

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

FRANKLIN RESOURCES INC

Form 13F-HR

May 16, 2005

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2005

Check here if Amendment [] : Amendment Number:
This Amendment (Check only one.): [] 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 San Mateo, California May 13, 2005

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).)

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

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 9

Form 13F Information Table Entry Total: 3,830

Form 13F Information Table Value Total: \$ 117,185,677
(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	-----	-----/1/
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC
6	28-6174	FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, LLC
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-2157	FIDUCIARY TRUST COMPANY INTERNATIONAL

/1/ The investment advisory business of Templeton/Franklin Investment Services, Inc. (previous manager No. 3) was acquired by Franklin Templeton Portfolio Advisors, Inc. (formerly known as Franklin Private Client Group, Inc.), (manager No. 6).

05/13/2005 9:14 pm
(lg13firt.p) G2N

FORM 13F INFORMATION TABLE
FOR PERIOD ENDING 03/31/2005
REPORTING MANAGER: FRANKLIN RESOURCES INC

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR SH/ PUT/ PRN AMT PRN CALL	INVESTMENT DISCRETION
3COM CORP	COMMON SHS	885535104	91	25530 SH	DEFINITION
3M CO	COMMON SHS	88579Y101	542	6330 SH	DEFINITION
3M CO	COMMON SHS	88579Y101	5853	68300 SH	DEFINITION
3M CO	COMMON SHS	88579Y101	3444	40192 SH	DEFINITION

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

3M CO	COMMON SHS	88579Y101	68552	800000	SH	DEFINE
3M CO	COMMON SHS	88579Y101	10587	123547	SH	DEFINE
3M CO	COMMON SHS	88579Y101	58067	677636	SH	DEFINE
3M CO	COMMON SHS	88579Y101	77585	905419	SH	DEFINE
A.O. SMITH CORP	COMMON SHS	831865209	33362	1155600	SH	DEFINE
AB WATLEY GROUP INC	COMMON SHS	000788109	45	447350	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	68813	1476043	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	376105	8067463	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	33511	718816	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	3930	84300	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	4532	97218	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	18648	400000	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	40142	861057	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	46483	997064	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	35740	766625	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	401	7000	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	1	16	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	50452	9009259	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	3127	558470	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	21195	3784887	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	14120	2521428	SH	DEFINE
ABLE LABORATORIES INC	COMMON SHS	00371N407	17752	756700	SH	DEFINE
ABLE LABORATORIES INC	COMMON SHS	00371N407	94	4000	SH	DEFINE
ABM INDUSTRIES INC	COMMON SHS	000957100	28053	1458800	SH	DEFINE
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	1811	73000	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	524	21710	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	12138	502595	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	20845	863163	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	78769	3261644	SH	DEFINE
ACCREDITO HEALTH INC	COMMON SHS	00437V104	49073	1105000	SH	DEFINE
ACCREDITO HEALTH INC	COMMON SHS	00437V104	2003	45100	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	10116	245123	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	620244	15028939	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	233971	5669280	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1457	35300	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1929	46740	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	26	640	SH	DEFINE
ACM INCOME FUND INC	CLOSE END MUT F	000912105	100	12291	SH	DEFINE
ACME COMMUNICATIONS INC	COMMON SHS	004631107	844	160157	SH	DEFINE
ACME COMMUNICATIONS INC	COMMON SHS	004631107	17	3200	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	21423	1392911	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	35391	2301100	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COMMON SHS	000886101	422	211821	SH	DEFINE
ADECCO SA	AMER DEP RECPT	006754105	557	40506	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	7684	114390	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	41414	616548	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	5107	513820	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	39068	3930400	SH	DEFINE
ADTRAN INC	COMMON SHS	00738A106	773	43821	SH	DEFINE
ADVANCE AMERICA CASH ADVANCE CENTE	COMMON SHS	00739W107	11949	771900	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	93837	1860000	SH	DEFINE
ADVANCED DIGITAL INFORMATION CORP	COMMON SHS	007525108	255	31100	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	3219	88888	SH	DEFINE
ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	5366	200151	SH	DEFINE
ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	7339	273742	SH	DEFINE
ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	36427	1358700	SH	DEFINE
AEGON NV	NEW YORK SHARES	007924103	213	15834	SH	DEFINE
AEROPOSTALE INC	COMMON SHS	007865108	6316	192850	SH	DEFINE
AEROPOSTALE INC	COMMON SHS	007865108	19171	585359	SH	DEFINE
AES CORP	COMMON SHS	00130H105	2714	165690	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	2144	28610	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	3238	43200	SH	DEFINE

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

AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	21	394	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	8275	155433	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	31662	594697	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	6304	101624	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	25	400	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	600	14000	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	5029	117400	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	332	8910	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	88910	2386200	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	75	2000	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	3643	97760	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	15073	404527	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	59846	1606180	SH	DEFINE
AGERE SYSTEMS INC	COMMON SHS	00845V100	2307	1613500	SH	DEFINE
AGERE SYSTEMS INC	COMMON SHS	00845V100	0	6	SH	DEFINE
AGERE SYSTEMS INC	COMMON SHS	00845V100	0	326	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	6755	927850	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	584	26320	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	0	15	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	8880	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	2	100	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	2934	132170	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	42213	1901480	SH	DEFINE
AGL RESOURCES INC	COMMON SHS	001204106	34930	1000000	SH	DEFINE
AGNICO EAGLE MINES LTD	ORDINARY SHS	008474108	5	260	SH	DEFINE
AGNICO EAGLE MINES LTD	COMMON SHS	008474108	10061	691500	SH	DEFINE
AIR FRANCE-KLM	AMER DEP RECPT	009119108	9889	550000	SH	DEFINE
AIR FRANCE-KLM	WTS TO EQUITY	009119116	440	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	31645	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	3133	49500	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	8000	126402	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	38083	601722	SH	DEFINE
AK STEEL HOLDING CORP	COMMON SHS	001547108	9566	864900	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COMMON SHS	00971T101	2050	161000	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	8491	184678	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	21686	471647	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	741	16125	SH	DEFINE
ALAMO GROUP INC	COMMON SHS	011311107	1113	45000	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	39762	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	14720	500000	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	29	1000	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	89254	1864900	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	1202	25114	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	424	8850	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	20781	434200	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	9553	462591	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	92798	4493840	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	27	1290	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	14	700	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	363	17602	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	26833	583330	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	4113	90514	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	158199	3568149	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	114891	2497639	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	2975	70097	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	3344	73460	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	3111	102384	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	9442	310685	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	49608	1632383	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	54	600	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	13394	150000	SH	DEFINE
ALERIS INTERNATIONAL INC	COMMON SHS	014477103	10736	430300	SH	DEFINE

