 325     | DEFINED |
| PMI GROUP INC                  | COMMON SHS      | 69344M101 | 11526  | 284030  | DEFINED |
| PNC FINANCIAL SERVICES GROUP   | COMMON SHS      | 693475105 | 4782   | 88400   | DEFINED |
| PNC FINANCIAL SERVICES GROUP   | COMMON SHS      | 693475105 | 3160   | 58418   | DEFINED |
| POSCO                          | AMER DEP RECPT  | 693483109 | 8606   | 227364  | DEFINED |
| POSCO                          | AMER DEP RECPT  | 693483109 | 45105  | 1191680 | DEFINED |
| POSCO                          | AMER DEP RECPT  | 693483109 | 8828   | 233245  | DEFINED |
| POSCO                          | AMER DEP RECPT  | 693483109 | 9041   | 238860  | DEFINED |
| POSCO                          | AMER DEP RECPT  | 693483109 | 11     | 300     | DEFINED |
| PNM RESOURCES INC              | COMMON SHS      | 69349H107 | 41943  | 1863300 | DEFINED |
| PNM RESOURCES INC              | COMMON SHS      | 69349H107 | 186    | 8250    | DEFINED |
| PPG INDUSTRIES INC             | COMMON SHS      | 693506107 | 89     | 1450    | DEFINED |
| PPG INDUSTRIES INC             | COMMON SHS      | 693506107 | 2849   | 46490   | DEFINED |
| PPL CORP                       | COMMON SHS      | 69351T106 | 1337   | 28341   | DEFINED |
| PPL CORP                       | COMMON SHS      | 69351T106 | 187    | 3971    | DEFINED |
| PPL CORP                       | COMMON SHS      | 69351T106 | 204917 | 4343300 | DEFINED |
| PRG-SCHULTZ INTERNATIONAL INC  | COMMON SHS      | 69357C107 | 5466   | 952195  | DEFINED |
| PRG-SCHULTZ INTERNATIONAL INC  | COMMON SHS      | 69357C107 | 17389  | 3029500 | DEFINED |
| PS BUSINESS PARKS INC          | REAL EST INV TR | 69360J107 | 191    | 4800    | DEFINED |
| PS BUSINESS PARKS INC          | REAL EST INV TR | 69360J107 | 399    | 10000   | DEFINED |
| PS BUSINESS PARKS INC          | REAL EST INV TR | 69360J107 | 30916  | 775800  | DEFINED |
| PACCAR INC                     | COMMON SHS      | 693718108 | 244    | 3525    | DEFINED |
| PACCAR INC                     | COMMON SHS      | 693718108 | 25210  | 364731  | DEFINED |
| PACER INTERNATIONAL INC        | COMMON SHS      | 69373H106 | 11626  | 708881  | DEFINED |
| PACER INTERNATIONAL INC        | COMMON SHS      | 69373H106 | 16     | 1000    | DEFINED |
| PACIFIC CAPITAL BANCORP        | COMMON SHS      | 69404P101 | 383    | 12959   | DEFINED |
| PACIFICARE HEALTH SYSTEMS INC  | COMMON SHS      | 695112102 | 1512   | 41200   | DEFINED |
| PACIFICARE HEALTH SYSTEMS INC  | CONVERTIBLE BD  | 695112AG7 | 3733   | 2000000 | DEFINED |
| PACTIV CORP                    | COMMON SHS      | 695257105 | 63     | 2694    | DEFINED |
| PACTIV CORP                    | COMMON SHS      | 695257105 | 44220  | 1901945 | DEFINED |
| PACTIV CORP                    | COMMON SHS      | 695257105 | 32     | 1370    | DEFINED |
| PACTIV CORP                    | COMMON SHS      | 695257105 | 31     | 1321    | DEFINED |
| PALL CORP                      | COMMON SHS      | 696429307 | 610    | 24919   | DEFINED |
| PALL CORP                      | COMMON SHS      | 696429307 | 12240  | 500000  | DEFINED |
| PALL CORP                      | COMMON SHS      | 696429307 | 524    | 21423   | DEFINED |

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

|                                      |                 |           |        |         |         |
|--------------------------------------|-----------------|-----------|--------|---------|---------|
| PALL CORP                            | COMMON SHS      | 696429307 | 171372 | 7000504 | DEFINED |
| PANERA BREAD CO                      | COMMON SHS      | 69840W108 | 20429  | 544200  | DEFINED |
| PARAMETRIC TECHNOLOGY CORP           | COMMON SHS      | 699173100 | 10021  | 1897991 | DEFINED |
| PAREXEL INTERNATIONAL CORP           | COMMON SHS      | 699462107 | 11319  | 577481  | DEFINED |
| PAREXEL INTERNATIONAL CORP           | COMMON SHS      | 699462107 | 17987  | 917700  | DEFINED |
| PARKER HANNIFIN CORP                 | COMMON SHS      | 701094104 | 1      | 15      | DEFINED |
| PARKER HANNIFIN CORP                 | COMMON SHS      | 701094104 | 484    | 8221    | DEFINED |
| PARKWAY PROPERTIES INC               | REAL EST INV TR | 70159Q104 | 77     | 1660    | DEFINED |
| PARKWAY PROPERTIES INC               | REAL EST INV TR | 70159Q104 | 14167  | 305000  | DEFINED |
| PATTERSON COS INC                    | COMMON SHS      | 703395103 | 6721   | 87790   | DEFINED |
| PATTERSON UTI ENERGY INC             | COMMON SHS      | 703481101 | 42     | 2200    | DEFINED |
| PATTERSON UTI ENERGY INC             | COMMON SHS      | 703481101 | 23191  | 1216085 | DEFINED |
| PAYCHEX INC                          | COMMON SHS      | 704326107 | 625    | 20730   | DEFINED |
| PAYCHEX INC                          | COMMON SHS      | 704326107 | 17306  | 574012  | DEFINED |
| PAYCHEX INC                          | COMMON SHS      | 704326107 | 113242 | 3755945 | DEFINED |
| PEABODY ENERGY CORP                  | COMMON SHS      | 704549104 | 112217 | 1886000 | DEFINED |
| PEABODY ENERGY CORP                  | COMMON SHS      | 704549104 | 8523   | 143250  | DEFINED |
| PEABODY ENERGY CORP                  | COMMON SHS      | 704549104 | 126759 | 2130405 | DEFINED |
| PEDIATRIX MEDICAL GROUP INC          | COMMON SHS      | 705324101 | 15768  | 287475  | DEFINED |
| PEDIATRIX MEDICAL GROUP INC          | COMMON SHS      | 705324101 | 104    | 1900    | DEFINED |
| PENN AMERICA GROUP INC               | COMMON SHS      | 707247102 | 3811   | 280000  | DEFINED |
| PENN NATIONAL GAMING INC             | COMMON SHS      | 707569109 | 33152  | 820595  | DEFINED |
| PENN TRAFFIC CO                      | COMMON SHS      | 707832200 | 19     | 389598  | DEFINED |
| PENN VIRGINIA RESOURCES PARTNERS LP  | LTD PARTNERSHIP | 707884102 | 404    | 10100   | DEFINED |
| PENNEY JC CO INC                     | COMMON SHS      | 708160106 | 1681   | 47634   | DEFINED |
| PENTAIR INC                          | COMMON SHS      | 709631105 | 45268  | 1296700 | DEFINED |
| PEOPLES BANCORP INC                  | COMMON SHS      | 709789101 | 21749  | 826347  | DEFINED |
| PEOPLES BANCORP INC                  | COMMON SHS      | 709789101 | 71     | 2700    | DEFINED |
| PEOPLES ENERGY CORP                  | COMMON SHS      | 711030106 | 265    | 6349    | DEFINED |
| PEOPLES FINANCIAL CORP               | COMMON SHS      | 71103B102 | 191    | 10752   | DEFINED |
| PEOPLESOFT INC                       | COMMON SHS      | 712713106 | 3906   | 196795  | DEFINED |
| PEOPLESOFT INC                       | COMMON SHS      | 712713106 | 21128  | 1064375 | DEFINED |
| PEP BOYS-MANNY MOE & JACK            | COMMON SHS      | 713278109 | 907    | 64800   | DEFINED |
| PEP BOYS-MANNY MOE & JACK            | COMMON SHS      | 713278109 | 11     | 800     | DEFINED |
| PEPCO HOLDINGS INC                   | COMMON SHS      | 713291102 | 64     | 3200    | DEFINED |
| PEPCO HOLDINGS INC                   | COMMON SHS      | 713291102 | 271    | 13600   | DEFINED |
| PEPCO HOLDINGS INC                   | COMMON SHS      | 713291102 | 1990   | 99999   | DEFINED |
| PEPCO HOLDINGS INC                   | COMMON SHS      | 713291102 | 681    | 34240   | DEFINED |
| PEPCO HOLDINGS INC                   | COMMON SHS      | 713291102 | 98     | 4931    | DEFINED |
| PEPCO HOLDINGS INC                   | COMMON SHS      | 713291102 | 161459 | 8113500 | DEFINED |
| PEPSIAMERICAS INC                    | COMMON SHS      | 71343P200 | 476    | 24900   | DEFINED |
| PEPSICO INC                          | COMMON SHS      | 713448108 | 362    | 7446    | DEFINED |
| PEPSICO INC                          | COMMON SHS      | 713448108 | 15     | 300     | DEFINED |
| PEPSICO INC                          | COMMON SHS      | 713448108 | 95672  | 1966531 | DEFINED |
| PEPSICO INC                          | COMMON SHS      | 713448108 | 5865   | 120545  | DEFINED |
| PERFORMANCE FOOD GROUP CO            | COMMON SHS      | 713755106 | 239    | 10100   | DEFINED |
| PERFORMANCE FOOD GROUP CO            | COMMON SHS      | 713755106 | 6596   | 278300  | DEFINED |
| PERFORMANCE FOOD GROUP CO            | CONVERTIBLE BD  | 713755AA4 | 5706   | 5500000 | DEFINED |
| PERICOM SEMICONDUCTOR CORP           | COMMON SHS      | 713831105 | 7      | 756     | DEFINED |
| PERICOM SEMICONDUCTOR CORP           | COMMON SHS      | 713831105 | 9868   | 1021505 | DEFINED |
| PERKINELMER INC                      | COMMON SHS      | 714046109 | 519    | 30112   | DEFINED |
| PETRO-CANADA                         | ORDINARY SHS    | 71644E102 | 172848 | 2629267 | DEFINED |
| PETROCHINA CO LTD                    | AMER DEP RECPT  | 71646E100 | 4400   | 81850   | DEFINED |
| PETROCHINA CO LTD                    | AMER DEP RECPT  | 71646E100 | 6113   | 113700  | DEFINED |
| PETROBRAS ENERGIA PARTICIPACIONES SA | AMER DEP RECPT  | 71646M102 | 2374   | 216034  | DEFINED |
| PETROLEUM & RESOURCES CORP           | CLOSE END MUT F | 716549100 | 3951   | 150000  | DEFINED |
| PETROLEUM & RESOURCES CORP           | CLOSE END MUT F | 716549100 | 86     | 3254    | DEFINED |
| PETROLEO BRASILEIRO SA (PETROBRAS)   | DEP RCPT PFD    | 71654V101 | 49160  | 1540100 | DEFINED |
| PETROLEO BRASILEIRO SA (PETROBRAS)   | DEP RCPT PFD    | 71654V101 | 37     | 1170    | DEFINED |
| PETROLEO BRASILEIRO SA (PETROBRAS)   | DEP RCPT PFD    | 71654V101 | 901    | 28240   | DEFINED |
| PETROLEO BRASILEIRO SA (PETROBRAS)   | DEP RCPT PFD    | 71654V101 | 87     | 2727    | DEFINED |
| PETROLEO BRASILEIRO SA (PETROBRAS)   | DEP RCPT PFD    | 71654V101 | 1972   | 61780   | DEFINED |

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

|  |                 |           |        |          |         |
|--|-----------------|-----------|--------|----------|---------|
| PETROLEO BRASILEIRO SA (PETROBRAS)     | AMER DEP RECPT  | 71654V408 | 10289  | 291900   | DEFINED |
| PETROLEO BRASILEIRO SA (PETROBRAS)     | AMER DEP RECPT  | 71654V408 | 57563  | 1633000  | DEFINED |
| PETROLEUM HELICOPTERS INC              | COMMON SHS      | 716604103 | 2149   | 95100    | DEFINED |
| PETROLEUM HELICOPTERS INC              | COMMON SHS      | 716604202 | 5020   | 230000   | DEFINED |
| PETROQUEST ENERGY INC                  | COMMON SHS      | 716748108 | 5246   | 1010708  | DEFINED |
| PETSMART INC                           | COMMON SHS      | 716768106 | 48454  | 1706725  | DEFINED |
| PFIZER INC                             | COMMON SHS      | 717081103 | 20638  | 674434   | DEFINED |
| PFIZER INC                             | COMMON SHS      | 717081103 | 323691 | 10578139 | DEFINED |
| PFIZER INC                             | COMMON SHS      | 717081103 | 14237  | 465266   | DEFINED |
| PFIZER INC                             | COMMON SHS      | 717081103 | 3360   | 109798   | DEFINED |
| PFIZER INC                             | COMMON SHS      | 717081103 | 136660 | 4466000  | DEFINED |
| PFIZER INC                             | COMMON SHS      | 717081103 | 3874   | 126608   | DEFINED |
| PFIZER INC                             | COMMON SHS      | 717081103 | 61200  | 2000000  | DEFINED |
| PFIZER INC                             | COMMON SHS      | 717081103 | 24578  | 803217   | DEFINED |
| PFIZER INC                             | COMMON SHS      | 717081103 | 191270 | 6250656  | DEFINED |
| PFIZER INC                             | COMMON SHS      | 717081103 | 548774 | 17933790 | DEFINED |
| PHARMACEUTICAL PRODUCT DEVELOPMENT INC | COMMON SHS      | 717124101 | 17982  | 499500   | DEFINED |
| PHARMACEUTICAL PRODUCT DEVELOPMENT INC | COMMON SHS      | 717124101 | 25442  | 706724   | DEFINED |
| PHARMACEUTICAL PRODUCT DEVELOPMENT INC | COMMON SHS      | 717124101 | 83     | 2300     | DEFINED |
| PHARMACEUTICAL PRODUCT DEVELOPMENT INC | COMMON SHS      | 717124101 | 84355  | 2343200  | DEFINED |
| PHARMION CORP                          | COMMON SHS      | 71715B409 | 2326   | 45000    | DEFINED |
| PHARMION CORP                          | COMMON SHS      | 71715B409 | 88     | 1700     | DEFINED |
| PHARMION CORP                          | COMMON SHS      | 71715B409 | 33923  | 656200   | DEFINED |
| PHASE FORWARD INC                      | COMMON SHS      | 71721R406 | 3922   | 474800   | DEFINED |
| PHELPS DODGE CORP                      | COMMON SHS      | 717265102 | 675    | 7339     | DEFINED |
| PHILIPPINE LONG DISTANCE TELEPHONE CO  | AMER DEP RECPT  | 718252604 | 2796   | 111643   | DEFINED |
| PHILIPPINE LONG DISTANCE TELEPHONE CO  | AMER DEP RECPT  | 718252604 | 314    | 12530    | DEFINED |
| PHILIPPINE LONG DISTANCE TELEPHONE CO  | AMER DEP RECPT  | 718252604 | 3327   | 132850   | DEFINED |
| PHILIPPINE LONG DISTANCE TELEPHONE CO  | AMER DEP RECPT  | 718252604 | 22048  | 880525   | DEFINED |
| PHILIPPINE LONG DISTANCE TELEPHONE CO  | CONVERT PREF    | 718252703 | 15     | 300      | DEFINED |
| PHILIPPINE LONG DISTANCE TELEPHONE CO  | CONVERT PREF    | 718252703 | 1864   | 37300    | DEFINED |
| PHOTON DYNAMICS INC                    | COMMON SHS      | 719364101 | 152    | 7500     | DEFINED |
| PHOTON DYNAMICS INC                    | COMMON SHS      | 719364101 | 10197  | 502300   | DEFINED |
| PIER 1 IMPORTS INC                     | COMMON SHS      | 720279108 | 14665  | 811100   | DEFINED |
| PIER 1 IMPORTS INC                     | COMMON SHS      | 720279108 | 24099  | 1332900  | DEFINED |
| PINNACLE WEST CAPITAL CORP             | COMMON SHS      | 723484101 | 1258   | 30305    | DEFINED |
| PINNACLE WEST CAPITAL CORP             | COMMON SHS      | 723484101 | 2023   | 48737    | DEFINED |
| PINNACLE WEST CAPITAL CORP             | COMMON SHS      | 723484101 | 87     | 2100     | DEFINED |
| PINNACLE WEST CAPITAL CORP             | COMMON SHS      | 723484101 | 103256 | 2488100  | DEFINED |
| PIONEER NATURAL RESOURCES CO           | COMMON SHS      | 723787107 | 5517   | 160000   | DEFINED |
| PIONEER NATURAL RESOURCES CO           | COMMON SHS      | 723787107 | 2103   | 61000    | DEFINED |
| PIPER JAFFRAY COMPANIES INC            | COMMON SHS      | 724078100 | 677    | 17091    | DEFINED |
| PIPER JAFFRAY COMPANIES INC            | COMMON SHS      | 724078100 | 5      | 128      | DEFINED |
| PIPER JAFFRAY COMPANIES INC            | COMMON SHS      | 724078100 | 9302   | 234959   | DEFINED |
| PIPER JAFFRAY COMPANIES INC            | COMMON SHS      | 724078100 | 59     | 1500     | DEFINED |
| PITNEY BOWES INC                       | COMMON SHS      | 724479100 | 5255   | 119150   | DEFINED |
| PITNEY BOWES INC                       | COMMON SHS      | 724479100 | 2859   | 64820    | DEFINED |
| PITNEY BOWES INC                       | COMMON SHS      | 724479100 | 20013  | 453800   | DEFINED |
| PIXAR                                  | COMMON SHS      | 725811103 | 22     | 275      | DEFINED |
| PIXAR                                  | COMMON SHS      | 725811103 | 7890   | 100000   | DEFINED |
| PLACER DOME INC                        | ORDINARY SHS    | 725906101 | 16670  | 661500   | DEFINED |
| PLACER DOME INC                        | ORDINARY SHS    | 725906101 | 7      | 285      | DEFINED |
| PLACER DOME INC                        | COMMON SHS      | 725906101 | 337    | 16965    | DEFINED |
| PLACER DOME INC                        | COMMON SHS      | 725906101 | 56075  | 2820655  | DEFINED |
| PLACER SIERRA BANCSHARES               | COMMON SHS      | 726079106 | 420    | 20000    | DEFINED |
| PLUM CREEK TIMBER CO INC               | REAL EST INV TR | 729251108 | 19903  | 568169   | DEFINED |
| PLUM CREEK TIMBER CO INC               | REAL EST INV TR | 729251108 | 5416   | 154611   | DEFINED |
| POGO PRODUCING CO                      | COMMON SHS      | 730448107 | 712    | 15000    | DEFINED |
| POLARIS INDUSTRIES INC                 | COMMON SHS      | 731068102 | 100    | 1800     | DEFINED |
| POLARIS INDUSTRIES INC                 | COMMON SHS      | 731068102 | 3399   | 60900    | DEFINED |
| POLO RALPH LAUREN CORP                 | COMMON SHS      | 731572103 | 3092   | 85021    | DEFINED |
| POLYONE CORP                           | COMMON SHS      | 73179P106 | 10528  | 1400000  | DEFINED |