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

ALEXANDER & BALDWIN INC	COMMON SHS	014482103	510	12378	SH	DEFINE
ALEXANDER'S INC	REAL EST INV TR	014752109	116370	481865	SH	DEFINE
ALEXANDER'S INC	REAL EST INV TR	014752109	94	390	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	REAL EST INV TR	015271109	98	1520	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	REAL EST INV TR	015271109	25819	401041	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	2080	96000	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	5987	576756	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	10583	1019550	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	209961	757980	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	379	1367	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	22	80	SH	DEFINE
ALLEN ORGAN CO	COMMON SHS	017753104	5972	94800	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	27788	400000	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	8886	127905	SH	DEFINE
ALLIANCE ATLANTIS COMMUNICATIONS C	ORDINARY SHS	01853E204	163539	5456747	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	44820	1109400	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	43	1600	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	171660	6410000	SH	DEFINE
ALLIANT TECHSYSTEMS INC	COMMON SHS	018804104	300	4200	SH	DEFINE
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	715	27376	SH	DEFINE
ALLIED DOMEQ PLC	AMER DEP RECPT	019121201	710	17450	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	6160	147694	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	676	16215	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	51	7000	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	15831	2165658	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	121522	2809100	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589704	47500	200000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	22202	410690	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	9228	170700	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	108	2000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	12058	223040	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	25062	463588	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	1924	35072	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	6160	112305	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	9266	168933	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	20938	381735	SH	DEFINE
ALLTEL CORP	CONVERT PREF	020039822	27	535	SH	DEFINE
ALLTEL CORP	CONVERT PREF	020039822	135818	2690000	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	17	600	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	20198	704500	SH	DEFINE
ALPHARMA INC	CONVERTIBLE BD	020813AD3	5020	4000000	PRN	DEFINE
ALTERA CORP	COMMON SHS	021441100	82585	4175155	SH	DEFINE
ALTIRIS INC	COMMON SHS	02148M100	23487	984800	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	431476	6598496	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	5096	77929	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	13868	212081	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	16709	255534	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	268262	4102498	SH	DEFINE
ALZA CORP	CONVERT ZERO CP	02261WAB5	927500	10000000	PRN	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	3003	40180	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	113	1510	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	546	19225	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	96480	3397200	SH	DEFINE
AMERADA HESS CORP	COMMON SHS	023551104	957	9950	SH	DEFINE
AMERADA HESS CORP	CONVERT PREF	023551401	17449	208000	SH	DEFINE
AMERADA HESS CORP	CONVERT PREF	023551401	11	135	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	6809	138924	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	512645	10460000	SH	DEFINE
AMEREN CORP	CONVERT PREF	023608201	21716	800600	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	7461	144600	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	23804	461321	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	12240	237200	SH	DEFINE

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

AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	6879	232800	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	1	28	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1630	47853	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	356397	10463800	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	1893	36850	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	32725	637048	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	3	64	SH	DEFINE
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	598	40850	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	13801	417946	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	76	2300	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	36166	652704	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	51869	936103	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	10701	193127	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	157815	2848132	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	4288	77386	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	7917	142883	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	128207	2313779	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	11528	208054	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	19199	700695	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	258	9430	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	13018	475100	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	786	28700	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	3598	131320	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	26860	980300	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	2128	77680	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	51781	3014000	SH	DEFINE
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	81289	767600	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	4778	659000	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	292	40313	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	13055	500000	SH	DEFINE
AMERICAN STANDARD COS INC	COMMON SHS	029712106	3504	75379	SH	DEFINE
AMERICAN STATES WATER CO	COMMON SHS	029899101	6262	247500	SH	DEFINE
AMERICAN TOWER CORP	COMMON SHS	029912201	36	2000	SH	DEFINE
AMERICAN TOWER CORP	COMMON SHS	029912201	7020	385100	SH	DEFINE
AMERICAN WOODMARK CORP	COMMON SHS	030506109	1248	34400	SH	DEFINE
AMERIGROUP CORP	COMMON SHS	03073T102	6957	190300	SH	DEFINE
AMERIGROUP CORP	COMMON SHS	03073T102	37	1000	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	58296	1017568	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	635280	11088842	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	18685	326140	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	4234	73897	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	9947	173632	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	202	3532	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	26286	458830	SH	DEFINE
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	42308	4143732	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	15356	325000	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	19	400	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	16663	413990	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	612	15200	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	18732	465400	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	795	13660	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	2363	40596	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	54252	932000	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	1	25	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	51612	886660	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	227615	3910240	SH	DEFINE
AMR CORP	COMMON SHS	001765106	20138	1882093	SH	DEFINE
AMR CORP	COMMON SHS	001765106	50931	4759900	SH	DEFINE
AMR CORP	COMMON SHS	001765106	4537	424060	SH	DEFINE
AMR CORP	COMMON SHS	001765106	11556	1080000	SH	DEFINE
AMR CORP	COMMON SHS	001765106	19800	1850500	SH	DEFINE
AMR CORP	COMMON SHS	001765106	12	1098	SH	DEFINE

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

AMREP CORP	COMMON SHS	032159105	213	8685	SH	DEFINE
AMSOUTH BANCORPORATION	COMMON SHS	032165102	452	17400	SH	DEFINE
AMSURG CORP	COMMON SHS	03232P405	5961	235603	SH	DEFINE
AMSURG CORP	COMMON SHS	03232P405	20	800	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	16832	962400	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	4313	56673	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	4186	55000	SH	DEFINE
ANADIGICS INC	COMMON SHS	032515108	2865	1989300	SH	DEFINE
ANADIGICS INC	COMMON SHS	032515108	8	5900	SH	DEFINE
ANADYS PHARMACEUTICALS INC	COMMON SHS	03252Q408	1840	250000	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	108	3000	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	23998	664024	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	17224	476600	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	2	100	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	9190	405400	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	5743	374137	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	57323	3734400	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	120	5000	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	10049	420479	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	237	6871	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	643	18670	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	133	3850	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	119190	3459800	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	10897	229940	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	52913	1116544	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	40122	846624	SH	DEFINE
ANSYS INC	COMMON SHS	03662Q105	2480	72500	SH	DEFINE
AON CORP	COMMON SHS	037389103	16868	738539	SH	DEFINE
AON CORP	COMMON SHS	037389103	2998	131282	SH	DEFINE
AON CORP	COMMON SHS	037389103	6608	289320	SH	DEFINE
AON CORP	COMMON SHS	037389103	2331	102044	SH	DEFINE
AON CORP	COMMON SHS	037389103	8798	385220	SH	DEFINE
AON CORP	COMMON SHS	037389103	27	1200	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	92	1500	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	7986	130422	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	38089	622066	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	34933	570525	SH	DEFINE
APEX SILVER MINES LTD	COMMON SHS	G04074103	26936	1681400	SH	DEFINE
APOGEE ENTERPRISES INC	COMMON SHS	037598109	12371	866300	SH	DEFINE
APOLLO GOLD CORP	ORDINARY SHS	03761E102	663	1184000	SH	DEFINE
APOLLO GOLD CORP	ORDINARY SHS	03761E102	644	1150000	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	281	3790	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	4991	67387	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	18503	249842	SH	DEFINE
APOLLO INVESTMENT CORP	CLOSE END MUT F	03761U106	3356	200000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	41670	1000000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	15151	363604	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	15616	374765	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1038	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	150	7600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	924	46828	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COMMON SHS	03820C105	25500	937500	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	566	34810	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	3	185	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	6157	378875	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	66593	4098045	SH	DEFINE
APRIA HEALTHCARE GROUP INC	COMMON SHS	037933108	7357	229200	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	15163	291700	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	754	14500	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	11785	1064602	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	789	71300	SH	DEFINE
AQUILA INC	COMMON SHS	03840P102	18058	4714900	SH	DEFINE

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

AQUILA INC	CONVERT PEF	03840P409	175916	5063800	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	7170	200289	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	5687	158850	SH	DEFINE
ARBOR REALTY TRUST INC	REAL EST INV TR	038923108	20864	843000	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	17075	397000	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	9	200	SH	DEFINE
ARCH COAL INC	CONVERT PEF	039380209	10775	100000	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COMMON SHS	039483102	12340	502053	SH	DEFINE
ARCHIPELAGO HOLDINGS INC	COMMON SHS	03957A104	8039	454200	SH	DEFINE
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	1775	52038	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	118	3500	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	809	23900	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	22927	677300	SH	DEFINE
ARENA PHARMACEUTICALS INC	COMMON SHS	040047102	1389	275000	SH	DEFINE
ARES CAPITAL CORP	CLOSE END MUT F	04010L103	90	5500	SH	DEFINE
ARES CAPITAL CORP	CLOSE END MUT F	04010L103	13935	849710	SH	DEFINE
ARLINGTON TANKERS LTD	COMMON SHS	G04899103	1199	51000	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	1	200	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	1092	158000	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	63475	2204000	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	118	4100	SH	DEFINE
ARTS WAY MANUFACTURING CO INC	COMMON SHS	043168103	767	134500	SH	DEFINE
ASHFORD HOSPITALITY TRUST	REAL EST INV TR	044103109	117	11500	SH	DEFINE
ASK JEEVES INC	COMMON SHS	045174109	61057	2174380	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	24106	956200	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	9718	385500	SH	DEFINE
ASPEN TECHNOLOGY INC	COMMON SHS	045327103	1572	276700	SH	DEFINE
ASSURANT INC	COMMON SHS	04621X108	27826	825700	SH	DEFINE
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	16029	633570	SH	DEFINE
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	175	6916	SH	DEFINE
ASTRAZENECA PLC	AMER DEP RECPT	046353108	675	17076	SH	DEFINE
AT&T CORP	COMMON SHS	001957505	3	185	SH	DEFINE
AT&T CORP	COMMON SHS	001957505	626	33404	SH	DEFINE
AT&T CORP	COMMON SHS	001957505	102200	5450641	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	458	35000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	13	1000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	5703	435700	SH	DEFINE
ATI TECHNOLOGIES INC	ORDINARY SHS	001941103	27274	1306220	SH	DEFINE
ATI TECHNOLOGIES INC	COMMON SHS	001941103	782	45300	SH	DEFINE
ATI TECHNOLOGIES INC	COMMON SHS	001941103	10418	603621	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COMMON SHS	049079205	7205	225000	SH	DEFINE
ATMEL CORP	COMMON SHS	049513104	41	13850	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	11694	467000	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	70	2800	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	1088	40300	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	109485	4055000	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	7945	119400	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	6281	94400	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	40	600	SH	DEFINE
AU OPTRONICS CORP	AMER DEP RECPT	002255107	9045	617000	SH	DEFINE
AU OPTRONICS CORP	AMER DEP RECPT	002255107	105	7192	SH	DEFINE
AUSTRALIA & NEW ZEALAND BANKING GR	AMER DEP RECPT	052528304	2252	28250	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	8949	300718	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	69294	1454238	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	401	8418	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	101819	2136800	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	4329	96309	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	35960	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	2	45	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	17344	385848	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	21500	478302	SH	DEFINE
AUTOZONE INC	COMMON SHS	053332102	86	1000	SH	DEFINE

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

AUTOZONE INC	COMMON SHS	053332102	3908	45600	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COMMON SHS	05334D107	447	74800	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	263	3930	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	94	1400	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	53300	796833	SH	DEFINE
AVANIR PHARMACEUTICALS	COMMON SHS	05348P104	206	93500	SH	DEFINE
AVANIR PHARMACEUTICALS	COMMON SHS	05348P104	4337	1971300	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	89	7601	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	78095	6686252	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	89	1445	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	28612	462000	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	11802	190564	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	2079	33564	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	10837	387050	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	62	2200	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	11509	448500	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	95479	3720931	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	86	2000	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	61729	1437569	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	367	8548	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	139	5200	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	21139	792332	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	1012	37944	SH	DEFINE
AXCAN PHARMA INC	ORDINARY SHS	054923107	135213	6634597	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	2910	107620	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	6527	241400	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	568	21000	SH	DEFINE
AZTAR CORP	COMMON SHS	054802103	94668	3314700	SH	DEFINE
AZTAR CORP	COMMON SHS	054802103	4284	150000	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	650	14616	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	3248	73000	SH	DEFINE
BALDOR ELECTRIC CO	COMMON SHS	057741100	5263	203899	SH	DEFINE
BALDOR ELECTRIC CO	COMMON SHS	057741100	12	462	SH	DEFINE
BALDWIN & LYONS INC	COMMON SHS	057755209	3992	153875	SH	DEFINE
BALL CORPORATION	COMMON SHS	058498106	365	8800	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	209626	7228496	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	11119	383409	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	533	18369	SH	DEFINE
BANCO ITAU HOLDINGS FINANCEIRA S.A	AMER DEP RECPT	059602201	219	2700	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	ORDINARY SHS	P16994132	10647	520900	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	ORDINARY SHS	P16994132	31	1500	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	19732	1622718	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	3	234	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	472	38840	SH	DEFINE
BANK MUTUAL CORP	COMMON SHS	063750103	22578	1910134	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	50798	1151884	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	4180	94794	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	5063	114800	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	7616	172700	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	13534	306902	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	21127	479060	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	53536	1213975	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	334547	7586101	SH	DEFINE
BANK OF HAWAII CORP	COMMON SHS	062540109	596	13178	SH	DEFINE
BANK OF IRELAND	AMER DEP RECPT	46267Q103	263	4145	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	219046	3898997	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	450	9700	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	32953	1134340	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	5138	176867	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	224	7700	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	1924	66241	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	8705	299664	SH	DEFINE