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

|                                      |                 |           |        |         |         |
|--------------------------------------|-----------------|-----------|--------|---------|---------|
| PORTUGAL TELECOM SGPS SA             | AMER DEP RECPT  | 737273102 | 79     | 7162    | DEFINED |
| PORTUGAL TELECOM SGPS SA             | AMER DEP RECPT  | 737273102 | 19000  | 1727292 | DEFINED |
| PORTUGAL TELECOM SGPS SA             | AMER DEP RECPT  | 737273102 | 77     | 6978    | DEFINED |
| PORTUGAL TELECOM SGPS SA             | AMER DEP RECPT  | 737273102 | 1811   | 164616  | DEFINED |
| POST PROPERTIES INC                  | REAL EST INV TR | 737464107 | 344    | 11500   | DEFINED |
| POTLATCH CORP                        | COMMON SHS      | 737628107 | 95240  | 2034600 | DEFINED |
| POTLATCH CORP                        | COMMON SHS      | 737628107 | 29     | 614     | DEFINED |
| POWELL INDUSTRIES INC                | COMMON SHS      | 739128106 | 3719   | 220700  | DEFINED |
| PRAXAIR INC                          | COMMON SHS      | 74005P104 | 135913 | 3180000 | DEFINED |
| PRAXAIR INC                          | COMMON SHS      | 74005P104 | 188    | 4400    | DEFINED |
| PRAXAIR INC                          | COMMON SHS      | 74005P104 | 11308  | 264579  | DEFINED |
| PREPAID LEGAL SERVICES INC           | COMMON SHS      | 740065107 | 213    | 8300    | DEFINED |
| PRECISION DRILLING CORP              | ORDINARY SHS    | 74022D100 | 25149  | 346263  | DEFINED |
| PRECISION DRILLING CORP              | ORDINARY SHS    | 74022D100 | 3991   | 54953   | DEFINED |
| PRECISION DRILLING CORP              | COMMON SHS      | 74022D100 | 1242   | 21600   | DEFINED |
| PREMIER FARNELL PLC                  | AMER DEP RECPT  | 74050U107 | 110    | 15500   | DEFINED |
| PRESIDENTIAL LIFE CORP               | COMMON SHS      | 740884101 | 12377  | 720440  | DEFINED |
| PRIDE INTERNATIONAL INC              | COMMON SHS      | 74153Q102 | 10435  | 527302  | DEFINED |
| PRIME HOSPITALITY CORP               | COMMON SHS      | 741917108 | 8553   | 702800  | DEFINED |
| PRINCIPAL FINANCIAL GROUP            | COMMON SHS      | 74251V102 | 23855  | 663200  | DEFINED |
| PRINCIPAL FINANCIAL GROUP            | COMMON SHS      | 74251V102 | 101    | 2795    | DEFINED |
| PRINTRONIX INC                       | COMMON SHS      | 742578107 | 1954   | 130000  | DEFINED |
| PROCTER & GAMBLE CO                  | COMMON SHS      | 742718109 | 272    | 5020    | DEFINED |
| PROCTER & GAMBLE CO                  | COMMON SHS      | 742718109 | 93454  | 1726800 | DEFINED |
| PROCTER & GAMBLE CO                  | COMMON SHS      | 742718109 | 2      | 45      | DEFINED |
| PROCTER & GAMBLE CO                  | COMMON SHS      | 742718109 | 20325  | 375550  | DEFINED |
| PROCTER & GAMBLE CO                  | COMMON SHS      | 742718109 | 84965  | 1569944 | DEFINED |
| PROCTER & GAMBLE CO                  | COMMON SHS      | 742718109 | 34773  | 642519  | DEFINED |
| PROGRESS ENERGY INC                  | COMMON SHS      | 743263105 | 3544   | 83710   | DEFINED |
| PROGRESS ENERGY INC                  | COMMON SHS      | 743263105 | 274829 | 6491000 | DEFINED |
| PROGRESSIVE CORP                     | COMMON SHS      | 743315103 | 208    | 2450    | DEFINED |
| PROLOGIS                             | REAL EST INV TR | 743410102 | 300    | 8509    | DEFINED |
| PROLOGIS                             | REAL EST INV TR | 743410102 | 1862   | 52845   | DEFINED |
| PROLOGIS                             | REAL EST INV TR | 743410102 | 50376  | 1429500 | DEFINED |
| PROSPERITY BANCSHARES INC            | COMMON SHS      | 743606105 | 4084   | 152837  | DEFINED |
| PROTECTIVE LIFE CORP                 | COMMON SHS      | 743674103 | 6384   | 162400  | DEFINED |
| PROTECTIVE LIFE CORP                 | COMMON SHS      | 743674103 | 83     | 2100    | DEFINED |
| PROTECTIVE LIFE CORP                 | COMMON SHS      | 743674103 | 3514   | 89400   | DEFINED |
| PROTEIN DESIGN LABS INC              | COMMON SHS      | 74369L103 | 1371   | 70000   | DEFINED |
| PROTEIN DESIGN LABS INC              | COMMON SHS      | 74369L103 | 53680  | 2741558 | DEFINED |
| PROTEIN DESIGN LABS INC              | CONVERTIBLE BD  | 74369LAD5 | 6373   | 5150000 | DEFINED |
| PROVIDENCE & WORCHESTER RAILROAD CO  | COMMON SHS      | 743737108 | 2259   | 205000  | DEFINED |
| PROVIDENCE SERVICE CORP              | COMMON SHS      | 743815102 | 465    | 24000   | DEFINED |
| PROVIDIAN FINANCIAL CORP             | COMMON SHS      | 74406A102 | 203    | 13050   | DEFINED |
| PROVIDIAN FINANCIAL CORP             | COMMON SHS      | 74406A102 | 97803  | 6293639 | DEFINED |
| PROVIDIAN FINANCIAL CORP             | CONVERTIBLE BD  | 74406AAC6 | 332    | 250000  | DEFINED |
| PROVIDIAN FINANCIAL CORP             | CONVERTIBLE BD  | 74406AAC6 | 3983   | 3000000 | DEFINED |
| PRUDENTIAL FINANCIAL INC             | COMMON SHS      | 744320102 | 68208  | 1450000 | DEFINED |
| PRUDENTIAL FINANCIAL INC             | COMMON SHS      | 744320102 | 134983 | 2869536 | DEFINED |
| PRUDENTIAL FINANCIAL INC             | COMMON SHS      | 744320102 | 183    | 3900    | DEFINED |
| PRUDENTIAL FINANCIAL INC             | COMMON SHS      | 744320102 | 732    | 15571   | DEFINED |
| PUBLIC SERVICE ENTERPRISE GROUP INC  | COMMON SHS      | 744573106 | 2771   | 65055   | DEFINED |
| PUBLIC SERVICE ENTERPRISE GROUP INC  | COMMON SHS      | 744573106 | 304654 | 7151500 | DEFINED |
| PUBLIC STORAGE INC                   | REAL EST INV TR | 74460D109 | 193    | 3895    | DEFINED |
| PUBLIC STORAGE INC                   | REAL EST INV TR | 74460D109 | 869    | 17542   | DEFINED |
| PUBLIC STORAGE INC                   | REAL EST INV TR | 74460D109 | 33085  | 667700  | DEFINED |
| PUGET ENERGY INC                     | COMMON SHS      | 745310102 | 61     | 2700    | DEFINED |
| PUGET ENERGY INC                     | COMMON SHS      | 745310102 | 144417 | 6362000 | DEFINED |
| PULTE HOMES INC                      | COMMON SHS      | 745867101 | 79781  | 1300000 | DEFINED |
| PUTNAM MUNICIPAL OPPORTUNITIES TRUST | CLOSE END MUT F | 746922103 | 381    | 30000   | DEFINED |
| QUALCOMM INC                         | COMMON SHS      | 747525103 | 493    | 12620   | DEFINED |
| QUALCOMM INC                         | COMMON SHS      | 747525103 | 78     | 2000    | DEFINED |



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

|                                    |                 |           |        |         |         |
|------------------------------------|-----------------|-----------|--------|---------|---------|
| QUALCOMM INC                       | COMMON SHS      | 747525103 | 26062  | 667569  | DEFINED |
| QUALCOMM INC                       | COMMON SHS      | 747525103 | 106556 | 2729404 | DEFINED |
| QUANEX CORP                        | COMMON SHS      | 747620102 | 10138  | 197700  | DEFINED |
| QUANEX CORP                        | COMMON SHS      | 747620102 | 67     | 1300    | DEFINED |
| QUEBECOR WORLD INC                 | ORDINARY SHS    | 748203106 | 5677   | 201300  | DEFINED |
| QUEBECOR WORLD INC                 | ORDINARY SHS    | 748203106 | 61075  | 2165788 | DEFINED |
| QUEBECOR WORLD INC                 | ORDINARY SHS    | 748203106 | 27766  | 984603  | DEFINED |
| QUEBECOR WORLD INC                 | COMMON SHS      | 748203106 | 10166  | 454233  | DEFINED |
| QUEBECOR WORLD INC                 | ORDINARY SHS    | 748203106 | 65888  | 2336458 | DEFINED |
| QUEST DIAGNOSTICS INC              | COMMON SHS      | 74834L100 | 18466  | 209313  | DEFINED |
| QUEST DIAGNOSTICS INC              | COMMON SHS      | 74834L100 | 22120  | 250740  | DEFINED |
| QUEST SOFTWARE INC                 | COMMON SHS      | 74834T103 | 7789   | 700413  | DEFINED |
| QUEST SOFTWARE INC                 | COMMON SHS      | 74834T103 | 40251  | 3619700 | DEFINED |
| QUESTAR CORP                       | COMMON SHS      | 748356102 | 831    | 18133   | DEFINED |
| QUIKSILVER INC                     | COMMON SHS      | 74838C106 | 28092  | 1105116 | DEFINED |
| QUINENCO SA                        | AMER DEP RECPT  | 748718103 | 1183   | 103803  | DEFINED |
| R.H. DONNELLEY CORP                | COMMON SHS      | 74955W307 | 17     | 340     | DEFINED |
| R.H. DONNELLEY CORP                | COMMON SHS      | 74955W307 | 251    | 5092    | DEFINED |
| RLI CORPORATION                    | COMMON SHS      | 749607107 | 61103  | 1627236 | DEFINED |
| RLI CORPORATION                    | COMMON SHS      | 749607107 | 214    | 5700    | DEFINED |
| RPM INTERNATIONAL INC              | COMMON SHS      | 749685103 | 21357  | 1210000 | DEFINED |
| RPM INTERNATIONAL INC              | COMMON SHS      | 749685103 | 14483  | 820581  | DEFINED |
| RPM INTERNATIONAL INC              | COMMON SHS      | 749685103 | 1487   | 84270   | DEFINED |
| RSA SECURITY INC                   | COMMON SHS      | 749719100 | 2168   | 112338  | DEFINED |
| RSA SECURITY INC                   | COMMON SHS      | 749719100 | 6955   | 360360  | DEFINED |
| RSA SECURITY INC                   | COMMON SHS      | 749719100 | 75563  | 3915200 | DEFINED |
| RTI INTERNATIONAL METALS INC       | COMMON SHS      | 74973W107 | 11000  | 567900  | DEFINED |
| RADIAN GROUP INC                   | COMMON SHS      | 750236101 | 34673  | 750000  | DEFINED |
| RADIAN GROUP INC                   | COMMON SHS      | 750236101 | 3329   | 72000   | DEFINED |
| RADIAN GROUP INC                   | COMMON SHS      | 750236101 | 351    | 7600    | DEFINED |
| RADIAN GROUP INC                   | COMMON SHS      | 750236101 | 3826   | 82754   | DEFINED |
| RADIATION THERAPY SERVICES INC     | COMMON SHS      | 750323206 | 2305   | 203222  | DEFINED |
| RADIO ONE INC                      | COMMON SHS      | 75040P108 | 27     | 1900    | DEFINED |
| RADIO ONE INC                      | COMMON SHS      | 75040P108 | 1015   | 71000   | DEFINED |
| RADIO ONE INC                      | COMMON SHS      | 75040P405 | 16080  | 1130000 | DEFINED |
| RAMCO-GERSHENSON PPTYS TR          | REAL EST INV TR | 751452202 | 112    | 4135    | DEFINED |
| RAMCO-GERSHENSON PPTYS TR          | REAL EST INV TR | 751452202 | 16264  | 600600  | DEFINED |
| RANDGOLD RESOURCES LTD             | AMER DEP RECPT  | 752344309 | 9846   | 997600  | DEFINED |
| RANDGOLD & EXPLORATION CO LTD      | AMER DEP RECPT  | 753009307 | 1768   | 834060  | DEFINED |
| RARE HOSPITALITY INTERNATIONAL INC | COMMON SHS      | 753820109 | 7121   | 267200  | DEFINED |
| RARE HOSPITALITY INTERNATIONAL INC | COMMON SHS      | 753820109 | 40     | 1500    | DEFINED |
| RAYTHEON CO                        | COMMON SHS      | 755111507 | 71     | 1870    | DEFINED |
| RAYTHEON CO                        | COMMON SHS      | 755111507 | 346181 | 9114821 | DEFINED |
| RAYTHEON CO                        | COMMON SHS      | 755111507 | 6157   | 162120  | DEFINED |
| RAYTHEON CO                        | COMMON SHS      | 755111507 | 4089   | 107657  | DEFINED |
| RAYTHEON CO                        | COMMON SHS      | 755111507 | 5196   | 136819  | DEFINED |
| RAYTHEON CO                        | COMMON SHS      | 755111507 | 22788  | 600000  | DEFINED |
| RAYTHEON CO                        | COMMON SHS      | 755111507 | 6221   | 163789  | DEFINED |
| RAYTHEON CO                        | COMMON SHS      | 755111507 | 33040  | 869930  | DEFINED |
| RECKSON ASSOCIATES REALTY CORP     | REAL EST INV TR | 75621K106 | 96     | 3325    | DEFINED |
| RECKSON ASSOCIATES REALTY CORP     | REAL EST INV TR | 75621K106 | 58     | 2000    | DEFINED |
| RECKSON ASSOCIATES REALTY CORP     | REAL EST INV TR | 75621K106 | 4022   | 139900  | DEFINED |
| RECKSON ASSOCIATES REALTY CORP     | CONVERT PREF    | 75621K205 | 34546  | 1309786 | DEFINED |
| RED HAT INC                        | COMMON SHS      | 756577102 | 20576  | 1681053 | DEFINED |
| RED ROBIN GOURMET BURGERS          | COMMON SHS      | 75689M101 | 437    | 10000   | DEFINED |
| RED ROBIN GOURMET BURGERS          | COMMON SHS      | 75689M101 | 8110   | 185700  | DEFINED |
| REED ELSEVIER NV                   | AMER DEP RECPT  | 758204101 | 16550  | 639013  | DEFINED |
| REED ELSEVIER NV                   | AMER DEP RECPT  | 758204101 | 8      | 300     | DEFINED |
| REED ELSEVIER PLC                  | AMER DEP RECPT  | 758205108 | 247    | 6949    | DEFINED |
| REGAL ENTERTAINMENT GROUP          | COMMON SHS      | 758766109 | 3373   | 176600  | DEFINED |
| REGENCY CENTERS CORP               | REAL EST INV TR | 758849103 | 150    | 3225    | DEFINED |
| REGENCY CENTERS CORP               | REAL EST INV TR | 758849103 | 311    | 6700    | DEFINED |

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

|                               |                 |           |        |         |         |
|-------------------------------|-----------------|-----------|--------|---------|---------|
| REGENCY CENTERS CORP          | REAL EST INV TR | 758849103 | 26499  | 570000  | DEFINED |
| REGENERATION TECHNOLOGIES INC | COMMON SHS      | 75886N100 | 685    | 85400   | DEFINED |
| REGIS CORP                    | COMMON SHS      | 758932107 | 314    | 7800    | DEFINED |
| REGIS CORP                    | COMMON SHS      | 758932107 | 15987  | 397500  | DEFINED |
| REHABCARE GROUP INC           | COMMON SHS      | 759148109 | 8117   | 352453  | DEFINED |
| REHABCARE GROUP INC           | COMMON SHS      | 759148109 | 17328  | 752400  | DEFINED |
| REGIONS FINANCIAL CORP        | COMMON SHS      | 7591EP100 | 8      | 232     | DEFINED |
| REGIONS FINANCIAL CORP        | COMMON SHS      | 7591EP100 | 695    | 21010   | DEFINED |
| RELIANCE STEEL & ALUMINUM CO  | COMMON SHS      | 759509102 | 63421  | 1597500 | DEFINED |
| RELIANCE STEEL & ALUMINUM CO  | COMMON SHS      | 759509102 | 13423  | 338100  | DEFINED |
| REPSOL YPF SA                 | AMER DEP RECPT  | 76026T205 | 18730  | 854484  | DEFINED |
| REPSOL YPF SA                 | AMER DEP RECPT  | 76026T205 | 19940  | 909678  | DEFINED |
| REPSOL YPF SA                 | AMER DEP RECPT  | 76026T205 | 155    | 7050    | DEFINED |
| REPUBLIC SERVICES INC         | COMMON SHS      | 760759100 | 186320 | 6260750 | DEFINED |
| REPUBLIC SERVICES INC         | COMMON SHS      | 760759100 | 173    | 5800    | DEFINED |
| RESEARCH IN MOTION LTD        | ORDINARY SHS    | 760975102 | 11     | 110     | DEFINED |
| RESEARCH IN MOTION LTD        | COMMON SHS      | 760975102 | 42     | 550     | DEFINED |
| RESEARCH IN MOTION LTD        | COMMON SHS      | 760975102 | 65187  | 853900  | DEFINED |
| RESMED INC                    | COMMON SHS      | 761152107 | 12876  | 270450  | DEFINED |
| RESMED INC                    | COMMON SHS      | 761152107 | 9632   | 202300  | DEFINED |
| RESOURCES CONNECTION INC      | COMMON SHS      | 76122Q105 | 13785  | 364869  | DEFINED |
| RESPIRONICS INC               | COMMON SHS      | 761230101 | 2656   | 49700   | DEFINED |
| RETEK INC                     | COMMON SHS      | 76128Q109 | 6010   | 1317900 | DEFINED |
| REUTERS GROUP PLC             | AMER DEP RECPT  | 76132M102 | 1146   | 33688   | DEFINED |
| REYNOLDS & REYNOLDS CO        | COMMON SHS      | 761695105 | 92434  | 3746800 | DEFINED |
| REYNOLDS & REYNOLDS CO        | COMMON SHS      | 761695105 | 44     | 1800    | DEFINED |
| REYNOLDS & REYNOLDS CO        | COMMON SHS      | 761695105 | 987    | 40016   | DEFINED |
| REYNOLDS AMERICAN INC         | COMMON SHS      | 761713106 | 403103 | 5924500 | DEFINED |
| RIGEL PHARMACEUTICALS INC     | COMMON SHS      | 766559603 | 1265   | 50000   | DEFINED |
| RIGEL PHARMACEUTICALS INC     | COMMON SHS      | 766559603 | 76     | 3000    | DEFINED |
| RIGEL PHARMACEUTICALS INC     | COMMON SHS      | 766559603 | 5068   | 200300  | DEFINED |
| RIO NARCEA GOLD MINES LTD     | ORDINARY SHS    | 766909105 | 27800  | 8881700 | DEFINED |
| RIO NARCEA GOLD MINES LTD     | ORDINARY SHS    | 766909105 | 3443   | 1100000 | DEFINED |
| RIO TINTO PLC                 | AMER DEP RECPT  | 767204100 | 201    | 1850    | DEFINED |
| RIO TINTO PLC                 | AMER DEP RECPT  | 767204100 | 1173   | 10800   | DEFINED |
| ROBERT HALF INTL INC          | COMMON SHS      | 770323103 | 461    | 17880   | DEFINED |
| ROBERT HALF INTL INC          | COMMON SHS      | 770323103 | 7731   | 300000  | DEFINED |
| ROBERT HALF INTL INC          | COMMON SHS      | 770323103 | 2020   | 78400   | DEFINED |
| ROBERT HALF INTL INC          | COMMON SHS      | 770323103 | 99992  | 3880177 | DEFINED |
| ROCKFORD CORP                 | COMMON SHS      | 77316P101 | 2162   | 575000  | DEFINED |
| ROCKWELL AUTOMATION INC       | COMMON SHS      | 773903109 | 4131   | 106734  | DEFINED |
| ROCKWELL AUTOMATION INC       | COMMON SHS      | 773903109 | 3870   | 100000  | DEFINED |
| ROCKWELL AUTOMATION INC       | COMMON SHS      | 773903109 | 33     | 850     | DEFINED |
| ROCKWELL AUTOMATION INC       | COMMON SHS      | 773903109 | 113786 | 2940217 | DEFINED |
| ROCKWELL COLLINS INC          | COMMON SHS      | 774341101 | 3714   | 100000  | DEFINED |
| ROCKWELL COLLINS INC          | COMMON SHS      | 774341101 | 32     | 875     | DEFINED |
| ROCKWELL COLLINS INC          | COMMON SHS      | 774341101 | 86978  | 2341900 | DEFINED |
| ROHM & HAAS CO                | COMMON SHS      | 775371107 | 1815   | 42249   | DEFINED |
| ROPER INDUSTRIES INC          | COMMON SHS      | 776696106 | 130566 | 2272300 | DEFINED |
| ROPER INDUSTRIES INC          | COMMON SHS      | 776696106 | 178    | 3100    | DEFINED |
| ROPER INDUSTRIES INC          | COMMON SHS      | 776696106 | 175    | 3038    | DEFINED |
| ROPER INDUSTRIES INC          | COMMON SHS      | 776696106 | 15146  | 263600  | DEFINED |
| ROSS STORES INC               | COMMON SHS      | 778296103 | 1694   | 72250   | DEFINED |
| ROSS STORES INC               | COMMON SHS      | 778296103 | 44379  | 1893300 | DEFINED |
| ROSTELECOM                    | AMER DEP RECPT  | 778529107 | 3470   | 256460  | DEFINED |
| ROUSE CO                      | REAL EST INV TR | 779273101 | 27615  | 412900  | DEFINED |
| ROUSE CO                      | REAL EST INV TR | 779273101 | 435    | 6505    | DEFINED |
| ROUSE CO                      | REAL EST INV TR | 779273101 | 94     | 1400    | DEFINED |
| ROUSE CO                      | REAL EST INV TR | 779273101 | 91746  | 1371800 | DEFINED |
| ROWAN COMPANIES INC           | COMMON SHS      | 779382100 | 14409  | 545800  | DEFINED |
| ROWAN COMPANIES INC           | COMMON SHS      | 779382100 | 69     | 2600    | DEFINED |
| ROWAN COMPANIES INC           | COMMON SHS      | 779382100 | 66443  | 2516791 | DEFINED |