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

BANK OF NEW YORK CO INC	COMMON SHS	064057102	28211	971109	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	30469	1048863	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	286352	7240253	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	566	17332	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	454	13900	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	3791	91482	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	21	500	SH	DEFINE
BARNES & NOBLES INC	COMMON SHS	067774109	262	7600	SH	DEFINE
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	29	587	SH	DEFINE
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	652	13350	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	2891	99686	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	570003	19788319	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	70412	2428004	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	51281	2140270	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	20986	723664	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	301	12550	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	161344	6733900	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	6475	91780	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	27059	383545	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	1767	25050	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	8097	411000	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	39	2000	SH	DEFINE
BAUSCH & LOMB INC	COMMON SHS	071707103	715	9750	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	13592	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	95	2800	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1765	51948	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	3490	102700	SH	DEFINE
BAXTER INTERNATIONAL INC	CONVERT PREF	071813406	820	15235	SH	DEFINE
BAYER AG	AMER DEP RECPT	072730302	2867	86644	SH	DEFINE
BAYER AG	AMER DEP RECPT	072730302	17	500	SH	DEFINE
BB&T CORP	COMMON SHS	054937107	243	6207	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	66547	2214430	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	908589	30036015	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	362119	12017123	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	74264	2455000	SH	DEFINE
BCE INC	COMMON SHS	05534B109	22264	890932	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	57827	1911628	SH	DEFINE
BCE INC	COMMON SHS	05534B109	3222	118390	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	32	1060	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	314	39370	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	3353	420700	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	494	61990	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	2678	335960	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	112448	1125602	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	765	7657	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	16285	1856939	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	90	10277	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	9263	1056250	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	3237	369142	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	27678	3156020	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	36581	4171200	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	460	6917	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	52830	795027	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	73802	1263300	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	76	1300	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	2370	40568	SH	DEFINE
BED BATH & BEYOND INC	COMMON SHS	075896100	4464	122177	SH	DEFINE
BEDFORD PROPERTY INVESTORS INC	REAL EST INV TR	076446301	58	2635	SH	DEFINE
BEDFORD PROPERTY INVESTORS INC	REAL EST INV TR	076446301	5366	245800	SH	DEFINE
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	10233	426900	SH	DEFINE
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	60	2500	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	4927	187427	SH	DEFINE

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

BELLSOUTH CORP	COMMON SHS	079860102	20774	790182	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	538405	20479472	SH	DEFINE
BEMA GOLD CORP	ORDINARY SHS	08135F107	100	31000	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	41414	1330800	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	12307	395475	SH	DEFINE
BERKLEY W R CORP	COMMON SHS	084423102	971	19577	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	372882	4286	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	4002	46	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	35409	407	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	520	182	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	1039738	364054	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	22097	7737	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	19435	6805	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	76	1400	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	22903	424042	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	12716	235434	SH	DEFINE
BEST BUY COMPANY INC	CONVERTIBLE BD	086516AF8	10263	10000000	PRN	DEFINE
BEVERLY ENTERPRISES INC	COMMON SHS	087851309	43440	3508900	SH	DEFINE
BEVERLY HILLS BANCORP INC	COMMON SHS	087866109	7504	700000	SH	DEFINE
BG GROUP PLC	AMER DEP RECPT	055434203	319	8095	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	22855	816837	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	4310	154040	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	2760	111723	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	9910	401201	SH	DEFINE
BIG LOTS INC	COMMON SHS	089302103	27045	2250000	SH	DEFINE
BILL BARRETT CORP	COMMON SHS	06846N104	8540	295400	SH	DEFINE
BIMINI MORTGAGE MANAGEMENT INC	REAL EST INV TR	09031E400	11663	842067	SH	DEFINE
BIO-RAD LABORATORIES INC	COMMON SHS	090572207	1067	21900	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	167	4840	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	1104	32000	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	11216	325000	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	4241	122900	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	64070	1856564	SH	DEFINE
BIOGEN IDEC INC	CONVERT ZERO CP	449370AC9	489563	3500000	PRN	DEFINE
BIOMET INC	COMMON SHS	090613100	173	4770	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	2497	68787	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	27016	744233	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	308	20400	SH	DEFINE
BISYS GROUP INC	COMMON SHS	055472104	570	36370	SH	DEFINE
BISYS GROUP INC	CONVERTIBLE BD	055472AB0	70	70000	PRN	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	104	2000	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	33169	639346	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	1816	35000	SH	DEFINE
BJ'S RESTAURANT INC	COMMON SHS	09180C106	10560	544600	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	3815	48292	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	29593	394947	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIP	CLOSE END MUT F	09249U105	515	36750	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	49714	3314248	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	154084	10272291	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	15479	1031910	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	3715	247688	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	12125	808300	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	181	12050	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	2733	182222	SH	DEFINE
BNP RESIDENTIAL PPTYS INC	REAL EST INV TR	05564T103	195	12200	SH	DEFINE
BOC GROUP PLC	AMER DEP RECPT	055617609	1926	49500	SH	DEFINE
BOEING CO	COMMON SHS	097023105	8732	149371	SH	DEFINE
BOEING CO	COMMON SHS	097023105	303968	5199590	SH	DEFINE
BOEING CO	COMMON SHS	097023105	13972	239000	SH	DEFINE
BOEING CO	COMMON SHS	097023105	58460	1000000	SH	DEFINE
BOEING CO	COMMON SHS	097023105	95	1625	SH	DEFINE
BOEING CO	COMMON SHS	097023105	2457	42035	SH	DEFINE

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

BOEING CO	COMMON SHS	097023105	2945	50380	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	11369	233536	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	2598	53370	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	82240	1689400	SH	DEFINE
BORLAND SOFTWARE CORP	COMMON SHS	099849101	879	108200	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	8403	353800	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	253	4200	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	1144	19000	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	61254	1017000	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	600	20500	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	7113	242855	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	97160	3317190	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	16368	434500	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	195953	5201825	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	8791	233364	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	1657	44000	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	319	5110	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	19448	311660	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	5778	92600	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	29047	465500	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	31430	503688	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	18420	295200	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	7775	124607	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	112780	1807370	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	272364	4364800	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COMMON SHS	055630107	6612	94725	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	26401	816100	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	32	1000	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	160	5645	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	28	1000	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	21155	744900	SH	DEFINE
BRASCAN CORP	ORDINARY SHS	10549P606	459766	10060520	SH	DEFINE
BRASCAN CORP	COMMON SHS	10549P606	111	2940	SH	DEFINE
BRASCAN CORP	ORDINARY SHS	10549P606	159022	3479694	SH	DEFINE
BRASCAN CORP	COMMON SHS	10549P606	32242	845500	SH	DEFINE
BRE PROPERTIES INC	REAL EST INV TR	05564E106	617	17482	SH	DEFINE
BRIGGS & STRATTON CORP	COMMON SHS	109043109	25502	700400	SH	DEFINE
BRIGGS & STRATTON CORP	COMMON SHS	109043109	23000	631700	SH	DEFINE
BRIGHAM EXPLORATION CO	COMMON SHS	109178103	8337	903200	SH	DEFINE
BRIGHAM EXPLORATION CO	COMMON SHS	109178103	31	3400	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	10148	541800	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	52	2800	SH	DEFINE
BRINKS COMPANY	COMMON SHS	109696104	144	4150	SH	DEFINE
BRINKS COMPANY	COMMON SHS	109696104	9806	283400	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	69513	2730291	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	589378	23149169	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	21042	826480	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	5817	228462	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	16294	640000	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	15663	615194	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	24764	972675	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	494788	19433918	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	413	8225	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	1698	33810	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	25115	500000	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	50	1000	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	4447	125950	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	AMER DEP RECPT	111013108	51	1150	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	AMER DEP RECPT	111013108	17992	408440	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	125	3248	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	31843	827100	SH	DEFINE
BROOKLINE BANCORP INC	COMMON SHS	11373M107	814	54600	SH	DEFINE

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

BROOKLINE BANCORP INC	COMMON SHS	11373M107	33	2186	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	221	4800	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	39070	847700	SH	DEFINE
BROWN SHOE CO INC	COMMON SHS	115736100	24746	722100	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637100	36978	671720	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637209	84693	1546904	SH	DEFINE
BUCKEYE PARTNERS LP	LTD PARTNERSHIP	118230101	377	8260	SH	DEFINE
BUCYRUS INTERNATIONAL INC	COMMON SHS	118759109	6476	165800	SH	DEFINE
BUCYRUS INTERNATIONAL INC	COMMON SHS	118759109	35	900	SH	DEFINE
BUNGE LTD	CONVERTIBLE BD	120568AE0	13480	8000000	PRN	DEFINE
BUNGE LTD	COMMON SHS	G16962105	520	9650	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	119317	2214500	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	28635	531454	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	276308	5128202	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	35222	653100	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	33464	620503	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	27192	543071	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	2554	51000	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	344	6680	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	107910	2094125	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	1185	17410	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	74040	1087540	SH	DEFINE
C&D TECHNOLOGIES INC	COMMON SHS	124661109	3775	375642	SH	DEFINE
CABELA'S INC	COMMON SHS	126804301	976	47300	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	21696	649000	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	26753	800275	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	396	11850	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	198360	5933585	SH	DEFINE
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	5674	180823	SH	DEFINE
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	53	1682	SH	DEFINE
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	25704	819117	SH	DEFINE
CACI INTERNATIONAL INC	COMMON SHS	127190304	6318	114400	SH	DEFINE
CACI INTERNATIONAL INC	COMMON SHS	127190304	39	700	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	77	1900	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	22225	546069	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	2849	70000	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	290	7120	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	24173	1616930	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	340067	22746985	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	6583	440310	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	4348	290863	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	4050	270880	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	57	3800	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2216	148260	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	7665	1281800	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	335	56050	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	42362	7083936	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	40383	6753045	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	41107	6874119	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	3038	508110	SH	DEFINE
CAESARS ENTERTAINMENT INC	COMMON SHS	127687101	30481	1540214	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	25353	559671	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	498	11000	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	52104	1150200	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	40	1500	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	18060	670885	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COMMON SHS	13054D109	1958	83525	SH	DEFINE
CALPINE CORP	COMMON SHS	131347106	1064	380000	SH	DEFINE
CAMBIOR INC	ORDINARY SHS	13201L103	5666	2130000	SH	DEFINE
CAMPBELL SOUP CO	COMMON SHS	134429109	1015	34989	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	ORDINARY SHS	136069101	211315	2880522	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COMMON SHS	136069101	244	4025	SH	DEFINE

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

CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	219105	2869740	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	6683	105554	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	3181	46540	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	161868	2367877	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	57	1000	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	182	3200	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	13121	299914	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	155	4312	SH	DEFINE
CANARGO ENERGY CORP	COMMON SHS	137225108	52	40000	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	5344	99705	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	13770	256895	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	19	350	SH	DEFINE
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	135	4084	SH	DEFINE
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	46832	1414000	SH	DEFINE
CAPITAL LEASE FDG INC	REAL EST INV TR	140288101	827	74800	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	1408	18837	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	2629	35167	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	CONVERT PREF	14040H204	2046	40225	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	CONVERT PREF	14040H204	12251	240800	SH	DEFINE
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	225	6770	SH	DEFINE
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	20834	627900	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	129746	5641152	SH	DEFINE
CAPITALSOURCE INC	CONVERTIBLE BD	14055XAD4	2469	2500000	PRN	DEFINE
CARBO CERAMICS INC	COMMON SHS	140781105	2210	31500	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	16740	300000	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	19	340	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	1936	34694	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	20359	364862	SH	DEFINE
CAREER EDUCATION CORP	COMMON SHS	141665109	344	10035	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	529	13300	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	3008	75625	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	92	2303	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	49466	1243484	SH	DEFINE
CARLISLE COMPANIES INC	COMMON SHS	142339100	166925	2392500	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	47	900	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	25905	500000	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	26587	513159	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	964	18602	SH	DEFINE
CARNIVAL CORP	CONVERTIBLE BD	143658AN2	10920	8000000	PRN	DEFINE
CASEYS GENERAL STORES INC	COMMON SHS	147528103	13591	756305	SH	DEFINE
CATAPULT COMMUNICATIONS CORP	COMMON SHS	149016107	10251	480145	SH	DEFINE
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	141	5294	SH	DEFINE
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	724	27151	SH	DEFINE
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	48930	1836039	SH	DEFINE
CATERPILLAR INC	COMMON SHS	149123101	6	65	SH	DEFINE
CATERPILLAR INC	COMMON SHS	149123101	4684	51228	SH	DEFINE
CATO CORP	COMMON SHS	149205106	9675	300000	SH	DEFINE
CAVALIER HOMES INC	COMMON SHS	149507105	3759	700000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COMMON SHS	12497T101	241	6900	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	REAL EST INV TR	124830100	3576	50000	SH	DEFINE
CDI CORP	COMMON SHS	125071100	26547	1199600	SH	DEFINE
CDW CORP	COMMON SHS	12512N105	965	17020	SH	DEFINE
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	427	13575	SH	DEFINE
CEDAR SHOPPING CENTERS INC	REAL EST INV TR	150602209	258	18100	SH	DEFINE
CEDARA SOFTWARE CORP	ORDINARY SHS	150644102	254	20700	SH	DEFINE
CELANESE CORP	CONVERT PREF	150870202	10500	375000	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	10940	748361	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	5450	403440	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	46785	2985895	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	9363	693056	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	20283	1247400	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	787	48410	SH	DEFINE