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

|                                 |                 |           |        |           |         |
|---------------------------------|-----------------|-----------|--------|-----------|---------|
| ROYAL BANK OF CANADA            | ORDINARY SHS    | 780087102 | 875    | 14600     | DEFINED |
| ROYAL BANK OF CANADA            | ORDINARY SHS    | 780087102 | 197024 | 3286474   | DEFINED |
| ROYAL BANK OF CANADA            | COMMON SHS      | 780087102 | 204    | 4320      | DEFINED |
| ROYAL DUTCH PETROLEUM CO        | NEW YORK SHARES | 780257804 | 9520   | 184500    | DEFINED |
| ROYAL DUTCH PETROLEUM CO        | NEW YORK SHARES | 780257804 | 3115   | 60360     | DEFINED |
| ROYAL DUTCH PETROLEUM CO        | NEW YORK SHARES | 780257804 | 436    | 8450      | DEFINED |
| ROYAL DUTCH PETROLEUM CO        | NEW YORK SHARES | 780257804 | 14448  | 280000    | DEFINED |
| ROYAL DUTCH PETROLEUM CO        | NEW YORK SHARES | 780257804 | 44152  | 855659    | DEFINED |
| ROYAL DUTCH PETROLEUM CO        | NEW YORK SHARES | 780257804 | 349292 | 6769221   | DEFINED |
| KONINKLIJKE KPN NV              | AMER DEP RECPT  | 780641205 | 120    | 16000     | DEFINED |
| RUSS BERRIE & CO INC            | COMMON SHS      | 782233100 | 36036  | 1788400   | DEFINED |
| RUSSELL CORP                    | COMMON SHS      | 782352108 | 32358  | 1921500   | DEFINED |
| RYDER SYSTEMS INC               | COMMON SHS      | 783549108 | 11445  | 243307    | DEFINED |
| RYDER SYSTEMS INC               | COMMON SHS      | 783549108 | 9      | 200       | DEFINED |
| RYLAND GROUP INC                | COMMON SHS      | 783764103 | 4364   | 47100     | DEFINED |
| S & K FAMOUS BRANDS INC         | COMMON SHS      | 783774102 | 4074   | 260000    | DEFINED |
| SBC COMMUNICATIONS INC          | COMMON SHS      | 78387G103 | 30009  | 1156411   | DEFINED |
| SBC COMMUNICATIONS INC          | COMMON SHS      | 78387G103 | 64675  | 2492280   | DEFINED |
| SBC COMMUNICATIONS INC          | COMMON SHS      | 78387G103 | 18483  | 712240    | DEFINED |
| SBC COMMUNICATIONS INC          | COMMON SHS      | 78387G103 | 4993   | 192423    | DEFINED |
| SBC COMMUNICATIONS INC          | COMMON SHS      | 78387G103 | 9774   | 376665    | DEFINED |
| SBC COMMUNICATIONS INC          | COMMON SHS      | 78387G103 | 34653  | 1335384   | DEFINED |
| SBC COMMUNICATIONS INC          | COMMON SHS      | 78387G103 | 300380 | 11575347  | DEFINED |
| SBS TECHNOLOGIES INC            | COMMON SHS      | 78387P103 | 981    | 80400     | DEFINED |
| SCI SYSTEMS INC                 | CONVERTIBLE BD  | 783890AF3 | 101210 | 107100000 | DEFINED |
| SCP POOL CORP                   | COMMON SHS      | 784028102 | 198    | 7400      | DEFINED |
| SCP POOL CORP                   | COMMON SHS      | 784028102 | 40     | 1500      | DEFINED |
| SK TELECOM CO LTD               | AMER DEP RECPT  | 78440P108 | 9087   | 467200    | DEFINED |
| SK TELECOM CO LTD               | AMER DEP RECPT  | 78440P108 | 275507 | 14164890  | DEFINED |
| SK TELECOM CO LTD               | AMER DEP RECPT  | 78440P108 | 90175  | 4636227   | DEFINED |
| SK TELECOM CO LTD               | AMER DEP RECPT  | 78440P108 | 10877  | 559230    | DEFINED |
| SK TELECOM CO LTD               | AMER DEP RECPT  | 78440P108 | 21365  | 1098480   | DEFINED |
| SK TELECOM CO LTD               | AMER DEP RECPT  | 78440P108 | 831    | 42730     | DEFINED |
| SK TELECOM CO LTD               | AMER DEP RECPT  | 78440P108 | 48     | 2490      | DEFINED |
| SL GREEN REALTY CORP            | REAL EST INV TR | 78440X101 | 208    | 4015      | DEFINED |
| SL GREEN REALTY CORP            | REAL EST INV TR | 78440X101 | 38573  | 744500    | DEFINED |
| SLM CORP                        | COMMON SHS      | 78442P106 | 3128   | 70125     | DEFINED |
| S & P 500 DEPOSITORY RECEIPT    | OPEN END UT TR  | 78462F103 | 4137   | 37015     | DEFINED |
| S & P 500 DEPOSITORY RECEIPT    | OPEN END UT TR  | 78462F103 | 11176  | 100000    | DEFINED |
| SPSS INC                        | COMMON SHS      | 78462K102 | 4829   | 362262    | DEFINED |
| SPX CORP                        | COMMON SHS      | 784635104 | 135    | 3820      | DEFINED |
| SPX CORP                        | COMMON SHS      | 784635104 | 670    | 18925     | DEFINED |
| SR TELECOM INC                  | ORDINARY SHS    | 78464P208 | 274    | 101801    | DEFINED |
| SR TELECOM INC                  | ORDINARY SHS    | 78464P208 | 939    | 349169    | DEFINED |
| SABRE HOLDINGS CORP             | COMMON SHS      | 785905100 | 19624  | 800000    | DEFINED |
| SABRE HOLDINGS CORP             | COMMON SHS      | 785905100 | 6      | 238       | DEFINED |
| SAFETY INSURANCE GROUP INC      | COMMON SHS      | 78648T100 | 2112   | 95000     | DEFINED |
| SAFETY INSURANCE GROUP INC      | COMMON SHS      | 78648T100 | 15798  | 710680    | DEFINED |
| SAFeway INC                     | COMMON SHS      | 786514208 | 11     | 550       | DEFINED |
| SAFeway INC                     | COMMON SHS      | 786514208 | 473    | 24515     | DEFINED |
| ST JOE COMPANY                  | COMMON SHS      | 790148100 | 67628  | 1415700   | DEFINED |
| ST JOE COMPANY                  | COMMON SHS      | 790148100 | 70833  | 1482803   | DEFINED |
| ST JOE COMPANY                  | COMMON SHS      | 790148100 | 193    | 4050      | DEFINED |
| ST JOE COMPANY                  | COMMON SHS      | 790148100 | 220    | 4600      | DEFINED |
| ST JOE COMPANY                  | COMMON SHS      | 790148100 | 42993  | 900000    | DEFINED |
| ST JUDE MEDICAL INC             | COMMON SHS      | 790849103 | 617    | 8195      | DEFINED |
| ST JUDE MEDICAL INC             | COMMON SHS      | 790849103 | 4599   | 61100     | DEFINED |
| ST PAUL TRAVELERS COMPANIES INC | COMMON SHS      | 792860108 | 26646  | 806000    | DEFINED |
| ST PAUL TRAVELERS COMPANIES INC | COMMON SHS      | 792860108 | 191227 | 5784247   | DEFINED |
| ST PAUL TRAVELERS COMPANIES INC | COMMON SHS      | 792860108 | 5387   | 162943    | DEFINED |
| ST PAUL TRAVELERS COMPANIES INC | COMMON SHS      | 792860108 | 3969   | 120048    | DEFINED |
| ST PAUL TRAVELERS COMPANIES INC | COMMON SHS      | 792860108 | 22600  | 683600    | DEFINED |

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

|                                       |                |           |        |         |         |
|---------------------------------------|----------------|-----------|--------|---------|---------|
| ST PAUL TRAVELERS COMPANIES INC       | CONVERT PREF   | 792860306 | 2326   | 37905   | DEFINED |
| SAKS INC                              | COMMON SHS     | 79377W108 | 24201  | 2008400 | DEFINED |
| SALEM COMMUNICATIONS CORP             | COMMON SHS     | 794093104 | 550    | 21733   | DEFINED |
| SALESFORCE.COM INC                    | COMMON SHS     | 79466L302 | 63     | 4000    | DEFINED |
| SALESFORCE.COM INC                    | COMMON SHS     | 79466L302 | 1893   | 121100  | DEFINED |
| SALISBURY BANCORP INC                 | COMMON SHS     | 795226109 | 400    | 9310    | DEFINED |
| SALIX PHARMACEUTICALS LTD             | COMMON SHS     | 795435106 | 15193  | 705972  | DEFINED |
| SANDERS MORRIS HARRIS GROUP INC       | COMMON SHS     | 80000Q104 | 220    | 18215   | DEFINED |
| SANOFI-AVENTIS                        | AMER DEP RECPT | 80105N105 | 249    | 6813    | DEFINED |
| SANOFI-AVENTIS                        | AMER DEP RECPT | 80105N105 | 11134  | 304125  | DEFINED |
| SANOFI-AVENTIS                        | AMER DEP RECPT | 80105N105 | 88     | 2400    | DEFINED |
| SANOFI-AVENTIS                        | AMER DEP RECPT | 80105N204 | 728    | 19880   | DEFINED |
| SAP AG                                | AMER DEP RECPT | 803054204 | 1355   | 34779   | DEFINED |
| SAP AG                                | AMER DEP RECPT | 803054204 | 2507   | 64370   | DEFINED |
| SAP AG                                | AMER DEP RECPT | 803054204 | 11894  | 305370  | DEFINED |
| SAP AG                                | AMER DEP RECPT | 803054204 | 28802  | 739453  | DEFINED |
| SARA LEE CORP                         | COMMON SHS     | 803111103 | 48     | 2090    | DEFINED |
| SARA LEE CORP                         | COMMON SHS     | 803111103 | 770    | 33700   | DEFINED |
| SARA LEE CORP                         | COMMON SHS     | 803111103 | 2629   | 115000  | DEFINED |
| SARA LEE CORP                         | COMMON SHS     | 803111103 | 4473   | 195655  | DEFINED |
| SARA LEE CORP                         | COMMON SHS     | 803111103 | 1880   | 82220   | DEFINED |
| SARA LEE CORP                         | COMMON SHS     | 803111103 | 4340   | 189836  | DEFINED |
| SARA LEE CORP                         | COMMON SHS     | 803111103 | 15689  | 686300  | DEFINED |
| SATYAM COMPUTERS SERVICES LTD         | AMER DEP RECPT | 804098101 | 2927   | 126616  | DEFINED |
| SATYAM COMPUTERS SERVICES LTD         | AMER DEP RECPT | 804098101 | 17248  | 746017  | DEFINED |
| SATYAM COMPUTERS SERVICES LTD         | AMER DEP RECPT | 804098101 | 34711  | 1501348 | DEFINED |
| SATYAM COMPUTERS SERVICES LTD         | AMER DEP RECPT | 804098101 | 3334   | 144217  | DEFINED |
| SATYAM COMPUTERS SERVICES LTD         | AMER DEP RECPT | 804098101 | 1183   | 51154   | DEFINED |
| SAVVIS COMMUNICATIONS CORP            | COMMON SHS     | 805423100 | 31     | 25053   | DEFINED |
| SCANA CORP                            | COMMON SHS     | 80589M102 | 761    | 20372   | DEFINED |
| SCANA CORP                            | COMMON SHS     | 80589M102 | 471    | 12621   | DEFINED |
| HENRY SCHEIN INC                      | COMMON SHS     | 806407102 | 157    | 2520    | DEFINED |
| HENRY SCHEIN INC                      | COMMON SHS     | 806407102 | 1084   | 17400   | DEFINED |
| SCHERING-PLOUGH CORP                  | COMMON SHS     | 806605101 | 1784   | 93620   | DEFINED |
| SCHERING-PLOUGH CORP                  | COMMON SHS     | 806605101 | 34308  | 1800000 | DEFINED |
| SCHERING-PLOUGH CORP                  | COMMON SHS     | 806605101 | 4760   | 249732  | DEFINED |
| SCHERING-PLOUGH CORP                  | COMMON SHS     | 806605101 | 1      | 43      | DEFINED |
| SCHERING-PLOUGH CORP                  | CONVERT PREF   | 806605606 | 66188  | 1250000 | DEFINED |
| SCHLUMBERGER LTD                      | COMMON SHS     | 806857108 | 40     | 600     | DEFINED |
| SCHLUMBERGER LTD                      | COMMON SHS     | 806857108 | 26924  | 400000  | DEFINED |
| SCHLUMBERGER LTD                      | COMMON SHS     | 806857108 | 36006  | 534926  | DEFINED |
| SCHLUMBERGER LTD                      | COMMON SHS     | 806857108 | 11480  | 170554  | DEFINED |
| SCHOLASTIC CORP                       | COMMON SHS     | 807066105 | 4862   | 157400  | DEFINED |
| SCHOLASTIC CORP                       | COMMON SHS     | 807066105 | 428    | 13866   | DEFINED |
| CHARLES SCHWAB CORP                   | COMMON SHS     | 808513105 | 701    | 76285   | DEFINED |
| SCIENTIFIC ATLANTA INC                | COMMON SHS     | 808655104 | 206    | 7950    | DEFINED |
| SCIENTIFIC GAMES CORP                 | COMMON SHS     | 80874P109 | 875    | 45786   | DEFINED |
| SCIENTIFIC GAMES CORP                 | COMMON SHS     | 80874P109 | 219    | 11442   | DEFINED |
| SCOTTISH POWER PLC                    | AMER DEP RECPT | 81013T705 | 1876   | 60844   | DEFINED |
| SCOTTISH POWER PLC                    | AMER DEP RECPT | 81013T705 | 178    | 5756    | DEFINED |
| SCOTTS CO                             | COMMON SHS     | 810186106 | 2      | 25      | DEFINED |
| SCOTTS CO                             | COMMON SHS     | 810186106 | 3531   | 55040   | DEFINED |
| EW SCRIPPS CO                         | COMMON SHS     | 811054204 | 226979 | 4750504 | DEFINED |
| SEARS ROEBUCK & CO                    | COMMON SHS     | 812387108 | 1091   | 27386   | DEFINED |
| SEATTLE GENETICS INC                  | COMMON SHS     | 812578102 | 3285   | 500000  | DEFINED |
| SECURE COMPUTING CORP                 | COMMON SHS     | 813705100 | 6768   | 891700  | DEFINED |
| SELECT MEDICAL CORP                   | COMMON SHS     | 816196109 | 23785  | 1771000 | DEFINED |
| SELECTIVE INSURANCE GROUP INC         | COMMON SHS     | 816300107 | 24180  | 650000  | DEFINED |
| SELECTIVE INSURANCE GROUP INC         | COMMON SHS     | 816300107 | 21     | 559     | DEFINED |
| SEMICONDUCTOR MANUFACTURING INTL CORP | AMER DEP RECPT | 81663N206 | 198    | 20000   | DEFINED |
| SEMTECH CORP                          | COMMON SHS     | 816850101 | 19196  | 1001347 | DEFINED |
| SEMTECH CORP                          | COMMON SHS     | 816850101 | 21     | 1100    | DEFINED |