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

CELGENE CORP	COMMON SHS	151020104	1362	40000	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	4268	125348	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	70225	2062400	SH	DEFINE
CELGENE CORP	CONVERTIBLE BD	151020AC8	12000	8000000	PRN	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	6098	1346200	SH	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	36	7900	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	176269	4862594	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	15931	439475	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	13811	380997	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	1425	39300	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	1335	65000	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	81	3950	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	7825	380988	SH	DEFINE
CENTENE CORP	COMMON SHS	15135B101	30944	1031800	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	62108	5162800	SH	DEFINE
CENTERPOINT ENERGY INC	CONVERTIBLE BD	15189TAC1	11500	10000000	PRN	DEFINE
CENTERPOINT PROPERTIES CORP	REAL EST INV TR	151895109	11641	283924	SH	DEFINE
CENTERPOINT PROPERTIES CORP	CONVERT PREF	151895307	1105	11750	SH	DEFINE
CENTRAL FUND CANADA- CLASS A	CLOSE END MUT F	153501101	7545	1405000	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	3441	200295	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	14009	815400	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	848	49360	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	8044	468200	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	1574	70000	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	67	3000	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	3804	169200	SH	DEFINE
CENTURYTEL INC	COMMON SHS	156700106	734	22351	SH	DEFINE
CEPHEID INC	COMMON SHS	15670R107	7422	767500	SH	DEFINE
CEPHEID INC	COMMON SHS	15670R107	43	4400	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	10876	637906	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	1108	64978	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	124	7300	SH	DEFINE
CERTEGY INC	COMMON SHS	156880106	6924	200000	SH	DEFINE
CERTEGY INC	COMMON SHS	156880106	120	3460	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COMMON SHS	158787101	8250	920000	SH	DEFINE
CHARLES RIVER ASSOCIATES INC	COMMON SHS	159852102	12061	244400	SH	DEFINE
CHARLES RIVER ASSOCIATES INC	COMMON SHS	159852102	64	1300	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	226	4800	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	4704	100000	SH	DEFINE
CHARLES SCHWAB CORP	COMMON SHS	808513105	771	73385	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	40650	5000000	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	22	1000	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	27780	1292100	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	14430	663760	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	293908	13519231	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	196653	9045656	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	15090	694122	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	28537	1312644	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	1711	78725	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	1888	86822	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	17618	803000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	455	20752	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	153341	6989105	SH	DEFINE
CHESAPEAKE ENERGY CORP	CONVERT PREF	165167800	647	4500	SH	DEFINE
CHEVRONTEXACO CORP	COMMON SHS	166764100	10443	179100	SH	DEFINE
CHEVRONTEXACO CORP	COMMON SHS	166764100	9913	170011	SH	DEFINE
CHEVRONTEXACO CORP	COMMON SHS	166764100	10320	176989	SH	DEFINE
CHEVRONTEXACO CORP	COMMON SHS	166764100	42359	726438	SH	DEFINE
CHEVRONTEXACO CORP	COMMON SHS	166764100	386387	6626432	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE	COMMON SHS	167760107	303	1560	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE	COMMON SHS	167760107	57107	294320	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	57	2000	SH	DEFINE

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

CHICO'S FAS INC	COMMON SHS	168615102	14626	517536	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	100825	3567752	SH	DEFINE
CHINA LIFE INSURANCE CO LTD	AMER DEP RECPT	16939P106	391	14700	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	795	48460	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	1641	100000	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	14384	876520	SH	DEFINE
CHINA NETCOM GROUP CORP HONG KONG	AMER DEP RECPT	16940Q101	210	7500	SH	DEFINE
CHINA SOUTHERN AIRLINES CO LTD	AMER DEP RECPT	169409109	331	20000	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COMMON SHS	170032809	21692	810000	SH	DEFINE
CHIRON CORP	COMMON SHS	170040109	905	25808	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	6418	160000	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	525	13080	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	4813	120000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	16829	956200	SH	DEFINE
CHROMCRAFT REVINGTON INC	COMMON SHS	171117104	2744	200000	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	5097	64300	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	127	1600	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	32	400	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	9586	120927	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	13	164	SH	DEFINE
CHUBB CORP	CONVERT PEF	171232309	25	855	SH	DEFINE
CHUBB CORP	CONVERT PEF	171232309	4448	150000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	49	2320	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	161535	7623185	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	125889	5940984	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	50966	2405200	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	11982	565472	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	3401	160490	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	1949	92000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	2089	98590	SH	DEFINE
CHURCH & DWIGHT CO INC	COMMON SHS	171340102	564	15890	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	80343	2781000	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	263	9100	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	100498	3782398	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	120910	4550636	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	85446	3215871	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	16717	629165	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	84804	3191731	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	881	33160	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	1461	55000	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	31047	982197	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	10962	346800	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	635	20100	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	1422	45000	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	60268	674896	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	355481	3980745	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	18448	206590	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	4003	44832	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	8509	95280	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	1797	20118	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	32	353	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	495	12215	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	424629	10479500	SH	DEFINE
CINTAS CORP	COMMON SHS	172908105	1752	42400	SH	DEFINE
CIRCOR INTERNATIONAL INC	COMMON SHS	17273K109	20223	820400	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	491	27450	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	93	5174	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	24152	1350000	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	2	114	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	68736	3842171	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	98923	5529539	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	83980	2210000	SH	DEFINE

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

CIT GROUP INC	COMMON SHS	125581108	19	500	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	2091	55023	SH	DEFINE
CITADEL BROADCASTING CORP	COMMON SHS	17285T106	199	14500	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	81	1800	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	8121	180700	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	11365	252899	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	22481	500251	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	112894	2512111	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	121296	2699062	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	357	27601	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	6103	471600	SH	DEFINE
CITRIX SYSTEMS INC	COMMON SHS	177376100	588	24665	SH	DEFINE
CITY INVESTING CO LIQUIDATING TRUS	COMMON SHS	177900107	12406	6529648	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	6301	90253	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	538	7700	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	72815	1042900	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	11377	218960	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	246312	7145705	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	17235	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	1378	39979	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	17092	495840	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	7629	121121	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	18957	300947	SH	DEFINE
CMS ENERGY CORP	COMMON SHS	125896100	3	200	SH	DEFINE
CMS ENERGY CORP	COMMON SHS	125896100	5623	431200	SH	DEFINE
CMS ENERGY CORP	CONVERTIBLE BD	125896AW0	138016	125000000	PRN	DEFINE
CNA SURETY CORP	COMMON SHS	12612L108	190	14000	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	31856	3374600	SH	DEFINE
CNF INC	COMMON SHS	12612W104	5644	120625	SH	DEFINE
CNH GLOBAL NV	ORDINARY SHS	N20935206	8903	473819	SH	DEFINE
CNH GLOBAL NV	ORDINARY SHS	N20935206	36518	1943500	SH	DEFINE
CNOOC LTD	AMER DEP RECPT	126132109	81	1480	SH	DEFINE
CNOOC LTD	AMER DEP RECPT	126132109	3629	66340	SH	DEFINE
CNOOC LTD	AMER DEP RECPT	126132109	55	1000	SH	DEFINE
COACH INC	COMMON SHS	189754104	16396	289525	SH	DEFINE
COACH INC	COMMON SHS	189754104	4686	82739	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	2820	67682	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	28444	682602	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	78237	1877531	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	111214	5419800	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	1	40	SH	DEFINE
COEUR D'ALENE MINES CORP	COMMON SHS	192108108	28155	7671600	SH	DEFINE
COGNEX CORP	COMMON SHS	192422103	7785	312900	SH	DEFINE
COGNEX CORP	COMMON SHS	192422103	42	1700	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	2101	45480	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	247476	5356623	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	13	300	SH	DEFINE
COGNOS INC	ORDINARY SHS	19244C109	6	110	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	6397	152520	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	60240	1436347	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	16650	493182	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	81	2400	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	82739	2450800	SH	DEFINE
COHU INC	COMMON SHS	192576106	18788	1177900	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	3147	148436	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	16873	795880	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	19264	908700	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	8590	405200	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	49	2300	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	391	7489	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	5	100	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	5905	113187	SH	DEFINE

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

COLGATE-PALMOLIVE CO	COMMON SHS	194162103	1982	37989	SH	DEFINE
COLUMBIA SPORTSWEAR CO	COMMON SHS	198516106	7734	145300	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	1	25	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	5193	153723	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	756	22392	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	36196	1083700	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	4135	123801	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	5845	175000	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	420	7623	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	232438	4220000	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	3959	121922	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	48621	1497400	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COMMON SHS	202608105	9298	464900	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COMMON SHS	202608105	38	1900	SH	DEFINE
COMMONWEALTH TELEPHONE ENTERPRISES	COMMON SHS	203349105	6194	131400	SH	DEFINE
COMMONWEALTH TELEPHONE ENTERPRISES	COMMON SHS	203349105	33	700	SH	DEFINE
COMMUNITY BANCORP INC	COMMON SHS	20343T100	219	8700	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	109445	3135050	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	CONVERTIBLE BD	203668AA6	13245	12000000	PRN	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	DEP RCPT PFD	20441B407	35475	7580029	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	2374	98500	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	14	600	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	22529	988986	SH	DEFINE
COMPANIA DE TELECOMUNICACIONES DE	AMER DEP RECPT	204449300	286	25650	SH	DEFINE
COMPANIA DE TELECOMUNICACIONES DE	AMER DEP RECPT	204449300	661	59300	SH	DEFINE
COMPASS BANCSHARES INC	COMMON SHS	20449H109	617	13596	SH	DEFINE
COMPUTER ASSOCIATES INTERNATIONAL	COMMON SHS	204912109	754	27837	SH	DEFINE
COMPUTER ASSOCIATES INTERNATIONAL	COMMON SHS	204912109	4	147	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	45850	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	4414	96275	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	2739	59749	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	1605	35000	SH	DEFINE
COMPUWARE CORP	COMMON SHS	205638109	82	11350	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	209	8300	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	4252	168600	SH	DEFINE
COMVERSE TECHNOLOGY INC	CONVERT ZERO CP	205862AL9	879	6000	PRN	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	13861	513000	SH	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	2761	102190	SH	DEFINE
CONCEPTUS INC	COMMON SHS	206016107	118	15100	SH	DEFINE
CONEXANT SYSTEMS INC	COMMON SHS	207142100	450	300000	SH	DEFINE
CONEXANT SYSTEMS INC	CONVERTIBLE BD	207142AF7	220412	249405000	PRN	DEFINE
CONNETICS CORP	COMMON SHS	208192104	1522	60200	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	3570	33100	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	3414	31660	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	14881	137987	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	19664	182342	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	6607	61263	SH	DEFINE
CONSECO INC	CONVERT PREF	208464867	6019	225000	SH	DEFINE
CONSECO INC	COMMON SHS	208464883	104816	5133000	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	21465	456500	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	4030	85700	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	2667	63219	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	179265	4250000	SH	DEFINE
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	9914	187523	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PREF	21036P306	6525	159625	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PREF	21036P306	7840	191800	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	415	8030	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	6020	500000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	12	1000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	34	2857	SH	DEFINE
CONTINENTAL MATERIAL CORP	COMMON SHS	211615307	2985	99500	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	11156	747200	SH	DEFINE

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

CONVERGYS CORP	COMMON SHS	212485106	321	21480	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	5081	340300	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	10990	736100	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	45	3000	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	2709	181450	SH	DEFINE
COOPER CAMERON CORP	COMMON SHS	216640102	361	6315	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	14484	198687	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	25593	351066	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	4873	310000	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	10738	683100	SH	DEFINE
CORIXA CORP	COMMON SHS	21887F100	5	1750	SH	DEFINE
CORIXA CORP	COMMON SHS	21887F100	3802	1238500	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	58218	2240000	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	1331	51208	SH	DEFINE
CORNING INC	COMMON SHS	219350105	19096	1715690	SH	DEFINE
CORNING INC	COMMON SHS	219350105	2	182	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	3290	51450	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	63937	999800	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	301	11383	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	33648	1270700	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	8240	306541	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	50986	1896800	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	42	950	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	2950	66783	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	28691	649406	SH	DEFINE
COTHERIX INC	COMMON SHS	22163T103	1944	291500	SH	DEFINE
COTT CORP	ORDINARY SHS	22163N106	122587	4171038	SH	DEFINE
COTT CORP	COMMON SHS	22163N106	90	3700	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	491	15125	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	26	790	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	10230	315168	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	71962	2216933	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	CONVERT ZERO CP	222372AG9	918750	6000000	PRN	DEFINE
COURIER CORP	COMMON SHS	222660102	7866	150000	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	81	3130	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	233	9000	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	8178	316100	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	52	765	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	14786	217000	SH	DEFINE
COX RADIO INC	COMMON SHS	224051102	6224	370255	SH	DEFINE
CP SHIPS LTD	ORDINARY SHS	22409V102	8961	523425	SH	DEFINE
CP SHIPS LTD	COMMON SHS	22409V102	3	225	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	6082	353200	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	4203	244100	SH	DEFINE
CREE INC	COMMON SHS	225447101	1265	58169	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COMMON SHS	228227104	3218	200371	SH	DEFINE
CRT PROPERTIES INC	REAL EST INV TR	22876P109	41	1900	SH	DEFINE
CRT PROPERTIES INC	REAL EST INV TR	22876P109	18241	837500	SH	DEFINE
CRYSTALLEX INTL CORP	ORDINARY SHS	22942F101	72	17000	SH	DEFINE
CSX CORP	COMMON SHS	126408103	99814	2396500	SH	DEFINE
CSX CORP	COMMON SHS	126408103	537	12891	SH	DEFINE
CTI MOLECULAR IMAGING INC	COMMON SHS	22943D105	1287	63500	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	1062	100000	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	7967	750200	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	458	10144	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	37768	836500	SH	DEFINE
CUMULUS MEDIA INC	COMMON SHS	231082108	3374	236800	SH	DEFINE
CUNO INC	COMMON SHS	126583103	4430	86200	SH	DEFINE
CUNO INC	COMMON SHS	126583103	16070	312700	SH	DEFINE
CV THERAPEUTICS INC	COMMON SHS	126667104	2981	146400	SH	DEFINE
CVS CORP	COMMON SHS	126650100	5466	103884	SH	DEFINE
CYMER INC	COMMON SHS	232572107	265	9900	SH	DEFINE