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

|                                  |                 |           |        |         |         |
|----------------------------------|-----------------|-----------|--------|---------|---------|
| SEMTECH CORP                     | COMMON SHS      | 816850101 | 134577 | 7020200 | DEFINED |
| SEMPRA ENERGY                    | COMMON SHS      | 816851109 | 1      | 21      | DEFINED |
| SEMPRA ENERGY                    | COMMON SHS      | 816851109 | 274    | 7565    | DEFINED |
| SEMPRA ENERGY                    | COMMON SHS      | 816851109 | 165605 | 4576000 | DEFINED |
| SEMPRA ENERGY                    | CONVERT PREF    | 816851208 | 63468  | 2000000 | DEFINED |
| SENECA FOODS CORP                | COMMON SHS      | 817070105 | 2217   | 121500  | DEFINED |
| SENECA FOODS CORP                | COMMON SHS      | 817070501 | 4683   | 256600  | DEFINED |
| SENIOR HOUSING PROPERTIES TRUST  | REAL EST INV TR | 81721M109 | 1677   | 94100   | DEFINED |
| SEPRACOR INC                     | COMMON SHS      | 817315104 | 488    | 10000   | DEFINED |
| SEPRACOR INC                     | COMMON SHS      | 817315104 | 8624   | 176800  | DEFINED |
| SEROLOGICALS CORP                | COMMON SHS      | 817523103 | 24879  | 1066400 | DEFINED |
| SERVICE CORP INTERNATIONAL       | COMMON SHS      | 817565104 | 2768   | 445710  | DEFINED |
| SERVICE CORP INTERNATIONAL       | COMMON SHS      | 817565104 | 808    | 130100  | DEFINED |
| SERVICE CORP INTERNATIONAL       | COMMON SHS      | 817565104 | 6417   | 1033300 | DEFINED |
| SERVICE CORP INTERNATIONAL       | COMMON SHS      | 817565104 | 1278   | 205780  | DEFINED |
| SERVICEMASTER CO                 | COMMON SHS      | 81760N109 | 453    | 35187   | DEFINED |
| SHAW GROUP INC                   | COMMON SHS      | 820280105 | 21865  | 1822100 | DEFINED |
| SHAW GROUP INC                   | COMMON SHS      | 820280105 | 2543   | 211900  | DEFINED |
| SHELL TRANSPORT & TRADING CO PLC | AMER DEP RECPT  | 822703609 | 590    | 13250   | DEFINED |
| SHELL TRANSPORT & TRADING CO PLC | AMER DEP RECPT  | 822703609 | 148200 | 3329580 | DEFINED |
| SHELL TRANSPORT & TRADING CO PLC | AMER DEP RECPT  | 822703609 | 19762  | 443998  | DEFINED |
| SHELL TRANSPORT & TRADING CO PLC | AMER DEP RECPT  | 822703609 | 6148   | 138124  | DEFINED |
| SHELL TRANSPORT & TRADING CO PLC | AMER DEP RECPT  | 822703609 | 5973   | 134200  | DEFINED |
| SHELL TRANSPORT & TRADING CO PLC | AMER DEP RECPT  | 822703609 | 292    | 6550    | DEFINED |
| SHELL TRANSPORT & TRADING CO PLC | AMER DEP RECPT  | 822703609 | 32118  | 721600  | DEFINED |
| SHERWIN-WILLIAMS CO              | COMMON SHS      | 824348106 | 1      | 20      | DEFINED |
| SHERWIN-WILLIAMS CO              | COMMON SHS      | 824348106 | 415    | 9433    | DEFINED |
| SHIRE PHARMACEUTICALS GROUP PLC  | AMER DEP RECPT  | 82481R106 | 246    | 8590    | DEFINED |
| SHIRE PHARMACEUTICALS GROUP PLC  | AMER DEP RECPT  | 82481R106 | 19339  | 674999  | DEFINED |
| SHIRE PHARMACEUTICALS GROUP PLC  | AMER DEP RECPT  | 82481R106 | 15     | 525     | DEFINED |
| SHIRE PHARMACEUTICALS GROUP PLC  | AMER DEP RECPT  | 82481R106 | 7      | 250     | DEFINED |
| SHIRE PHARMACEUTICALS GROUP PLC  | AMER DEP RECPT  | 82481R106 | 26866  | 937720  | DEFINED |
| SHUFFLE MASTER INC               | COMMON SHS      | 825549108 | 9665   | 258000  | DEFINED |
| SHUFFLE MASTER INC               | COMMON SHS      | 825549108 | 2959   | 79000   | DEFINED |
| SIEBEL SYSTEMS INC               | COMMON SHS      | 826170102 | 79     | 10500   | DEFINED |
| SIEMENS AG                       | AMER DEP RECPT  | 826197501 | 1075   | 14586   | DEFINED |
| SIEMENS AG                       | AMER DEP RECPT  | 826197501 | 457    | 6200    | DEFINED |
| SIERRA HEALTH SERVICES INC       | COMMON SHS      | 826322109 | 12066  | 251738  | DEFINED |
| SIERRA HEALTH SERVICES INC       | COMMON SHS      | 826322109 | 56946  | 1188100 | DEFINED |
| SIERRA HEALTH SERVICES INC       | CONVERTIBLE BD  | 826322AB5 | 8070   | 3000000 | DEFINED |
| SIERRA PACIFIC RESOURCES CO      | COMMON SHS      | 826428104 | 45976  | 5137000 | DEFINED |
| SIERRA PACIFIC RESOURCES CO      | COMMON SHS      | 826428104 | 4      | 432     | DEFINED |
| SIERRA PACIFIC RESOURCES CO      | COMMON SHS      | 826428104 | 15484  | 1730109 | DEFINED |
| SIGMA-ALDRICH CORP               | COMMON SHS      | 826552101 | 11600  | 200000  | DEFINED |
| SIGMA-ALDRICH CORP               | COMMON SHS      | 826552101 | 1938   | 33417   | DEFINED |
| SIGMA-ALDRICH CORP               | COMMON SHS      | 826552101 | 7250   | 125000  | DEFINED |
| SIGMATEL INC                     | COMMON SHS      | 82661W107 | 11     | 500     | DEFINED |
| SIGMATEL INC                     | COMMON SHS      | 82661W107 | 21034  | 991700  | DEFINED |
| SIGNATURE BANK                   | COMMON SHS      | 82669G104 | 4695   | 175500  | DEFINED |
| SIGNATURE BANK                   | COMMON SHS      | 82669G104 | 13     | 500     | DEFINED |
| SILICON LABORATORIES INC         | COMMON SHS      | 826919102 | 93     | 2800    | DEFINED |
| SILICON LABORATORIES INC         | COMMON SHS      | 826919102 | 32137  | 971200  | DEFINED |
| SILICON VALLEY BANCSHARES        | COMMON SHS      | 827064106 | 8802   | 236800  | DEFINED |
| SIMON PROPERTY GROUP INC         | REAL EST INV TR | 828806109 | 468    | 8720    | DEFINED |
| SIMON PROPERTY GROUP INC         | REAL EST INV TR | 828806109 | 7416   | 138285  | DEFINED |
| SIMON PROPERTY GROUP INC         | REAL EST INV TR | 828806109 | 81829  | 1525800 | DEFINED |
| SIRIUS SATELLITE RADIO INC       | CONVERTIBLE BD  | 82966UAA1 | 1167   | 500000  | DEFINED |
| SIRF TECHNOLOGY HOLDINGS INC     | COMMON SHS      | 82967H101 | 417    | 29300   | DEFINED |
| SKYWEST INC                      | COMMON SHS      | 830879102 | 16543  | 1099200 | DEFINED |
| SKYWEST INC                      | COMMON SHS      | 830879102 | 12     | 800     | DEFINED |
| SMITH & NEPHEW PLC               | AMER DEP RECPT  | 83175M205 | 1138   | 24548   | DEFINED |
| SMITH & NEPHEW PLC               | AMER DEP RECPT  | 83175M205 | 2006   | 43273   | DEFINED |

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

|                                       |                 |           |        |          |         |
|---------------------------------------|-----------------|-----------|--------|----------|---------|
| SMITH (A.O.) CORP                     | COMMON SHS      | 831865209 | 28139  | 1155600  | DEFINED |
| SMITH INTERNATIONAL INC               | COMMON SHS      | 832110100 | 340    | 5600     | DEFINED |
| SMITH INTERNATIONAL INC               | COMMON SHS      | 832110100 | 31009  | 510605   | DEFINED |
| SMITHTOWN BANCORP INC                 | COMMON SHS      | 832449102 | 1199   | 47968    | DEFINED |
| SMITHWAY MOTOR XPRESS CORP            | COMMON SHS      | 832653109 | 1680   | 430887   | DEFINED |
| SMUCKER J M CO (THE)                  | COMMON SHS      | 832696405 | 1      | 14       | DEFINED |
| SMUCKER J M CO (THE)                  | COMMON SHS      | 832696405 | 2118   | 47688    | DEFINED |
| SMURFIT-STONE CONTAINER CORP          | COMMON SHS      | 832727101 | 10     | 500      | DEFINED |
| SMURFIT-STONE CONTAINER CORP          | COMMON SHS      | 832727101 | 1377   | 71100    | DEFINED |
| SOCIEDAD QUIMICA Y MINERA DE CHILE SA | DEP RCPT PFD    | 833635105 | 4164   | 86400    | DEFINED |
| SOLECTRON CORP                        | COMMON SHS      | 834182107 | 59     | 11950    | DEFINED |
| SOLECTRON CORP                        | COMMON SHS      | 834182107 | 254    | 51244    | DEFINED |
| SOLUTIA INC                           | COMMON SHS      | 834376105 | 386    | 1484900  | DEFINED |
| SONOCO PRODUCTS CO                    | COMMON SHS      | 835495102 | 14449  | 546500   | DEFINED |
| SONY CORP                             | AMER DEP RECPT  | 835699307 | 27221  | 791525   | DEFINED |
| SONY CORP                             | AMER DEP RECPT  | 835699307 | 13910  | 404477   | DEFINED |
| SONY CORP                             | AMER DEP RECPT  | 835699307 | 52     | 1500     | DEFINED |
| SONY CORP                             | AMER DEP RECPT  | 835699307 | 33     | 950      | DEFINED |
| SONY CORP                             | AMER DEP RECPT  | 835699307 | 11973  | 348144   | DEFINED |
| SONUS NETWORKS INC                    | COMMON SHS      | 835916107 | 9418   | 1672900  | DEFINED |
| SONUS NETWORKS INC                    | COMMON SHS      | 835916107 | 61     | 10900    | DEFINED |
| SOUTH JERSEY INDUSTRIES INC           | COMMON SHS      | 838518108 | 460    | 9637     | DEFINED |
| SOUTHERN CO                           | COMMON SHS      | 842587107 | 2041   | 68084    | DEFINED |
| SOUTHERN CO                           | COMMON SHS      | 842587107 | 319185 | 10646600 | DEFINED |
| SOUTHTRUST CORP                       | COMMON SHS      | 844730101 | 385    | 9250     | DEFINED |
| SOUTHWEST AIRLINES CO                 | COMMON SHS      | 844741108 | 512    | 37560    | DEFINED |
| SOUTHWEST AIRLINES CO                 | COMMON SHS      | 844741108 | 888    | 65200    | DEFINED |
| SOUTHWEST AIRLINES CO                 | COMMON SHS      | 844741108 | 4876   | 358018   | DEFINED |
| SOUTHWEST AIRLINES CO                 | COMMON SHS      | 844741108 | 31392  | 2304841  | DEFINED |
| SOVEREIGN BANCORP INC                 | COMMON SHS      | 845905108 | 249729 | 11444945 | DEFINED |
| SOVEREIGN BANCORP INC                 | COMMON SHS      | 845905108 | 1312   | 60142    | DEFINED |
| SOVRAN SELF STORAGE INC               | REAL EST INV TR | 84610H108 | 441    | 11250    | DEFINED |
| SPARTON CORP                          | COMMON SHS      | 847235108 | 1406   | 160650   | DEFINED |
| SPINNAKER EXPLORATION CO              | COMMON SHS      | 84855W109 | 6440   | 183779   | DEFINED |
| SPINNAKER EXPLORATION CO              | COMMON SHS      | 84855W109 | 44690  | 1275400  | DEFINED |
| SPIRENT PLC                           | AMER DEP RECPT  | 84856M209 | 4438   | 1031991  | DEFINED |
| SPIRENT PLC                           | AMER DEP RECPT  | 84856M209 | 324    | 75400    | DEFINED |
| SPRINT CORP                           | COMMON SHS      | 852061100 | 7439   | 369530   | DEFINED |
| SPRINT CORP                           | COMMON SHS      | 852061100 | 10292  | 511252   | DEFINED |
| STAAR SURGICAL CO                     | COMMON SHS      | 852312305 | 356    | 107800   | DEFINED |
| STANCORP FINANCIAL GROUP INC          | COMMON SHS      | 852891100 | 49149  | 690300   | DEFINED |
| STANDARD COMMERCIAL CORP              | COMMON SHS      | 853258101 | 8308   | 527500   | DEFINED |
| STANDARD MICROSYSTEMS CORP            | COMMON SHS      | 853626109 | 6596   | 376700   | DEFINED |
| STANLEY WORKS                         | COMMON SHS      | 854616109 | 6      | 130      | DEFINED |
| STANLEY WORKS                         | COMMON SHS      | 854616109 | 433    | 10180    | DEFINED |
| STAPLES INC                           | COMMON SHS      | 855030102 | 9894   | 331780   | DEFINED |
| STARBUCKS CORP                        | COMMON SHS      | 855244109 | 1596   | 35117    | DEFINED |
| STARBUCKS CORP                        | COMMON SHS      | 855244109 | 3      | 62       | DEFINED |
| STATE STREET CORP                     | COMMON SHS      | 857477103 | 95837  | 2243900  | DEFINED |
| STATE STREET CORP                     | COMMON SHS      | 857477103 | 60     | 1400     | DEFINED |
| STATE STREET CORP                     | COMMON SHS      | 857477103 | 22081  | 516993   | DEFINED |
| STATE STREET CORP                     | CONVERT PREF    | 857477202 | 3260   | 16357    | DEFINED |
| STATION CASINOS INC                   | COMMON SHS      | 857689103 | 10858  | 221401   | DEFINED |
| STERIS CORP                           | COMMON SHS      | 859152100 | 16095  | 733600   | DEFINED |
| STERIS CORP                           | COMMON SHS      | 859152100 | 9638   | 439304   | DEFINED |
| STERIS CORP                           | COMMON SHS      | 859152100 | 290    | 13200    | DEFINED |
| STERIS CORP                           | COMMON SHS      | 859152100 | 36635  | 1669800  | DEFINED |
| STEREOTAXIS INC                       | COMMON SHS      | 85916J102 | 14632  | 1502300  | DEFINED |
| STERLING FINANCIAL CORP               | COMMON SHS      | 859319105 | 389    | 11050    | DEFINED |
| STET HELLAS TELECOMMUNICATIONS SA     | AMER DEP RECPT  | 859823106 | 4304   | 261000   | DEFINED |
| STEWART & STEVENSON SERVICES INC      | COMMON SHS      | 860342104 | 3391   | 191900   | DEFINED |
| STILLWATER MINING CO                  | COMMON SHS      | 86074Q102 | 3925   | 253246   | DEFINED |

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

|                               |                 |           |        |         |         |
|-------------------------------|-----------------|-----------|--------|---------|---------|
| STMICROELECTRONICS NV         | NEW YORK SHARES | 861012102 | 319    | 18450   | DEFINED |
| STORA ENSO OYJ                | AMER DEP RECPT  | 86210M106 | 16979  | 1254940 | DEFINED |
| STORAGE TECHNOLOGY CORP       | COMMON SHS      | 862111200 | 4633   | 183400  | DEFINED |
| STRYKER CORP                  | COMMON SHS      | 863667101 | 22502  | 468007  | DEFINED |
| STRYKER CORP                  | COMMON SHS      | 863667101 | 13462  | 280000  | DEFINED |
| SUBURBAN PROPANE PARTNERS L P | LTD PARTNERSHIP | 864482104 | 553    | 16040   | DEFINED |
| SUEZ SA                       | AMER DEP RECPT  | 864686100 | 5096   | 235910  | DEFINED |
| SUEZ SA                       | AMER DEP RECPT  | 864686100 | 13536  | 626652  | DEFINED |
| SUEZ SA                       | AMER DEP RECPT  | 864686100 | 22     | 1000    | DEFINED |
| SUN LIFE FINANCIAL INC        | ORDINARY SHS    | 866796105 | 2041   | 53440   | DEFINED |
| SUN LIFE FINANCIAL INC        | ORDINARY SHS    | 866796105 | 136112 | 3564064 | DEFINED |
| SUN LIFE FINANCIAL INC        | COMMON SHS      | 866796105 | 172    | 5720    | DEFINED |
| SUN MICROSYSTEMS INC          | COMMON SHS      | 866810104 | 6464   | 1600000 | DEFINED |
| SUN MICROSYSTEMS INC          | COMMON SHS      | 866810104 | 2012   | 498060  | DEFINED |
| SUNCOR ENERGY INC             | ORDINARY SHS    | 867229106 | 156061 | 3862900 | DEFINED |
| SUNCOR ENERGY INC             | ORDINARY SHS    | 867229106 | 150763 | 3731749 | DEFINED |
| SUNCOR ENERGY INC             | COMMON SHS      | 867229106 | 461    | 14400   | DEFINED |
| SUNGARD DATA SYSTEMS INC      | COMMON SHS      | 867363103 | 11885  | 500000  | DEFINED |
| SUNGARD DATA SYSTEMS INC      | COMMON SHS      | 867363103 | 3310   | 139245  | DEFINED |
| SUNGARD DATA SYSTEMS INC      | COMMON SHS      | 867363103 | 32     | 1360    | DEFINED |
| SUNOCO INC                    | COMMON SHS      | 86764P109 | 319    | 4312    | DEFINED |
| SUNRISE SENIOR LIVING INC     | COMMON SHS      | 86768K106 | 11467  | 326500  | DEFINED |
| SUNRISE SENIOR LIVING INC     | COMMON SHS      | 86768K106 | 74     | 2100    | DEFINED |
| SUNRISE SENIOR LIVING INC     | CONVERTIBLE BD  | 86768KAE6 | 173    | 150000  | DEFINED |
| SUNOPTA INC                   | ORDINARY SHS    | 8676EP108 | 900    | 115723  | DEFINED |
| SUNOPTA INC                   | ORDINARY SHS    | 8676EP108 | 16     | 2000    | DEFINED |
| SUNTRUST BANKS INC            | COMMON SHS      | 867914103 | 4      | 50      | DEFINED |
| SUNTRUST BANKS INC            | COMMON SHS      | 867914103 | 4111   | 58389   | DEFINED |
| SUPERGEN INC                  | COMMON SHS      | 868059106 | 353    | 57100   | DEFINED |
| SUPERGEN INC                  | COMMON SHS      | 868059106 | 7700   | 1245900 | DEFINED |
| SUPERIOR ENERGY SERVICES INC  | COMMON SHS      | 868157108 | 13611  | 1053510 | DEFINED |
| SUPERIOR ENERGY SERVICES INC  | COMMON SHS      | 868157108 | 32926  | 2548452 | DEFINED |
| SUPERIOR INDUSTRIES INTL INC  | COMMON SHS      | 868168105 | 74360  | 2482800 | DEFINED |
| SUPERIOR INDUSTRIES INTL INC  | COMMON SHS      | 868168105 | 138    | 4600    | DEFINED |
| SUPERIOR INDUSTRIES INTL INC  | COMMON SHS      | 868168105 | 21     | 700     | DEFINED |
| SUPERIOR INDUSTRIES INTL INC  | COMMON SHS      | 868168105 | 16682  | 557000  | DEFINED |
| SUPERIOR UNIFORM GROUP INC    | COMMON SHS      | 868358102 | 6320   | 461300  | DEFINED |
| SWIFT ENERGY CO               | COMMON SHS      | 870738101 | 7610   | 317628  | DEFINED |
| SWIFT ENERGY CO               | COMMON SHS      | 870738101 | 69     | 2900    | DEFINED |
| SYMANTEC CORP                 | COMMON SHS      | 871503108 | 2360   | 43001   | DEFINED |
| SYMANTEC CORP                 | COMMON SHS      | 871503108 | 68163  | 1242037 | DEFINED |
| SYMANTEC CORP                 | COMMON SHS      | 871503108 | 54993  | 1002060 | DEFINED |
| SYMANTEC CORP                 | CONVERTIBLE BD  | 871503AB4 | 6440   | 2000000 | DEFINED |
| SYMBION INC                   | COMMON SHS      | 871507109 | 5751   | 357100  | DEFINED |
| SYMBOL TECHNOLOGIES INC       | COMMON SHS      | 871508107 | 140    | 11050   | DEFINED |
| SYMS CORP                     | COMMON SHS      | 871551107 | 15387  | 1430000 | DEFINED |
| SYNOPSYS INC                  | COMMON SHS      | 871607107 | 16360  | 1033492 | DEFINED |
| SYNOPSYS INC                  | COMMON SHS      | 871607107 | 37639  | 2377677 | DEFINED |
| SYNOPSYS INC                  | COMMON SHS      | 871607107 | 7065   | 446320  | DEFINED |
| SYNOPSYS INC                  | COMMON SHS      | 871607107 | 1041   | 65785   | DEFINED |
| SYNOPSYS INC                  | COMMON SHS      | 871607107 | 4461   | 281834  | DEFINED |
| SYNOPSYS INC                  | COMMON SHS      | 871607107 | 43     | 2700    | DEFINED |
| SYNOPSYS INC                  | COMMON SHS      | 871607107 | 7621   | 481410  | DEFINED |
| SYSCO CORP                    | COMMON SHS      | 871829107 | 377    | 12600   | DEFINED |
| SYSCO CORP                    | COMMON SHS      | 871829107 | 12571  | 420148  | DEFINED |
| SYSCO CORP                    | COMMON SHS      | 871829107 | 57096  | 1908301 | DEFINED |
| TCF FINANCIAL CORP            | COMMON SHS      | 872275102 | 588    | 19400   | DEFINED |
| TDK CORP                      | AMER DEP RECPT  | 872351408 | 235    | 3500    | DEFINED |
| TECO ENERGY INC               | COMMON SHS      | 872375100 | 64     | 4700    | DEFINED |
| TECO ENERGY INC               | COMMON SHS      | 872375100 | 122367 | 9044110 | DEFINED |
| TECO ENERGY INC               | COMMON SHS      | 872375100 | 3013   | 222700  | DEFINED |
| TECO ENERGY INC               | COMMON SHS      | 872375100 | 702    | 51870   | DEFINED |

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

|  |                 |           |        |          |         |
|--|-----------------|-----------|--------|----------|---------|
| TECO ENERGY INC                        | COMMON SHS      | 872375100 | 487    | 36000    | DEFINED |
| TECO ENERGY INC                        | COMMON SHS      | 872375100 | 127182 | 9400000  | DEFINED |
| TJX COMPANIES INC                      | COMMON SHS      | 872540109 | 2336   | 106000   | DEFINED |
| TJX COMPANIES INC                      | COMMON SHS      | 872540109 | 6816   | 309260   | DEFINED |
| TJX COMPANIES INC                      | COMMON SHS      | 872540109 | 446    | 20220    | DEFINED |
| TXU CORP                               | COMMON SHS      | 873168108 | 10     | 200      | DEFINED |
| TXU CORP                               | COMMON SHS      | 873168108 | 3047   | 63595    | DEFINED |
| TXU CORP                               | COMMON SHS      | 873168108 | 165803 | 3460000  | DEFINED |
| TAIWAN SEMICONDUCTOR MANUFACTURING CO  | AMER DEP RECPT  | 874039100 | 1129   | 158170   | DEFINED |
| TAIWAN SEMICONDUCTOR MANUFACTURING CO  | AMER DEP RECPT  | 874039100 | 1038   | 145355   | DEFINED |
| TAIWAN SEMICONDUCTOR MANUFACTURING CO  | AMER DEP RECPT  | 874039100 | 23733  | 3323941  | DEFINED |
| TAIWAN SEMICONDUCTOR MANUFACTURING CO  | AMER DEP RECPT  | 874039100 | 237    | 33192    | DEFINED |
| TALISMAN ENERGY INC                    | ORDINARY SHS    | 87425E103 | 1715   | 52300    | DEFINED |
| TALISMAN ENERGY INC                    | ORDINARY SHS    | 87425E103 | 11901  | 362960   | DEFINED |
| TALISMAN ENERGY INC                    | COMMON SHS      | 87425E103 | 2484   | 95900    | DEFINED |
| TANDY BRANDS ACCESSORIES INC           | COMMON SHS      | 875378101 | 3632   | 254900   | DEFINED |
| TANGER FACTORY OUTLET CENTERS INC      | REAL EST INV TR | 875465106 | 94     | 2090     | DEFINED |
| TANGER FACTORY OUTLET CENTERS INC      | REAL EST INV TR | 875465106 | 157    | 3500     | DEFINED |
| TANGER FACTORY OUTLET CENTERS INC      | REAL EST INV TR | 875465106 | 10035  | 224100   | DEFINED |
| TANOX INC                              | COMMON SHS      | 87588Q109 | 12438  | 737300   | DEFINED |
| TARGET CORP                            | COMMON SHS      | 87612E106 | 36575  | 808277   | DEFINED |
| TARGET CORP                            | COMMON SHS      | 87612E106 | 15988  | 353330   | DEFINED |
| TARGET CORP                            | COMMON SHS      | 87612E106 | 24204  | 534905   | DEFINED |
| TARGET CORP                            | COMMON SHS      | 87612E106 | 3965   | 87629    | DEFINED |
| TARGET CORP                            | COMMON SHS      | 87612E106 | 7822   | 172855   | DEFINED |
| TARGET CORP                            | COMMON SHS      | 87612E106 | 15218  | 336316   | DEFINED |
| TARGET CORP                            | COMMON SHS      | 87612E106 | 94     | 2088     | DEFINED |
| TAUBMAN CENTERS INC                    | REAL EST INV TR | 876664103 | 10229  | 396000   | DEFINED |
| TAYLOR CAP GROUP INC                   | COMMON SHS      | 876851106 | 3275   | 136456   | DEFINED |
| TECUMSEH PRODUCTS CO                   | COMMON SHS      | 878895101 | 12138  | 300000   | DEFINED |
| TECUMSEH PRODUCTS CO                   | COMMON SHS      | 878895200 | 32613  | 778900   | DEFINED |
| TECUMSEH PRODUCTS CO                   | COMMON SHS      | 878895200 | 8      | 200      | DEFINED |
| TEKTRONIX INC                          | COMMON SHS      | 879131100 | 22788  | 685339   | DEFINED |
| TEKTRONIX INC                          | COMMON SHS      | 879131100 | 216    | 6498     | DEFINED |
| TEKTRONIX INC                          | COMMON SHS      | 879131100 | 240163 | 7222948  | DEFINED |
| TELE NORTE LESTE PARTICIPACOES SA      | DEP RCPT PFD    | 879246106 | 265    | 20012    | DEFINED |
| TELE NORTE LESTE PARTICIPACOES SA      | DEP RCPT PFD    | 879246106 | 53     | 4000     | DEFINED |
| TELECOM ARGENTINA SA                   | AMER DEP RECPT  | 879273209 | 23     | 2086     | DEFINED |
| TELECOM ARGENTINA SA                   | AMER DEP RECPT  | 879273209 | 18564  | 1700000  | DEFINED |
| TELECOM CORPORATION OF NEW ZEALAND LTD | AMER DEP RECPT  | 879278208 | 3725   | 117090   | DEFINED |
| TELECOM CORPORATION OF NEW ZEALAND LTD | AMER DEP RECPT  | 879278208 | 22     | 700      | DEFINED |
| TELEFLEX INC                           | COMMON SHS      | 879369106 | 68565  | 1613300  | DEFINED |
| TELEFLEX INC                           | COMMON SHS      | 879369106 | 140    | 3300     | DEFINED |
| TELEFLEX INC                           | COMMON SHS      | 879369106 | 21250  | 500000   | DEFINED |
| TELEFLEX INC                           | COMMON SHS      | 879369106 | 118    | 2780     | DEFINED |
| TELEFONICA SA                          | AMER DEP RECPT  | 879382208 | 2371   | 52691    | DEFINED |
| TELEFONICA SA                          | AMER DEP RECPT  | 879382208 | 1115   | 24787    | DEFINED |
| TELEFONICA SA                          | AMER DEP RECPT  | 879382208 | 163589 | 3636123  | DEFINED |
| TELEFONICA SA                          | AMER DEP RECPT  | 879382208 | 20187  | 448703   | DEFINED |
| TELEFONICA SA                          | AMER DEP RECPT  | 879382208 | 91325  | 2029903  | DEFINED |
| TELEFONICA SA                          | AMER DEP RECPT  | 879382208 | 1528   | 33960    | DEFINED |
| TELEFONICA SA                          | AMER DEP RECPT  | 879382208 | 3278   | 72865    | DEFINED |
| TELEFONICA MOVILES SA                  | AMER DEP RECPT  | 87938V105 | 1462   | 139244   | DEFINED |
| TELEFONICA MOVILES SA                  | AMER DEP RECPT  | 87938V105 | 473    | 45059    | DEFINED |
| TELEFONOS DE MEXICO SA (TELMEX)        | AMER DEP RECPT  | 879403780 | 126893 | 3932230  | DEFINED |
| TELEFONOS DE MEXICO SA (TELMEX)        | AMER DEP RECPT  | 879403780 | 545027 | 16889599 | DEFINED |
| TELEFONOS DE MEXICO SA (TELMEX)        | AMER DEP RECPT  | 879403780 | 221417 | 6861399  | DEFINED |
| TELEFONOS DE MEXICO SA (TELMEX)        | AMER DEP RECPT  | 879403780 | 18752  | 581086   | DEFINED |
| TELEFONOS DE MEXICO SA (TELMEX)        | AMER DEP RECPT  | 879403780 | 81817  | 2535400  | DEFINED |
| TELEFONOS DE MEXICO SA (TELMEX)        | AMER DEP RECPT  | 879403780 | 1849   | 57298    | DEFINED |
| TELEFONOS DE MEXICO SA (TELMEX)        | AMER DEP RECPT  | 879403780 | 5607   | 173745   | DEFINED |
| TELEPHONE & DATA SYSTEMS INC           | COMMON SHS      | 879433100 | 455    | 5400     | DEFINED |



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

|  |                 |           |        |          |         |
|--|-----------------|-----------|--------|----------|---------|
| TELEMIG CELULAR PARTICIPACOES SA       | DEP RCPT PFD    | 87944E105 | 305    | 10710    | DEFINED |
| TELEWEST GLOBAL INC                    | COMMON SHS      | 87956T107 | 247261 | 21278905 | DEFINED |
| TELEWEST GLOBAL INC                    | COMMON SHS      | 87956T107 | 15601  | 1342598  | DEFINED |
| TELIK INC                              | COMMON SHS      | 87959M109 | 1561   | 70000    | DEFINED |
| TELIK INC                              | COMMON SHS      | 87959M109 | 7881   | 353400   | DEFINED |
| TELIK INC                              | COMMON SHS      | 87959M109 | 25632  | 1149400  | DEFINED |
| TEMPLE INLAND INC                      | COMMON SHS      | 879868107 | 83424  | 1242350  | DEFINED |
| TEMPLE INLAND INC                      | COMMON SHS      | 879868107 | 6988   | 104063   | DEFINED |
| TEMPLE INLAND INC                      | COMMON SHS      | 879868107 | 10321  | 153700   | DEFINED |
| TEMPLE INLAND INC                      | COMMON SHS      | 879868107 | 4103   | 61101    | DEFINED |
| TEMPLETON DRAGON FUND INC              | CLOSE END MUT F | 88018T101 | 32     | 2001     | DEFINED |
| TEMPLETON DRAGON FUND INC              | CLOSE END MUT F | 88018T101 | 7134   | 448424   | DEFINED |
| TEMPLETON CHINA WORLD FUND INC         | OPEN END MUT FD | 88018X102 | 80     | 4309     | DEFINED |
| TEMPLETON CHINA WORLD FUND INC         | OPEN END MUT FD | 88018X102 | 2809   | 150804   | DEFINED |
| TEMPLETON EMERGING MARKETS INCOME FUND | CLOSE END MUT F | 880192109 | 36     | 2800     | DEFINED |
| TEMPLETON EMERGING MARKETS INCOME FUND | CLOSE END MUT F | 880192109 | 184    | 14279    | DEFINED |
| TEMPLETON GLOBAL INCOME FUND INC       | CLOSE END MUT F | 880198106 | 282    | 32380    | DEFINED |
| TEMPLETON RUSSIA & EAST EUROPEAN FUND  | CLOSE END MUT F | 88022F105 | 420    | 11042    | DEFINED |
| TENARIS SA                             | AMER DEP RECPT  | 88031M109 | 23117  | 507053   | DEFINED |
| TENARIS SA                             | AMER DEP RECPT  | 88031M109 | 789    | 17300    | DEFINED |
| TENET HEALTHCARE CORP                  | COMMON SHS      | 88033G100 | 5853   | 542424   | DEFINED |
| TENET HEALTHCARE CORP                  | COMMON SHS      | 88033G100 | 218808 | 20278777 | DEFINED |
| TENET HEALTHCARE CORP                  | COMMON SHS      | 88033G100 | 17214  | 1595320  | DEFINED |
| TENET HEALTHCARE CORP                  | COMMON SHS      | 88033G100 | 2988   | 276880   | DEFINED |
| TENET HEALTHCARE CORP                  | COMMON SHS      | 88033G100 | 8348   | 773700   | DEFINED |
| TENET HEALTHCARE CORP                  | COMMON SHS      | 88033G100 | 201    | 18600    | DEFINED |
| TENET HEALTHCARE CORP                  | COMMON SHS      | 88033G100 | 7672   | 711010   | DEFINED |
| TERADYNE INC                           | COMMON SHS      | 880770102 | 17     | 1300     | DEFINED |
| TERADYNE INC                           | COMMON SHS      | 880770102 | 2680   | 200000   | DEFINED |
| TERCICA INC                            | COMMON SHS      | 88078L105 | 1800   | 200000   | DEFINED |
| TEVA PHARMACEUTICAL INDUSTRIES LTD     | AMER DEP RECPT  | 881624209 | 104    | 4000     | DEFINED |
| TEVA PHARMACEUTICAL INDUSTRIES LTD     | AMER DEP RECPT  | 881624209 | 9150   | 352614   | DEFINED |
| TEVA PHARMACEUTICAL INDUSTRIES LTD     | AMER DEP RECPT  | 881624209 | 1      | 56       | DEFINED |
| TEVA PHARMACEUTICAL INDUSTRIES LTD     | AMER DEP RECPT  | 881624209 | 1298   | 50000    | DEFINED |
| TEVA PHARMACEUTICAL INDUSTRIES LTD     | AMER DEP RECPT  | 881624209 | 14018  | 540200   | DEFINED |
| TEVA PHARMACEUTICAL INDUSTRIES LTD     | AMER DEP RECPT  | 881624209 | 8131   | 313340   | DEFINED |
| TESMA INTERNATIONAL INC                | ORDINARY SHS    | 881908107 | 22871  | 762112   | DEFINED |
| TEXAS CAPITAL BANCSHARES INC           | COMMON SHS      | 88224Q107 | 5118   | 282000   | DEFINED |
| TEXAS INDUSTRIES INC                   | COMMON SHS      | 882491103 | 41152  | 800000   | DEFINED |
| TEXAS INSTRUMENTS INC                  | COMMON SHS      | 882508104 | 1      | 40       | DEFINED |
| TEXAS INSTRUMENTS INC                  | COMMON SHS      | 882508104 | 10959  | 515000   | DEFINED |
| TEXAS INSTRUMENTS INC                  | COMMON SHS      | 882508104 | 22386  | 1051985  | DEFINED |
| TEXAS INSTRUMENTS INC                  | COMMON SHS      | 882508104 | 3      | 140      | DEFINED |
| TEXAS REGIONAL BANCSHARES INC          | COMMON SHS      | 882673106 | 9549   | 307149   | DEFINED |
| TEXAS REGIONAL BANCSHARES INC          | COMMON SHS      | 882673106 | 61     | 1960     | DEFINED |
| TEXTRON INC                            | COMMON SHS      | 883203101 | 2      | 35       | DEFINED |
| TEXTRON INC                            | COMMON SHS      | 883203101 | 33742  | 525000   | DEFINED |
| TEXTRON INC                            | COMMON SHS      | 883203101 | 264    | 4109     | DEFINED |
| THERMO ELECTRON CORP                   | COMMON SHS      | 883556102 | 284    | 10500    | DEFINED |
| THERMO ELECTRON CORP                   | COMMON SHS      | 883556102 | 372    | 13750    | DEFINED |
| THERMO ELECTRON CORP                   | COMMON SHS      | 883556102 | 164940 | 6104358  | DEFINED |
| THERMOGENESIS CORP                     | COMMON SHS      | 883623209 | 852    | 177600   | DEFINED |
| THOMAS & BETTS CORP                    | COMMON SHS      | 884315102 | 39812  | 1484400  | DEFINED |
| THOMAS & BETTS CORP                    | COMMON SHS      | 884315102 | 952    | 35480    | DEFINED |
| THOMAS & BETTS CORP                    | COMMON SHS      | 884315102 | 13410  | 500000   | DEFINED |
| THOMAS & BETTS CORP                    | COMMON SHS      | 884315102 | 7972   | 297230   | DEFINED |
| THOMAS INDUSTRIES INC                  | COMMON SHS      | 884425109 | 4782   | 152300   | DEFINED |
| THOMSON CORP                           | ORDINARY SHS    | 884903105 | 13378  | 304805   | DEFINED |
| THOMSON CORP                           | COMMON SHS      | 884903105 | 194    | 5600     | DEFINED |
| THOMSON CORP                           | COMMON SHS      | 884903105 | 1130   | 32564    | DEFINED |
| THOR INDUSTRIES INC                    | COMMON SHS      | 885160101 | 17772  | 671400   | DEFINED |
| THORATEC CORP                          | COMMON SHS      | 885175307 | 3027   | 314700   | DEFINED |

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

|                                    |                 |           |        |          |         |
|------------------------------------|-----------------|-----------|--------|----------|---------|
| THORNBURG MORTGAGE INC             | REAL EST INV TR | 885218107 | 298    | 10265    | DEFINED |
| 3COM CORP                          | COMMON SHS      | 885535104 | 108    | 25530    | DEFINED |
| 3M CO                              | COMMON SHS      | 88579Y101 | 3099   | 38756    | DEFINED |
| 3M CO                              | COMMON SHS      | 88579Y101 | 63976  | 800000   | DEFINED |
| 3M CO                              | COMMON SHS      | 88579Y101 | 2589   | 32372    | DEFINED |
| 3M CO                              | COMMON SHS      | 88579Y101 | 49975  | 624925   | DEFINED |
| 3M CO                              | COMMON SHS      | 88579Y101 | 26013  | 325283   | DEFINED |
| TIDEWATER INC                      | COMMON SHS      | 886423102 | 8808   | 270600   | DEFINED |
| TIDEWATER INC                      | COMMON SHS      | 886423102 | 7      | 200      | DEFINED |
| TIDEWATER INC                      | COMMON SHS      | 886423102 | 1107   | 34000    | DEFINED |
| TIER TECHNOLOGIES INC              | COMMON SHS      | 88650Q100 | 6189   | 641300   | DEFINED |
| TIER TECHNOLOGIES INC              | COMMON SHS      | 88650Q100 | 34     | 3500     | DEFINED |
| TIFFANY & CO                       | COMMON SHS      | 886547108 | 1211   | 39396    | DEFINED |
| TIFFANY & CO                       | COMMON SHS      | 886547108 | 39941  | 1299328  | DEFINED |
| TIFFANY & CO                       | COMMON SHS      | 886547108 | 43166  | 1404219  | DEFINED |
| TIMBERLAND COMPANY                 | COMMON SHS      | 887100105 | 12399  | 218300   | DEFINED |
| TIME WARNER INC                    | COMMON SHS      | 887317105 | 286    | 17700    | DEFINED |
| TIME WARNER INC                    | COMMON SHS      | 887317105 | 155568 | 9638660  | DEFINED |
| TIME WARNER INC                    | COMMON SHS      | 887317105 | 3906   | 242000   | DEFINED |
| TIME WARNER INC                    | COMMON SHS      | 887317105 | 21789  | 1350000  | DEFINED |
| TIME WARNER INC                    | COMMON SHS      | 887317105 | 10060  | 623280   | DEFINED |
| TIME WARNER INC                    | COMMON SHS      | 887317105 | 4519   | 280000   | DEFINED |
| TIME WARNER TELECOM INC            | COMMON SHS      | 887319101 | 1295   | 269700   | DEFINED |
| TIMKEN CO                          | COMMON SHS      | 887389104 | 36093  | 1466000  | DEFINED |
| TIMKEN CO                          | COMMON SHS      | 887389104 | 6      | 250      | DEFINED |
| TITAN PHARMACEUTICALS INC          | COMMON SHS      | 888314101 | 1190   | 500000   | DEFINED |
| TOLL BROTHERS INC                  | COMMON SHS      | 889478103 | 3245   | 70050    | DEFINED |
| TOO INC                            | COMMON SHS      | 890333107 | 7967   | 440900   | DEFINED |
| TOOTSIE ROLL INDUSTRIES INC        | COMMON SHS      | 890516107 | 638    | 21833    | DEFINED |
| TOOTSIE ROLL INDUSTRIES INC        | COMMON SHS      | 890516107 | 1169   | 40000    | DEFINED |
| TORCHMARK CORP                     | COMMON SHS      | 891027104 | 844    | 15870    | DEFINED |
| TORO CO                            | COMMON SHS      | 891092108 | 10293  | 150700   | DEFINED |
| TORONTO DOMINION BANK              | ORDINARY SHS    | 891160509 | 182    | 3942     | DEFINED |
| TORONTO DOMINION BANK              | ORDINARY SHS    | 891160509 | 2103   | 45638    | DEFINED |
| TORONTO DOMINION BANK              | ORDINARY SHS    | 891160509 | 23957  | 519789   | DEFINED |
| TORONTO DOMINION BANK              | COMMON SHS      | 891160509 | 242    | 6666     | DEFINED |
| TOTAL SA                           | AMER DEP RECPT  | 89151E109 | 3      | 30       | DEFINED |
| TOTAL SA                           | AMER DEP RECPT  | 89151E109 | 22306  | 218318   | DEFINED |
| TOTAL SA                           | AMER DEP RECPT  | 89151E109 | 6805   | 66600    | DEFINED |
| TOTAL SA                           | AMER DEP RECPT  | 89151E109 | 6039   | 59107    | DEFINED |
| TOWER AUTOMOTIVE INC               | COMMON SHS      | 891707101 | 397    | 190000   | DEFINED |
| TOWN & COUNTRY TRUST               | REAL EST INV TR | 892081100 | 774    | 30400    | DEFINED |
| TOYOTA MOTOR CORP                  | AMER DEP RECPT  | 892331307 | 2192   | 28700    | DEFINED |
| TOYOTA MOTOR CORP                  | AMER DEP RECPT  | 892331307 | 6      | 75       | DEFINED |
| TOYS R US INC                      | COMMON SHS      | 892335100 | 720    | 40568    | DEFINED |
| TOYS R US INC                      | COMMON SHS      | 892335100 | 53096  | 2993011  | DEFINED |
| TOYS R US INC                      | COMMON SHS      | 892335100 | 6381   | 359700   | DEFINED |
| TOYS R US INC                      | COMMON SHS      | 892335100 | 37875  | 2135000  | DEFINED |
| TOYS R US INC                      | COMMON SHS      | 892335100 | 1829   | 103120   | DEFINED |
| TOYS R US INC                      | COMMON SHS      | 892335100 | 1231   | 69395    | DEFINED |
| TRACTOR SUPPLY CO                  | COMMON SHS      | 892356106 | 60     | 1900     | DEFINED |
| TRACTOR SUPPLY CO                  | COMMON SHS      | 892356106 | 20313  | 646100   | DEFINED |
| TRADESTATION GROUP INC             | COMMON SHS      | 89267P105 | 526    | 85788    | DEFINED |
| TRADESTATION GROUP INC             | COMMON SHS      | 89267P105 | 8326   | 1358300  | DEFINED |
| TRADESTATION GROUP INC             | COMMON SHS      | 89267P105 | 54     | 8800     | DEFINED |
| TRANSACTION SYSTEMS ARCHITECTS INC | COMMON SHS      | 893416107 | 927    | 49900    | DEFINED |
| TRANSATLANTIC HOLDINGS INC         | COMMON SHS      | 893521104 | 4222   | 77675    | DEFINED |
| TRANSCANADA CORP                   | ORDINARY SHS    | 89353D107 | 441071 | 15951935 | DEFINED |
| TRANSCANADA CORP                   | ORDINARY SHS    | 89353D107 | 16444  | 594719   | DEFINED |
| TRANSCANADA CORP                   | ORDINARY SHS    | 89353D107 | 25222  | 912172   | DEFINED |
| TRANSCANADA CORP                   | COMMON SHS      | 89353D107 | 3531   | 161600   | DEFINED |
| TRANSGLOBE ENERGY CORP             | ORDINARY SHS    | 893662106 | 48     | 11650    | DEFINED |

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

|  |                 |           |        |         |         |
|--|-----------------|-----------|--------|---------|---------|
| TRANSPRO INC                           | COMMON SHS      | 893885103 | 1370   | 263800  | DEFINED |
| TRAVELERS PROPERTY CASUALTY CORP       | CONVERT PREF    | 89420G307 | 517    | 22800   | DEFINED |
| TRAVELERS PROPERTY CASUALTY CORP       | CONVERT PREF    | 89420G307 | 43863  | 1934000 | DEFINED |
| TREDEGAR CORP                          | COMMON SHS      | 894650100 | 4115   | 226104  | DEFINED |
| TREDEGAR CORP                          | COMMON SHS      | 894650100 | 8290   | 455500  | DEFINED |
| TREDEGAR CORP                          | COMMON SHS      | 894650100 | 1698   | 93300   | DEFINED |
| TRIAD HOSPITALS INC                    | COMMON SHS      | 89579K109 | 7913   | 229764  | DEFINED |
| TRIAD HOSPITALS INC                    | COMMON SHS      | 89579K109 | 19658  | 570800  | DEFINED |
| TRIAD HOSPITALS INC                    | COMMON SHS      | 89579K109 | 3772   | 109533  | DEFINED |
| TRIAD HOSPITALS INC                    | COMMON SHS      | 89579K109 | 41     | 1200    | DEFINED |
| TRIAD HOSPITALS INC                    | COMMON SHS      | 89579K109 | 13580  | 394300  | DEFINED |
| TRIBUNE CO                             | COMMON SHS      | 896047107 | 5349   | 129991  | DEFINED |
| TRIBUNE CO                             | COMMON SHS      | 896047107 | 2428   | 59000   | DEFINED |
| TRIMBLE NAVIGATION LTD                 | COMMON SHS      | 896239100 | 33     | 1050    | DEFINED |
| TRIMBLE NAVIGATION LTD                 | COMMON SHS      | 896239100 | 82040  | 2596199 | DEFINED |
| TRIMERIS INC                           | COMMON SHS      | 896263100 | 6030   | 400646  | DEFINED |
| TRIMERIS INC                           | COMMON SHS      | 896263100 | 25655  | 1704635 | DEFINED |
| TRINITY INDUSTRIES INC                 | COMMON SHS      | 896522109 | 56321  | 1806900 | DEFINED |
| TRINITY INDUSTRIES INC                 | COMMON SHS      | 896522109 | 115    | 3698    | DEFINED |
| TRIZEC PROPERTIES INC                  | REAL EST INV TR | 89687P107 | 70     | 4394    | DEFINED |
| TRIZEC PROPERTIES INC                  | REAL EST INV TR | 89687P107 | 287    | 18000   | DEFINED |
| TRIZEC PROPERTIES INC                  | REAL EST INV TR | 89687P107 | 23281  | 1457821 | DEFINED |
| TRUSTCO BANK CORP NY                   | COMMON SHS      | 898349105 | 12906  | 1006709 | DEFINED |
| TRUSTCO BANK CORP NY                   | COMMON SHS      | 898349105 | 166    | 12985   | DEFINED |
| TUESDAY MORNING CORP                   | COMMON SHS      | 899035505 | 14451  | 467362  | DEFINED |
| TUESDAY MORNING CORP                   | COMMON SHS      | 899035505 | 31     | 1000    | DEFINED |
| TUESDAY MORNING CORP                   | COMMON SHS      | 899035505 | 116865 | 3779595 | DEFINED |
| TUMBLEWEED SOFTWARE CORP               | COMMON SHS      | 899690101 | 3172   | 1253600 | DEFINED |
| TUPPERWARE CORP                        | COMMON SHS      | 899896104 | 217    | 12786   | DEFINED |
| TURKCELL ILETISIM HIZMETLERI AS        | AMER DEP RECPT  | 900111204 | 2655   | 236826  | DEFINED |
| TYCO INTERNATIONAL GROUP SA            | CONVERTIBLE BD  | 902118BE7 | 744    | 500000  | DEFINED |
| TYCO INTERNATIONAL GROUP SA            | CONVERTIBLE BD  | 902118BF4 | 4219   | 3000000 | DEFINED |
| TYCO INTERNATIONAL LTD                 | ORDINARY SHS    | 902124106 | 7039   | 229598  | DEFINED |
| TYCO INTERNATIONAL LTD                 | ORDINARY SHS    | 902124106 | 509    | 16590   | DEFINED |
| TYCO INTERNATIONAL LTD                 | ORDINARY SHS    | 902124106 | 3724   | 121460  | DEFINED |
| TYCO INTERNATIONAL LTD                 | ORDINARY SHS    | 902124106 | 1      | 25      | DEFINED |
| TYCO INTERNATIONAL LTD                 | ORDINARY SHS    | 902124106 | 47525  | 1550052 | DEFINED |
| TYCO INTERNATIONAL LTD                 | ORDINARY SHS    | 902124106 | 19677  | 641781  | DEFINED |
| TYCO INTERNATIONAL LTD                 | ORDINARY SHS    | 902124106 | 5117   | 166893  | DEFINED |
| TYCO INTERNATIONAL LTD                 | ORDINARY SHS    | 902124106 | 4292   | 140000  | DEFINED |
| UCBH HOLDINGS INC                      | COMMON SHS      | 90262T308 | 71123  | 1820400 | DEFINED |
| UMB FINANCIAL CORP                     | COMMON SHS      | 902788108 | 4452   | 93400   | DEFINED |
| UMB FINANCIAL CORP                     | COMMON SHS      | 902788108 | 133    | 2797    | DEFINED |
| US RESTAURANT PROPERTIES INC           | REAL EST INV TR | 902971100 | 65     | 3855    | DEFINED |
| US RESTAURANT PROPERTIES INC           | REAL EST INV TR | 902971100 | 718    | 42506   | DEFINED |
| US BANCORP                             | COMMON SHS      | 902973304 | 7714   | 266917  | DEFINED |
| US BANCORP                             | COMMON SHS      | 902973304 | 107758 | 3728652 | DEFINED |
| US BANCORP                             | COMMON SHS      | 902973304 | 6743   | 233305  | DEFINED |
| US BANCORP                             | COMMON SHS      | 902973304 | 7459   | 258095  | DEFINED |
| US BANCORP                             | COMMON SHS      | 902973304 | 7695   | 266267  | DEFINED |
| US BANCORP                             | COMMON SHS      | 902973304 | 26805  | 927500  | DEFINED |
| URS CORP                               | COMMON SHS      | 903236107 | 4162   | 156000  | DEFINED |
| URS CORP                               | COMMON SHS      | 903236107 | 13     | 500     | DEFINED |
| UBIQUITEL INC                          | COMMON SHS      | 903474302 | 40     | 10000   | DEFINED |
| UBIQUITEL INC                          | COMMON SHS      | 903474302 | 1591   | 397700  | DEFINED |
| ULTRAPAR PARTICIPACOES SA              | AMER DEP RECPT  | 90400P101 | 1072   | 67200   | DEFINED |
| UMPQUA HOLDINGS CORP                   | COMMON SHS      | 904214103 | 7422   | 328981  | DEFINED |
| UMPQUA HOLDINGS CORP                   | COMMON SHS      | 904214103 | 25854  | 1146000 | DEFINED |
| UNIBANCO UNIAO DE BANCOS BRASILEIROS S | GLBL DEP RECPT  | 90458E107 | 53863  | 2223000 | DEFINED |
| UNIBANCO UNIAO DE BANCOS BRASILEIROS S | GLBL DEP RECPT  | 90458E107 | 960    | 39600   | DEFINED |
| UNIBANCO UNIAO DE BANCOS BRASILEIROS S | GLBL DEP RECPT  | 90458E107 | 342    | 14100   | DEFINED |
| UNILEVER PLC                           | AMER DEP RECPT  | 904767704 | 40     | 1207    | DEFINED |

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

|  |                 |           |        |          |         |
|--|-----------------|-----------|--------|----------|---------|
| UNILEVER PLC                           | AMER DEP RECPT  | 904767704 | 159    | 4812     | DEFINED |
| UNILEVER PLC                           | AMER DEP RECPT  | 904767704 | 18224  | 551900   | DEFINED |
| UNILEVER NV                            | NEW YORK SHARES | 904784709 | 147    | 2540     | DEFINED |
| UNILEVER NV                            | NEW YORK SHARES | 904784709 | 10082  | 174434   | DEFINED |
| UNILEVER NV                            | NEW YORK SHARES | 904784709 | 4341   | 75101    | DEFINED |
| UNILEVER NV                            | NEW YORK SHARES | 904784709 | 294    | 5085     | DEFINED |
| UNILEVER NV                            | NEW YORK SHARES | 904784709 | 3000   | 51905    | DEFINED |
| UNILEVER NV                            | NEW YORK SHARES | 904784709 | 16814  | 290900   | DEFINED |
| UNION ACCEPTANCE CORP                  | COMMON SHS      | 904832102 | 491    | 4794594  | DEFINED |
| UNION PACIFIC CORP                     | COMMON SHS      | 907818108 | 3003   | 51246    | DEFINED |
| UNION PACIFIC CORP                     | COMMON SHS      | 907818108 | 17580  | 300000   | DEFINED |
| UNION PACIFIC CORP                     | COMMON SHS      | 907818108 | 16048  | 273858   | DEFINED |
| UNION PACIFIC CORP                     | COMMON SHS      | 907818108 | 11105  | 189500   | DEFINED |
| UNIONBANCAL CORP                       | COMMON SHS      | 908906100 | 49725  | 839800   | DEFINED |
| UNIONBANCAL CORP                       | COMMON SHS      | 908906100 | 30     | 500      | DEFINED |
| UNISYS CORP                            | COMMON SHS      | 909214108 | 120    | 11651    | DEFINED |
| UNITED DEFENSE INDUSTRIES INC          | COMMON SHS      | 91018B104 | 148    | 3700     | DEFINED |
| UNITED DEFENSE INDUSTRIES INC          | COMMON SHS      | 91018B104 | 14716  | 368000   | DEFINED |
| UNITED DOMINION REALTY TRUST INC       | REAL EST INV TR | 910197102 | 266    | 13417    | DEFINED |
| UNITED DOMINION REALTY TRUST INC       | REAL EST INV TR | 910197102 | 8388   | 423000   | DEFINED |
| UNITED NATIONAL GROUP LTD              | COMMON SHS      | 91103X102 | 7017   | 483240   | DEFINED |
| UNITED NATURAL FOODS INC               | COMMON SHS      | 911163103 | 978    | 36750    | DEFINED |
| UNITED NATURAL FOODS INC               | COMMON SHS      | 911163103 | 19744  | 742245   | DEFINED |
| UNITED NATURAL FOODS INC               | COMMON SHS      | 911163103 | 5804   | 218200   | DEFINED |
| UNITED ONLINE INC                      | COMMON SHS      | 911268100 | 340    | 35334    | DEFINED |
| UNITED ONLINE INC                      | COMMON SHS      | 911268100 | 7301   | 758900   | DEFINED |
| UNITED ONLINE INC                      | COMMON SHS      | 911268100 | 47     | 4900     | DEFINED |
| UNITED PARCEL SERVICE INC              | COMMON SHS      | 911312106 | 734    | 9668     | DEFINED |
| UNITED PARCEL SERVICE INC              | COMMON SHS      | 911312106 | 94077  | 1239165  | DEFINED |
| UNITED PARCEL SERVICE INC              | COMMON SHS      | 911312106 | 10862  | 143075   | DEFINED |
| UNITED STATES STEEL CORP               | COMMON SHS      | 912909108 | 87034  | 2313500  | DEFINED |
| UNITED STATES STEEL CORP               | COMMON SHS      | 912909108 | 357    | 9494     | DEFINED |
| UNITED STATES STEEL CORP               | COMMON SHS      | 912909108 | 839    | 22300    | DEFINED |
| UNITED STATES STEEL CORP               | CONVERT PREF    | 912909207 | 618    | 5000     | DEFINED |
| UNITED STATIONERS INC                  | COMMON SHS      | 913004107 | 41864  | 964600   | DEFINED |
| UNITED STATIONERS INC                  | COMMON SHS      | 913004107 | 43     | 1000     | DEFINED |
| UNITED SURGICAL PARTNERS INTERNATIONAL | COMMON SHS      | 913016309 | 668    | 19449    | DEFINED |
| UNITED SURGICAL PARTNERS INTERNATIONAL | COMMON SHS      | 913016309 | 7303   | 212597   | DEFINED |
| UNITED SURGICAL PARTNERS INTERNATIONAL | COMMON SHS      | 913016309 | 13438  | 391200   | DEFINED |
| UNITED TECHNOLOGIES CORP               | COMMON SHS      | 913017109 | 776    | 8310     | DEFINED |
| UNITED TECHNOLOGIES CORP               | COMMON SHS      | 913017109 | 85872  | 919600   | DEFINED |
| UNITED TECHNOLOGIES CORP               | COMMON SHS      | 913017109 | 175    | 1875     | DEFINED |
| UNITED TECHNOLOGIES CORP               | COMMON SHS      | 913017109 | 37352  | 400000   | DEFINED |
| UNITED TECHNOLOGIES CORP               | COMMON SHS      | 913017109 | 10385  | 111210   | DEFINED |
| UNITED TECHNOLOGIES CORP               | COMMON SHS      | 913017109 | 49723  | 532485   | DEFINED |
| UNITED TECHNOLOGIES CORP               | COMMON SHS      | 913017109 | 82001  | 878138   | DEFINED |
| UNITEDGLOBALCOM INC                    | COMMON SHS      | 913247508 | 270    | 36194    | DEFINED |
| UNITEDHEALTH GROUP INC                 | COMMON SHS      | 91324P102 | 51577  | 699444   | DEFINED |
| UNITEDHEALTH GROUP INC                 | COMMON SHS      | 91324P102 | 25397  | 344407   | DEFINED |
| UNITRIN INC                            | COMMON SHS      | 913275103 | 10488  | 252287   | DEFINED |
| UNIVERSAL COMPRESSION HOLDINGS INC     | COMMON SHS      | 913431102 | 28960  | 850000   | DEFINED |
| UNIVERSAL COMPRESSION HOLDINGS INC     | COMMON SHS      | 913431102 | 7046   | 206800   | DEFINED |
| UNIVERSAL COMPRESSION HOLDINGS INC     | COMMON SHS      | 913431102 | 44     | 1300     | DEFINED |
| UNIVERSAL CORP                         | COMMON SHS      | 913456109 | 5580   | 125000   | DEFINED |
| UNIVERSAL HEALTH SERVICES INC          | COMMON SHS      | 913903100 | 5      | 120      | DEFINED |
| UNIVERSAL HEALTH SERVICES INC          | COMMON SHS      | 913903100 | 174    | 4000     | DEFINED |
| UNIVERSAL HEALTH SERVICES INC          | COMMON SHS      | 913903100 | 56655  | 1302410  | DEFINED |
| UNIVERSAL HEALTH SERVICES INC          | CONVERTIBLE BD  | 913903AL4 | 5850   | 10000000 | DEFINED |
| UNIVISION COMMUNICATIONS INC           | COMMON SHS      | 914906102 | 382    | 12100    | DEFINED |
| UNIVISION COMMUNICATIONS INC           | COMMON SHS      | 914906102 | 14     | 446      | DEFINED |
| UNIVISION COMMUNICATIONS INC           | COMMON SHS      | 914906102 | 789    | 24975    | DEFINED |
| UNIVISION COMMUNICATIONS INC           | COMMON SHS      | 914906102 | 147829 | 4676668  | DEFINED |

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

|  |                 |           |        |         |         |
|--|-----------------|-----------|--------|---------|---------|
| UNOCAL CORP                            | COMMON SHS      | 915289102 | 944    | 21958   | DEFINED |
| UNOCAL CORP                            | COMMON SHS      | 915289102 | 996    | 23174   | DEFINED |
| UNOVA INC                              | COMMON SHS      | 91529B106 | 21117  | 1502958 | DEFINED |
| UNUMPROVIDENT CORP                     | COMMON SHS      | 91529Y106 | 1      | 55      | DEFINED |
| UNUMPROVIDENT CORP                     | COMMON SHS      | 91529Y106 | 2135   | 136075  | DEFINED |
| UPM-KYMMENE CORP                       | AMER DEP RECPT  | 915436109 | 19529  | 1018181 | DEFINED |
| UPM-KYMMENE CORP                       | AMER DEP RECPT  | 915436109 | 10     | 515     | DEFINED |
| URBAN OUTFITTERS INC                   | COMMON SHS      | 917047102 | 1704   | 49544   | DEFINED |
| VCA ANTECH INC                         | COMMON SHS      | 918194101 | 516    | 25000   | DEFINED |
| VCA ANTECH INC                         | COMMON SHS      | 918194101 | 104825 | 5081190 | DEFINED |
| V F CORP                               | COMMON SHS      | 918204108 | 24725  | 500000  | DEFINED |
| V F CORP                               | COMMON SHS      | 918204108 | 611    | 12350   | DEFINED |
| VAIL RESORTS INC                       | COMMON SHS      | 91879Q109 | 27557  | 1525000 | DEFINED |
| VALEANT PHARMACEUTICALS INTERNATIONAL  | COMMON SHS      | 91911X104 | 141021 | 5846653 | DEFINED |
| VALEANT PHARMACEUTICALS INTERNATIONAL  | COMMON SHS      | 91911X104 | 4957   | 205500  | DEFINED |
| VALERO ENERGY CORP                     | COMMON SHS      | 91913Y100 | 400    | 4988    | DEFINED |
| VALSPAR CORP                           | COMMON SHS      | 920355104 | 15366  | 329175  | DEFINED |
| VALSPAR CORP                           | COMMON SHS      | 920355104 | 109339 | 2342305 | DEFINED |
| VALUECLICK INC                         | COMMON SHS      | 92046N102 | 9      | 1000    | DEFINED |
| VALUECLICK INC                         | COMMON SHS      | 92046N102 | 8065   | 854300  | DEFINED |
| VAN DER MOOLEN HOLDINGS NV             | AMER DEP RECPT  | 921020103 | 101    | 15300   | DEFINED |
| VARCO INTERNATIONAL INC                | COMMON SHS      | 922122106 | 3367   | 125547  | DEFINED |
| VARCO INTERNATIONAL INC                | COMMON SHS      | 922122106 | 63120  | 2353470 | DEFINED |
| VARCO INTERNATIONAL INC                | COMMON SHS      | 922122106 | 15351  | 572358  | DEFINED |
| VARCO INTERNATIONAL INC                | COMMON SHS      | 922122106 | 101736 | 3793281 | DEFINED |
| VARIAN INC                             | COMMON SHS      | 922206107 | 23170  | 611819  | DEFINED |
| VARIAN INC                             | COMMON SHS      | 922206107 | 131004 | 3459300 | DEFINED |
| VARIAN SEMICONDUCTOR EQUIPMENT ASSOCIA | COMMON SHS      | 922207105 | 17228  | 557535  | DEFINED |
| VARIAN SEMICONDUCTOR EQUIPMENT ASSOCIA | COMMON SHS      | 922207105 | 122509 | 3964700 | DEFINED |
| VARIAN MEDICAL SYSTEMS INC             | COMMON SHS      | 92220P105 | 263    | 7620    | DEFINED |
| VARIAN MEDICAL SYSTEMS INC             | COMMON SHS      | 92220P105 | 5      | 140     | DEFINED |
| VARIAN MEDICAL SYSTEMS INC             | COMMON SHS      | 92220P105 | 156961 | 4540372 | DEFINED |
| VECTREN CORP                           | COMMON SHS      | 92240G101 | 40     | 1598    | DEFINED |
| VECTREN CORP                           | COMMON SHS      | 92240G101 | 22662  | 900000  | DEFINED |
| VENTAS INC                             | REAL EST INV TR | 92276F100 | 127882 | 4933730 | DEFINED |
| VENTAS INC                             | REAL EST INV TR | 92276F100 | 2      | 74      | DEFINED |
| VERITY INC                             | COMMON SHS      | 92343C106 | 1      | 60      | DEFINED |
| VERITY INC                             | COMMON SHS      | 92343C106 | 51960  | 4034200 | DEFINED |
| VERISIGN INC                           | COMMON SHS      | 92343E102 | 10     | 500     | DEFINED |
| VERISIGN INC                           | COMMON SHS      | 92343E102 | 29146  | 1466100 | DEFINED |
| VERIZON COMMUNICATIONS                 | COMMON SHS      | 92343V104 | 1024   | 26000   | DEFINED |
| VERIZON COMMUNICATIONS                 | COMMON SHS      | 92343V104 | 6966   | 176886  | DEFINED |
| VERIZON COMMUNICATIONS                 | COMMON SHS      | 92343V104 | 10841  | 275295  | DEFINED |
| VERIZON COMMUNICATIONS                 | COMMON SHS      | 92343V104 | 66696  | 1693650 | DEFINED |
| VERIZON COMMUNICATIONS                 | COMMON SHS      | 92343V104 | 274039 | 6958831 | DEFINED |
| VERTEX PHARMACEUTICALS INC             | COMMON SHS      | 92532F100 | 3858   | 367400  | DEFINED |
| VIACOM INC                             | COMMON SHS      | 925524100 | 6800   | 200000  | DEFINED |
| VIACOM INC                             | COMMON SHS      | 925524100 | 5393   | 158606  | DEFINED |
| VIACOM INC                             | COMMON SHS      | 925524100 | 581    | 17100   | DEFINED |
| VIACOM INC                             | COMMON SHS      | 925524308 | 1320   | 39347   | DEFINED |
| VIACOM INC                             | COMMON SHS      | 925524308 | 77802  | 2318300 | DEFINED |
| VIACOM INC                             | COMMON SHS      | 925524308 | 1      | 30      | DEFINED |
| VIACOM INC                             | COMMON SHS      | 925524308 | 3356   | 100000  | DEFINED |
| VIACOM INC                             | COMMON SHS      | 925524308 | 15994  | 476586  | DEFINED |
| VIACOM INC                             | COMMON SHS      | 925524308 | 57771  | 1721435 | DEFINED |
| VIASAT INC                             | COMMON SHS      | 92552V100 | 7907   | 393406  | DEFINED |
| VIASAT INC                             | COMMON SHS      | 92552V100 | 23620  | 1175100 | DEFINED |
| VICURON PHARMACEUTICALS INC            | COMMON SHS      | 926471103 | 1835   | 125000  | DEFINED |
| VICURON PHARMACEUTICALS INC            | COMMON SHS      | 926471103 | 40778  | 2777800 | DEFINED |
| VILLAGE SUPER MARKET INC               | COMMON SHS      | 927107409 | 3743   | 115175  | DEFINED |
| VISTEON CORP                           | COMMON SHS      | 92839U107 | 81     | 10122   | DEFINED |
| VITESSE SEMICONDUCTOR CORP             | COMMON SHS      | 928497106 | 13368  | 4896600 | DEFINED |

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

|  |                 |           |        |         |         |
|--|-----------------|-----------|--------|---------|---------|
| VODAFONE GROUP PLC                     | AMER DEP RECPT  | 92857W100 | 36107  | 1497590 | DEFINED |
| VODAFONE GROUP PLC                     | AMER DEP RECPT  | 92857W100 | 13067  | 541956  | DEFINED |
| VODAFONE GROUP PLC                     | AMER DEP RECPT  | 92857W100 | 133    | 5500    | DEFINED |
| VODAFONE GROUP PLC                     | AMER DEP RECPT  | 92857W100 | 20808  | 863035  | DEFINED |
| VODAFONE GROUP PLC                     | AMER DEP RECPT  | 92857W100 | 24783  | 1027900 | DEFINED |
| VOLTERRA SEMICONDUCTOR CORP            | COMMON SHS      | 928708106 | 1505   | 121100  | DEFINED |
| VOLVO AB                               | AMER DEP RECPT  | 928856400 | 1598   | 45353   | DEFINED |
| VOLVO AB                               | AMER DEP RECPT  | 928856400 | 9361   | 265709  | DEFINED |
| VOLVO AB                               | AMER DEP RECPT  | 928856400 | 70     | 2000    | DEFINED |
| VORNADO REALTY TRUST                   | REAL EST INV TR | 929042109 | 1343   | 21427   | DEFINED |
| VORNADO REALTY TRUST                   | REAL EST INV TR | 929042109 | 1116   | 17800   | DEFINED |
| VORNADO REALTY TRUST                   | REAL EST INV TR | 929042109 | 76438  | 1219500 | DEFINED |
| VOTORANTIM CELULOSE E PAPEL SA         | AMER DEP RECPT  | 92906P106 | 5459   | 158000  | DEFINED |
| WCA WASTE CORP                         | COMMON SHS      | 92926K103 | 88     | 10000   | DEFINED |
| WPP GROUP PLC                          | AMER DEP RECPT  | 929309300 | 1195   | 25594   | DEFINED |
| WPP GROUP PLC                          | AMER DEP RECPT  | 929309300 | 3035   | 65000   | DEFINED |
| WPP GROUP PLC                          | AMER DEP RECPT  | 929309300 | 187    | 4000    | DEFINED |
| WABASH NATIONAL CORP                   | COMMON SHS      | 929566107 | 6502   | 236700  | DEFINED |
| WABTEC CORP                            | COMMON SHS      | 929740108 | 9752   | 521800  | DEFINED |
| WABTEC CORP                            | COMMON SHS      | 929740108 | 41     | 2200    | DEFINED |
| WACHOVIA CORP                          | COMMON SHS      | 929903102 | 6855   | 146000  | DEFINED |
| WACHOVIA CORP                          | COMMON SHS      | 929903102 | 25930  | 552282  | DEFINED |
| WADDELL & REED FINANCIAL INC           | COMMON SHS      | 930059100 | 4554   | 207000  | DEFINED |
| WAL-MART STORES INC                    | COMMON SHS      | 931142103 | 342    | 6420    | DEFINED |
| WAL-MART STORES INC                    | COMMON SHS      | 931142103 | 167    | 3148    | DEFINED |
| WAL-MART STORES INC                    | COMMON SHS      | 931142103 | 16819  | 316150  | DEFINED |
| WAL-MART STORES INC                    | COMMON SHS      | 931142103 | 42003  | 789535  | DEFINED |
| WAL-MART STORES INC                    | COMMON SHS      | 931142103 | 68037  | 1278883 | DEFINED |
| WALGREEN CO                            | COMMON SHS      | 931422109 | 17293  | 482637  | DEFINED |
| WALGREEN CO                            | COMMON SHS      | 931422109 | 3      | 95      | DEFINED |
| WALTER INDUSTRIES INC                  | COMMON SHS      | 93317Q105 | 3036   | 189505  | DEFINED |
| WARNER CHILCOTT PLC                    | AMER DEP RECPT  | 93443W109 | 383    | 6900    | DEFINED |
| WASHINGTON MUTUAL INC                  | COMMON SHS      | 939322103 | 91848  | 2350250 | DEFINED |
| WASHINGTON MUTUAL INC                  | COMMON SHS      | 939322103 | 6930   | 177336  | DEFINED |
| WASHINGTON MUTUAL INC                  | COMMON SHS      | 939322103 | 11474  | 293593  | DEFINED |
| WASHINGTON MUTUAL INC                  | COMMON SHS      | 939322103 | 9098   | 232806  | DEFINED |
| WASHINGTON MUTUAL INC                  | COMMON SHS      | 939322103 | 36296  | 928772  | DEFINED |
| WASHINGTON POST CO                     | COMMON SHS      | 939640108 | 510318 | 554693  | DEFINED |
| WASHINGTON POST CO                     | COMMON SHS      | 939640108 | 5417   | 5888    | DEFINED |
| WASHINGTON REAL ESTATE INVESTMENT TRUS | REAL EST INV TR | 939653101 | 40     | 1330    | DEFINED |
| WASHINGTON REAL ESTATE INVESTMENT TRUS | REAL EST INV TR | 939653101 | 185    | 6104    | DEFINED |
| WASTE CONNECTIONS INC                  | COMMON SHS      | 941053100 | 13399  | 422952  | DEFINED |
| WASTE CONNECTIONS INC                  | COMMON SHS      | 941053100 | 76173  | 2404450 | DEFINED |
| WASTE MANAGEMENT INC                   | COMMON SHS      | 94106L109 | 18167  | 664500  | DEFINED |
| WASTE MANAGEMENT INC                   | COMMON SHS      | 94106L109 | 40300  | 1474047 | DEFINED |
| WASTE MANAGEMENT INC                   | COMMON SHS      | 94106L109 | 1325   | 48449   | DEFINED |
| WASTE MANAGEMENT INC                   | COMMON SHS      | 94106L109 | 309    | 11310   | DEFINED |
| WASTE MANAGEMENT INC                   | COMMON SHS      | 94106L109 | 3904   | 142800  | DEFINED |
| WATERS CORP                            | COMMON SHS      | 941848103 | 22050  | 500000  | DEFINED |
| WATERS CORP                            | COMMON SHS      | 941848103 | 1385   | 31416   | DEFINED |
| WATERS CORP                            | COMMON SHS      | 941848103 | 121859 | 2763242 | DEFINED |
| WATSON PHARMACEUTICALS INC             | COMMON SHS      | 942683103 | 15     | 500     | DEFINED |
| WATSON PHARMACEUTICALS INC             | COMMON SHS      | 942683103 | 50689  | 1720600 | DEFINED |
| WATTS WATER TECHNOLOGIES INC           | COMMON SHS      | 942749102 | 9867   | 367500  | DEFINED |
| WATTS WATER TECHNOLOGIES INC           | COMMON SHS      | 942749102 | 43     | 1600    | DEFINED |
| WEBEX COMMUNICATIONS INC               | COMMON SHS      | 94767L109 | 327    | 15000   | DEFINED |
| WEBSense INC                           | COMMON SHS      | 947684106 | 12301  | 295200  | DEFINED |
| WEBSense INC                           | COMMON SHS      | 947684106 | 5963   | 143100  | DEFINED |
| WEBMETHODS INC                         | COMMON SHS      | 94768C108 | 8120   | 1526371 | DEFINED |
| WEBMETHODS INC                         | COMMON SHS      | 94768C108 | 8275   | 1555500 | DEFINED |
| WEBMETHODS INC                         | COMMON SHS      | 94768C108 | 1183   | 222390  | DEFINED |
| WEIGHT WATCHERS INTERNATIONAL INC      | COMMON SHS      | 948626106 | 61747  | 1590600 | DEFINED |

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

|                                    |                |           |        |          |         |
|------------------------------------|----------------|-----------|--------|----------|---------|
| WELLPOINT HEALTH NETWORKS INC      | COMMON SHS     | 94973H108 | 252    | 2400     | DEFINED |
| WELLPOINT HEALTH NETWORKS INC      | COMMON SHS     | 94973H108 | 3871   | 36832    | DEFINED |
| WELLPOINT HEALTH NETWORKS INC      | COMMON SHS     | 94973H108 | 884    | 8408     | DEFINED |
| WELLPOINT HEALTH NETWORKS INC      | COMMON SHS     | 94973H108 | 3678   | 35000    | DEFINED |
| WELLS FARGO & CO                   | COMMON SHS     | 949746101 | 314    | 5270     | DEFINED |
| WELLS FARGO & CO                   | COMMON SHS     | 949746101 | 5107   | 85649    | DEFINED |
| WELLS FARGO & CO                   | COMMON SHS     | 949746101 | 17057  | 286041   | DEFINED |
| WELLS FARGO & CO                   | COMMON SHS     | 949746101 | 50106  | 840276   | DEFINED |
| WELLS FARGO & CO                   | COMMON SHS     | 949746101 | 104993 | 1760748  | DEFINED |
| WENDYS INTERNATIONAL INC           | COMMON SHS     | 950590109 | 559    | 16625    | DEFINED |
| WESCAST INDUSTRIES INC             | ORDINARY SHS   | 950813105 | 7787   | 229714   | DEFINED |
| WEST MARINE INC                    | COMMON SHS     | 954235107 | 22278  | 1042000  | DEFINED |
| WEST MARINE INC                    | COMMON SHS     | 954235107 | 5008   | 234240   | DEFINED |
| WEST PHARMACEUTICAL SERVICES INC   | COMMON SHS     | 955306105 | 70206  | 3367200  | DEFINED |
| WEST PHARMACEUTICAL SERVICES INC   | COMMON SHS     | 955306105 | 25     | 1200     | DEFINED |
| WESTAR ENERGY INC                  | COMMON SHS     | 95709T100 | 14140  | 700000   | DEFINED |
| WESTERN DIGITAL CORP               | COMMON SHS     | 958102105 | 9559   | 1087500  | DEFINED |
| WESTERN DIGITAL CORP               | COMMON SHS     | 958102105 | 28268  | 3215900  | DEFINED |
| WESTERN DIGITAL CORP               | COMMON SHS     | 958102105 | 3890   | 442510   | DEFINED |
| WESTERN DIGITAL CORP               | COMMON SHS     | 958102105 | 6735   | 766240   | DEFINED |
| WESTERN GAS RESOURCES INC          | COMMON SHS     | 958259103 | 1241   | 43400    | DEFINED |
| WESTERN WIRELESS CORP              | COMMON SHS     | 95988E204 | 6553   | 254900   | DEFINED |
| WESTLAKE CHEMICAL CORP             | COMMON SHS     | 960413102 | 29721  | 1332800  | DEFINED |
| WESTLAKE CHEMICAL CORP             | COMMON SHS     | 960413102 | 18422  | 826100   | DEFINED |
| WESTWOOD ONE INC                   | COMMON SHS     | 961815107 | 2906   | 147000   | DEFINED |
| WEYERHAEUSER CO                    | COMMON SHS     | 962166104 | 2116   | 31826    | DEFINED |
| WEYERHAEUSER CO                    | COMMON SHS     | 962166104 | 1671   | 25142    | DEFINED |
| WHEATON RIV MINERALS LTD           | ORDINARY SHS   | 962902102 | 44821  | 11289814 | DEFINED |
| WHEATON RIV MINERALS LTD           | ORDINARY SHS   | 962902102 | 18858  | 4750000  | DEFINED |
| WHEATON RIV MINERALS LTD           | WTS TO EQUITY  | 962902177 | 10980  | 4499999  | DEFINED |
| WHEATON RIV MINERALS LTD           | WTS TO EQUITY  | 962902177 | 2227   | 912500   | DEFINED |
| WHEELING-PITTSBURGH CORP           | COMMON SHS     | 963142302 | 783    | 25000    | DEFINED |
| WHITNEY HOLDING CORP               | COMMON SHS     | 966612103 | 205    | 4887     | DEFINED |
| WHOLE FOODS MARKET INC             | COMMON SHS     | 966837106 | 2570   | 29962    | DEFINED |
| WHOLE FOODS MARKET INC             | COMMON SHS     | 966837106 | 64419  | 750886   | DEFINED |
| WHOLE FOODS MARKET INC             | COMMON SHS     | 966837106 | 3294   | 38400    | DEFINED |
| WILD OATS MARKETS INC              | COMMON SHS     | 96808B107 | 620    | 71710    | DEFINED |
| WILLIAMS-SONOMA INC                | COMMON SHS     | 969904101 | 3350   | 89225    | DEFINED |
| WILMINGTON TRUST CORP              | COMMON SHS     | 971807102 | 9357   | 258400   | DEFINED |
| WILMINGTON TRUST CORP              | COMMON SHS     | 971807102 | 138    | 3800     | DEFINED |
| WILMINGTON TRUST CORP              | COMMON SHS     | 971807102 | 479    | 13222    | DEFINED |
| WILSON GREATBATCH TECHNOLOGIES INC | COMMON SHS     | 972232102 | 11832  | 661401   | DEFINED |
| WILSON GREATBATCH TECHNOLOGIES INC | COMMON SHS     | 972232102 | 4294   | 240000   | DEFINED |
| WILSON GREATBATCH TECHNOLOGIES INC | COMMON SHS     | 972232102 | 17507  | 978600   | DEFINED |
| WINNEBAGO INDUSTRIES INC           | COMMON SHS     | 974637100 | 21771  | 628500   | DEFINED |
| WIPRO LTD                          | AMER DEP RECPT | 97651M109 | 1580   | 83630    | DEFINED |
| WISCONSIN ENERGY CORP              | COMMON SHS     | 976657106 | 1413   | 44300    | DEFINED |
| WM WRIGLEY JR CO                   | COMMON SHS     | 982526105 | 1811   | 28600    | DEFINED |
| WYETH                              | COMMON SHS     | 983024100 | 739    | 19750    | DEFINED |
| WYETH                              | COMMON SHS     | 983024100 | 174885 | 4676080  | DEFINED |
| WYETH                              | COMMON SHS     | 983024100 | 5112   | 136688   | DEFINED |
| WYETH                              | COMMON SHS     | 983024100 | 22440  | 600000   | DEFINED |
| WYETH                              | COMMON SHS     | 983024100 | 10918  | 291920   | DEFINED |
| WYETH                              | COMMON SHS     | 983024100 | 17073  | 456505   | DEFINED |
| WYETH                              | COMMON SHS     | 983024100 | 126575 | 3384359  | DEFINED |
| WYNN RESORTS LTD                   | COMMON SHS     | 983134107 | 15396  | 297847   | DEFINED |
| XM SATELLITE RADIO HOLDINGS INC    | COMMON SHS     | 983759101 | 361    | 11630    | DEFINED |
| XM SATELLITE RADIO HOLDINGS INC    | COMMON SHS     | 983759101 | 32018  | 1032171  | DEFINED |
| XTO ENERGY INC                     | COMMON SHS     | 98385X106 | 26     | 800      | DEFINED |
| XTO ENERGY INC                     | COMMON SHS     | 98385X106 | 1310   | 40325    | DEFINED |
| XCEL ENERGY INC                    | COMMON SHS     | 98389B100 | 15207  | 878000   | DEFINED |
| XCEL ENERGY INC                    | COMMON SHS     | 98389B100 | 213    | 12310    | DEFINED |

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

|                              |               |           |        |          |         |
|------------------------------|---------------|-----------|--------|----------|---------|
| XCEL ENERGY INC              | COMMON SHS    | 98389B100 | 100665 | 5812050  | DEFINED |
| XCYTE THERAPIES INC          | COMMON SHS    | 98389F309 | 1123   | 356550   | DEFINED |
| XANSER CORP                  | COMMON SHS    | 98389J103 | 6860   | 2800000  | DEFINED |
| XILINX INC                   | COMMON SHS    | 983919101 | 254    | 9390     | DEFINED |
| XILINX INC                   | COMMON SHS    | 983919101 | 1081   | 40040    | DEFINED |
| XILINX INC                   | COMMON SHS    | 983919101 | 40973  | 1517532  | DEFINED |
| XENOGEN CORP                 | COMMON SHS    | 98410R108 | 3156   | 493200   | DEFINED |
| XEROX CORP                   | COMMON SHS    | 984121103 | 718    | 50989    | DEFINED |
| YAHOO INC                    | COMMON SHS    | 984332106 | 155    | 4570     | DEFINED |
| YAHOO INC                    | COMMON SHS    | 984332106 | 54256  | 1600000  | DEFINED |
| YAHOO INC                    | COMMON SHS    | 984332106 | 530    | 15640    | DEFINED |
| YAHOO INC                    | COMMON SHS    | 984332106 | 88706  | 2615921  | DEFINED |
| YAMANA GOLD INC              | ORDINARY SHS  | 98462Y100 | 8580   | 2640000  | DEFINED |
| YAMANA GOLD INC              | WTS TO EQUITY | 98462Y118 | 2358   | 1150000  | DEFINED |
| YORK INTERNATIONAL CORP      | COMMON SHS    | 986670107 | 21860  | 692000   | DEFINED |
| YUM! BRANDS INC              | COMMON SHS    | 988498101 | 1144   | 28147    | DEFINED |
| ZALE CORP                    | COMMON SHS    | 988858106 | 42954  | 1528600  | DEFINED |
| ZILOG INC                    | COMMON SHS    | 989524301 | 5301   | 918800   | DEFINED |
| ZIMMER HOLDINGS INC          | COMMON SHS    | 98956P102 | 2065   | 26132    | DEFINED |
| ZIMMER HOLDINGS INC          | COMMON SHS    | 98956P102 | 5059   | 64000    | DEFINED |
| ZIMMER HOLDINGS INC          | COMMON SHS    | 98956P102 | 54043  | 683739   | DEFINED |
| ZIMMER HOLDINGS INC          | COMMON SHS    | 98956P102 | 34837  | 440756   | DEFINED |
| DAIMLERCHRYSLER AG           | ORDINARY SHS  | D1668R123 | 5186   | 125215   | DEFINED |
| DEUTSCHE BANK AG             | ORDINARY SHS  | D18190898 | 317    | 4400     | DEFINED |
| ACE LTD                      | ORDINARY SHS  | G0070K103 | 11700  | 292056   | DEFINED |
| ACE LTD                      | ORDINARY SHS  | G0070K103 | 607874 | 15174099 | DEFINED |
| ACE LTD                      | ORDINARY SHS  | G0070K103 | 212027 | 5292730  | DEFINED |
| ACE LTD                      | ORDINARY SHS  | G0070K103 | 7      | 180      | DEFINED |
| ACE LTD                      | ORDINARY SHS  | G0070K103 | 2776   | 69300    | DEFINED |
| ACE LTD                      | ORDINARY SHS  | G0070K103 | 1524   | 38040    | DEFINED |
| ACE LTD                      | ORDINARY SHS  | G0070K103 | 75     | 1880     | DEFINED |
| AMDOCS LTD                   | COMMON SHS    | G02602103 | 68     | 3115     | DEFINED |
| AMDOCS LTD                   | COMMON SHS    | G02602103 | 73853  | 3383100  | DEFINED |
| APEX SILVER MINES LTD        | COMMON SHS    | G04074103 | 22993  | 1059600  | DEFINED |
| AXIS CAPITAL HOLDINGS LTD    | COMMON SHS    | G0692U109 | 487    | 18740    | DEFINED |
| AXIS CAPITAL HOLDINGS LTD    | COMMON SHS    | G0692U109 | 3901   | 150020   | DEFINED |
| AXIS CAPITAL HOLDINGS LTD    | COMMON SHS    | G0692U109 | 13     | 500      | DEFINED |
| ACCENTURE LTD                | COMMON SHS    | G1150G111 | 1758   | 64986    | DEFINED |
| ACCENTURE LTD                | COMMON SHS    | G1150G111 | 2100   | 77649    | DEFINED |
| ACCENTURE LTD                | COMMON SHS    | G1150G111 | 22845  | 844545   | DEFINED |
| ACCENTURE LTD                | COMMON SHS    | G1150G111 | 9131   | 337561   | DEFINED |
| ACCENTURE LTD                | COMMON SHS    | G1150G111 | 46264  | 1710300  | DEFINED |
| ACCENTURE LTD                | COMMON SHS    | G1150G111 | 88417  | 3268654  | DEFINED |
| BUNGE LTD                    | COMMON SHS    | G16962105 | 333    | 8340     | DEFINED |
| BUNGE LTD                    | COMMON SHS    | G16962105 | 88536  | 2214500  | DEFINED |
| BUNGE LTD                    | COMMON SHS    | G16962105 | 11641  | 291160   | DEFINED |
| BUNGE LTD                    | COMMON SHS    | G16962105 | 199626 | 4993139  | DEFINED |
| CREDICORP LTD                | ORDINARY SHS  | G2519Y108 | 6934   | 493900   | DEFINED |
| CREDICORP LTD                | ORDINARY SHS  | G2519Y108 | 3427   | 244100   | DEFINED |
| EVEREST RE GROUP LTD         | ORDINARY SHS  | G3223R108 | 4579   | 61599    | DEFINED |
| GLOBALSANTAFE CORP           | COMMON SHS    | G3930E101 | 1670   | 54500    | DEFINED |
| GLOBALSANTAFE CORP           | COMMON SHS    | G3930E101 | 353    | 11520    | DEFINED |
| GLOBALSANTAFE CORP           | COMMON SHS    | G3930E101 | 31743  | 1035646  | DEFINED |
| INGERSOLL RAND CO            | ORDINARY SHS  | G4776G101 | 292    | 4300     | DEFINED |
| INGERSOLL RAND CO            | ORDINARY SHS  | G4776G101 | 34053  | 501000   | DEFINED |
| INGERSOLL RAND CO            | ORDINARY SHS  | G4776G101 | 190    | 2800     | DEFINED |
| INGERSOLL RAND CO            | ORDINARY SHS  | G4776G101 | 557    | 8190     | DEFINED |
| IPC HOLDINGS LTD             | COMMON SHS    | G4933P101 | 57414  | 1510500  | DEFINED |
| IPC HOLDINGS LTD             | COMMON SHS    | G4933P101 | 20119  | 529300   | DEFINED |
| IPC HOLDINGS LTD             | COMMON SHS    | G4933P101 | 13165  | 346360   | DEFINED |
| IPC HOLDINGS LTD             | COMMON SHS    | G4933P101 | 15075  | 396600   | DEFINED |
| MARVELL TECHNOLOGY GROUP LTD | ORDINARY SHS  | G5876H105 | 4285   | 164000   | DEFINED |



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

|                                       |              |           |        |          |         |
|---------------------------------------|--------------|-----------|--------|----------|---------|
| MONTPELIER RE HOLDINGS LTD            | COMMON SHS   | G62185106 | 26079  | 711000   | DEFINED |
| MONTPELIER RE HOLDINGS LTD            | COMMON SHS   | G62185106 | 47718  | 1300921  | DEFINED |
| MONTPELIER RE HOLDINGS LTD            | COMMON SHS   | G62185106 | 4451   | 121350   | DEFINED |
| MONTPELIER RE HOLDINGS LTD            | COMMON SHS   | G62185106 | 85310  | 2325800  | DEFINED |
| NABORS INDUSTRIES LTD                 | COMMON SHS   | G6359F103 | 4247   | 89690    | DEFINED |
| NABORS INDUSTRIES LTD                 | COMMON SHS   | G6359F103 | 3101   | 65500    | DEFINED |
| NOBLE CORP                            | COMMON SHS   | G65422100 | 39     | 876      | DEFINED |
| NOBLE CORP                            | COMMON SHS   | G65422100 | 336799 | 7492750  | DEFINED |
| NOBLE CORP                            | COMMON SHS   | G65422100 | 403    | 8960     | DEFINED |
| NOBLE CORP                            | COMMON SHS   | G65422100 | 2687   | 59773    | DEFINED |
| PARTNERRE LTD                         | ORDINARY SHS | G6852T105 | 176    | 3220     | DEFINED |
| PARTNERRE LTD                         | ORDINARY SHS | G6852T105 | 446    | 8150     | DEFINED |
| RENAISSANCE HOLDINGS LTD              | ORDINARY SHS | G7496G103 | 713    | 13825    | DEFINED |
| SEAGATE TECHNOLOGY                    | COMMON SHS   | G7945J104 | 30584  | 2262100  | DEFINED |
| SEAGATE TECHNOLOGY                    | COMMON SHS   | G7945J104 | 231649 | 17133825 | DEFINED |
| SEAGATE TECHNOLOGY                    | COMMON SHS   | G7945J104 | 25864  | 1913010  | DEFINED |
| SINA CORP                             | ORDINARY SHS | G81477104 | 2358   | 92500    | DEFINED |
| TOMMY HILFIGER CORP                   | COMMON SHS   | G8915Z102 | 27636  | 2800000  | DEFINED |
| TRANSOCEAN INC                        | COMMON SHS   | G90078109 | 2057   | 57500    | DEFINED |
| TRANSOCEAN INC                        | COMMON SHS   | G90078109 | 136    | 3805     | DEFINED |
| TRANSOCEAN INC                        | COMMON SHS   | G90078109 | 2771   | 77440    | DEFINED |
| TRANSOCEAN INC                        | COMMON SHS   | G90078109 | 3487   | 97447    | DEFINED |
| WEATHERFORD INTERNATIONAL LTD         | COMMON SHS   | G95089101 | 114    | 2230     | DEFINED |
| WEATHERFORD INTERNATIONAL LTD         | COMMON SHS   | G95089101 | 1684   | 33000    | DEFINED |
| WHITE MOUNTAINS INSURANCE GROUP INC   | COMMON SHS   | G9618E107 | 17826  | 33890    | DEFINED |
| WHITE MOUNTAINS INSURANCE GROUP INC   | COMMON SHS   | G9618E107 | 694934 | 1321167  | DEFINED |
| WHITE MOUNTAINS INSURANCE GROUP INC   | COMMON SHS   | G9618E107 | 636    | 1209     | DEFINED |
| WHITE MOUNTAINS INSURANCE GROUP INC   | COMMON SHS   | G9618E107 | 4524   | 8600     | DEFINED |
| WHITE MOUNTAINS INSURANCE GROUP INC   | COMMON SHS   | G9618E990 | 338780 | 677966   | DEFINED |
| WILLIS GROUP HOLDINGS LTD             | COMMON SHS   | G96655108 | 351426 | 9396418  | DEFINED |
| WILLIS GROUP HOLDINGS LTD             | COMMON SHS   | G96655108 | 2878   | 76960    | DEFINED |
| WILLIS GROUP HOLDINGS LTD             | COMMON SHS   | G96655108 | 63629  | 1701300  | DEFINED |
| WILLIS GROUP HOLDINGS LTD             | COMMON SHS   | G96655108 | 4563   | 122000   | DEFINED |
| WILLIS GROUP HOLDINGS LTD             | COMMON SHS   | G96655108 | 174    | 4650     | DEFINED |
| WILLIS GROUP HOLDINGS LTD             | COMMON SHS   | G96655108 | 4058   | 108510   | DEFINED |
| XL CAPITAL LTD                        | ORDINARY SHS | G98255105 | 28479  | 384904   | DEFINED |
| XL CAPITAL LTD                        | ORDINARY SHS | G98255105 | 574645 | 7766529  | DEFINED |
| XL CAPITAL LTD                        | ORDINARY SHS | G98255105 | 186232 | 2516983  | DEFINED |
| XL CAPITAL LTD                        | ORDINARY SHS | G98255105 | 23941  | 323572   | DEFINED |
| XL CAPITAL LTD                        | ORDINARY SHS | G98255105 | 1      | 15       | DEFINED |
| XL CAPITAL LTD                        | ORDINARY SHS | G98255105 | 11853  | 160200   | DEFINED |
| XL CAPITAL LTD                        | ORDINARY SHS | G98255105 | 2032   | 27458    | DEFINED |
| XL CAPITAL LTD                        | ORDINARY SHS | G98255105 | 4520   | 61090    | DEFINED |
| XOMA LTD                              | COMMON SHS   | G9825R107 | 30     | 13000    | DEFINED |
| ALCON INC                             | ORDINARY SHS | H01301102 | 60     | 750      | DEFINED |
| ALCON INC                             | ORDINARY SHS | H01301102 | 12030  | 150000   | DEFINED |
| UBS AG                                | ORDINARY SHS | H8920M855 | 1101   | 15654    | DEFINED |
| UBS AG                                | ORDINARY SHS | H8920M855 | 1017   | 14465    | DEFINED |
| UBS AG                                | ORDINARY SHS | H8920M855 | 21529  | 306117   | DEFINED |
| UBS AG                                | ORDINARY SHS | H8920M855 | 538    | 7650     | DEFINED |
| CHECK POINT SOFTWARE TECHNOLOGIES LTD | ORDINARY SHS | M22465104 | 29511  | 1739038  | DEFINED |
| CHECK POINT SOFTWARE TECHNOLOGIES LTD | ORDINARY SHS | M22465104 | 231155 | 13621370 | DEFINED |
| CHECK POINT SOFTWARE TECHNOLOGIES LTD | ORDINARY SHS | M22465104 | 162745 | 9590145  | DEFINED |
| CHECK POINT SOFTWARE TECHNOLOGIES LTD | ORDINARY SHS | M22465104 | 12626  | 744030   | DEFINED |
| CHECK POINT SOFTWARE TECHNOLOGIES LTD | ORDINARY SHS | M22465104 | 23013  | 1356085  | DEFINED |
| CHECK POINT SOFTWARE TECHNOLOGIES LTD | ORDINARY SHS | M22465104 | 1253   | 73825    | DEFINED |
| CHECK POINT SOFTWARE TECHNOLOGIES LTD | ORDINARY SHS | M22465104 | 4506   | 265522   | DEFINED |
| ORBOTECH LTD                          | ORDINARY SHS | M75253100 | 18269  | 1044540  | DEFINED |
| RADVIEW SOFTWARE LTD                  | COMMON SHS   | M81867109 | 27     | 143000   | DEFINED |
| TARO PHARMACEUTICAL INDUSTRIES LTD    | COMMON SHS   | M8737E108 | 11159  | 477301   | DEFINED |
| TARO PHARMACEUTICAL INDUSTRIES LTD    | COMMON SHS   | M8737E108 | 27663  | 1183200  | DEFINED |
| ASM INTERNATIONAL NV                  | ORDINARY SHS | N07045102 | 560    | 42139    | DEFINED |

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

|  |                 |           |       |         |         |
|--|-----------------|-----------|-------|---------|---------|
| ASM INTERNATIONAL NV                   | ORDINARY SHS    | N07045102 | 58    | 4400    | DEFINED |
| ASML HOLDING NV                        | NEW YORK SHARES | N07059111 | 35149 | 2731100 | DEFINED |
| CNH GLOBAL NV                          | ORDINARY SHS    | N20935206 | 51    | 2590    | DEFINED |
| CNH GLOBAL NV                          | ORDINARY SHS    | N20935206 | 13909 | 710379  | DEFINED |
| CNH GLOBAL NV                          | ORDINARY SHS    | N20935206 | 38054 | 1943500 | DEFINED |
| CORE LABORATORIES NV                   | COMMON SHS      | N22717107 | 1     | 30      | DEFINED |
| CORE LABORATORIES NV                   | COMMON SHS      | N22717107 | 22131 | 900000  | DEFINED |
| BANCO LATINOAMERICANO DE EXPORTACIONES | ORDINARY SHS    | P16994132 | 1403  | 91400   | DEFINED |
| STEINER LEISURE LTD                    | ORDINARY SHS    | P8744Y102 | 2650  | 119900  | DEFINED |
| STEINER LEISURE LTD                    | ORDINARY SHS    | P8744Y102 | 5693  | 257600  | DEFINED |
| STEINER LEISURE LTD                    | ORDINARY SHS    | P8744Y102 | 9572  | 433100  | DEFINED |
| ROYAL CARIBBEAN CRUISES LTD            | COMMON SHS      | V7780T103 | 468   | 10726   | DEFINED |
| STELMAR SHIPPING LTD                   | ORDINARY SHS    | V8726M103 | 9074  | 240000  | DEFINED |
| FLEXTRONICS INTERNATIONAL LTD          | ORDINARY SHS    | Y2573F102 | 1     | 75      | DEFINED |
| FLEXTRONICS INTERNATIONAL LTD          | ORDINARY SHS    | Y2573F102 | 1079  | 81450   | DEFINED |
| FLEXTRONICS INTERNATIONAL LTD          | ORDINARY SHS    | Y2573F102 | 1325  | 100000  | DEFINED |
| OMI CORP                               | COMMON SHS      | Y6476W104 | 16340 | 1020000 | DEFINED |
| TEEKAY SHIPPING CORP                   | COMMON SHS      | Y8564W103 | 95332 | 2212400 | DEFINED |
| TOP TANKERS INC                        | COMMON SHS      | Y8897Y107 | 320   | 20000   | DEFINED |
| TOP TANKERS INC                        | COMMON SHS      | Y8897Y107 | 879   | 55000   | DEFINED |

-----

GRAND TOTAL

100906630

\*\*\* RECORD TOTALS \*\*\*

RECS READ: 224,833  
 RECS SELECTED: 109,623  
 LINE ITEMS: 3,919