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

CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	914	100000	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	2662	291300	SH	DEFINE
CYTOKINETICS INC	COMMON SHS	23282W100	744	113400	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	442	19200	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	60861	2645000	SH	DEFINE
D & K HEALTHCARE RESOURCES INC	COMMON SHS	232861104	6278	750000	SH	DEFINE
D & K HEALTHCARE RESOURCES INC	COMMON SHS	232861104	205	24475	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	67354	2303500	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	6869	234918	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	3119	106666	SH	DEFINE
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	5828	130315	SH	DEFINE
DANA CORP	COMMON SHS	235811106	141	11000	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	276	5170	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	3	60	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	7475	139957	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	16986	318030	SH	DEFINE
DAVITA INC	COMMON SHS	23918K108	1741	41598	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	3035	88482	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	78043	2275300	SH	DEFINE
DECKERS OUTDOOR CORP	COMMON SHS	243537107	4275	119600	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	13426	200000	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	2097	31236	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	1188	109506	SH	DEFINE
DELL INC	COMMON SHS	24702R101	439	11420	SH	DEFINE
DELL INC	COMMON SHS	24702R101	70	1825	SH	DEFINE
DELL INC	COMMON SHS	24702R101	19210	500000	SH	DEFINE
DELL INC	COMMON SHS	24702R101	14045	365573	SH	DEFINE
DELL INC	COMMON SHS	24702R101	113544	2955337	SH	DEFINE
DELPHI CORP	COMMON SHS	247126105	49	10865	SH	DEFINE
DELTA AIR LINES INC	COMMON SHS	247361108	4050	1000000	SH	DEFINE
DELTA AIR LINES INC	COMMON SHS	247361108	0	40	SH	DEFINE
DELTA APPAREL INC	COMMON SHS	247368103	10064	340000	SH	DEFINE
DELUXE CORP	COMMON SHS	248019101	784	19660	SH	DEFINE
DELUXE CORP	COMMON SHS	248019101	19	473	SH	DEFINE
DENBURY RESOURCES INC	COMMON SHS	247916208	34568	981200	SH	DEFINE
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	11	800	SH	DEFINE
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	9123	649800	SH	DEFINE
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	49	3500	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	88	1625	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	47533	873600	SH	DEFINE
DESERT SUN MNG CORP	ORDINARY SHS	25043V107	55	27800	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	509	5900	SH	DEFINE
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	24	600	SH	DEFINE
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	180083	4530400	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	28063	587700	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	24	494	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	1880	39370	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	68819	1441245	SH	DEFINE
DEVON ENERGY CORP	CONVERTIBLE BD	25179MAA1	130	112000	PRN	DEFINE
DEVRY INC	COMMON SHS	251893103	244	12900	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	1013	49069	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	363	17600	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	206692	10009300	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	6168	108392	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	11679	205260	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COMMON SHS	25271C102	258	5167	SH	DEFINE
DIAMONDS TRUST	OPEN END UT TR	252787106	544	5186	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	57922	1056000	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	241	4400	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	1550	28250	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	22335	407200	SH	DEFINE

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

DIGENE CORP	COMMON SHS	253752109	45277	2182000	SH	DEFINE
DIGITAL REALTY TRUST INC	REAL EST INV TR	253868103	223	15540	SH	DEFINE
DIGITAL REALTY TRUST INC	REAL EST INV TR	253868103	40236	2800000	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	55215	2052600	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	3	100	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	0	9	SH	DEFINE
DIMON INC	COMMON SHS	254394109	19651	3144200	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	13625	250000	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	631	11572	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	75117	5209243	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	546831	37921694	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	22096	1532300	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	3537	245319	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	443	30740	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	3908	271000	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	4854	336597	SH	DEFINE
DIXIE GROUP INC	COMMON SHS	255519100	6407	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	CLOSE END MUT F	23325P104	310	28901	SH	DEFINE
DOBSON COMMUNICATIONS CORP	COMMON SHS	256069105	3883	1922487	SH	DEFINE
DOLBY LABORATORIES INC	COMMON SHS	25659T107	17620	749800	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	147	6700	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	90448	4128150	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COMMON SHS	256743105	70543	2152000	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	20	704	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	29	1000	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	73006	2541119	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	3760	50511	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	7059	94835	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	620679	8339100	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	3319	322830	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	18875	1836100	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	24065	2340970	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	10729	1043700	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	241	23410	SH	DEFINE
DONALDSON CO INC	COMMON SHS	257651109	29084	901000	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	44452	2030700	SH	DEFINE
DOREL INDUSTRIES INC	ORDINARY SHS	25822C205	173955	4390591	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	684	50000	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	5178	378500	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	81932	2168100	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	30	800	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	3472	91875	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	40919	820850	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	128755	2582843	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	19480	390780	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	11120	223060	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	9970	200000	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	22476	450875	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	195567	3923102	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	25456	681180	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	3401	90998	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	1044	27926	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	96818	2590784	SH	DEFINE
DPL INC	COMMON SHS	233293109	59	2362	SH	DEFINE
DPL INC	COMMON SHS	233293109	52505	2100191	SH	DEFINE
DST SYSTEMS INC	COMMON SHS	233326107	425	9200	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	18369	403900	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	416391	9155475	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	1132	24880	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	4906	107878	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	283113	6225000	SH	DEFINE
DUCKWALL ALCO STORES INC	COMMON SHS	264142100	5990	330000	SH	DEFINE

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

DUKE ENERGY CORP	COMMON SHS	264399106	14422	514900	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	17	600	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	14745	526407	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	168060	6000000	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	43	1425	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	78	2600	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	3470	116248	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	7497	122000	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	598	9738	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	6	90	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	2305	44990	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	64750	1263660	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	21536	420300	SH	DEFINE
DYCOM INDUSTRIES INC	COMMON SHS	267475101	4832	210200	SH	DEFINE
DYCOM INDUSTRIES INC	COMMON SHS	267475101	23	1000	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	252	21000	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	92783	7731921	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	8356	290640	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	22160	770792	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	816	28380	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	15	400	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	59515	1612000	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	813	13778	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	16275	500000	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	2029	62321	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	977	30000	SH	DEFINE
EATON CORP	COMMON SHS	278058102	8655	132339	SH	DEFINE
EBAY INC	COMMON SHS	278642103	198	5320	SH	DEFINE
EBAY INC	COMMON SHS	278642103	19093	512428	SH	DEFINE
EBAY INC	COMMON SHS	278642103	73521	1973198	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	25155	860000	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	124717	4263821	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	303	10345	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	993	30050	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	13259	401180	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COMMON SHS	278878103	1522	215000	SH	DEFINE
EDGE PETE CORP DEL	COMMON SHS	279862106	907	54783	SH	DEFINE
EDISON INTERNATIONAL	COMMON SHS	281020107	59208	1705313	SH	DEFINE
EDO CORP	COMMON SHS	281347104	11548	384300	SH	DEFINE
EDO CORP	COMMON SHS	281347104	54	1800	SH	DEFINE
EDUCATION MANAGEMENT CORP	COMMON SHS	28139T101	293	10500	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	1	21	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	2161	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	107	2469	SH	DEFINE
EGL INC	COMMON SHS	268484102	10737	470900	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	22498	2126510	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	521164	49259400	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	6459	610500	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	1341	126749	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	10896	1029900	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	207	19566	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	2673	252680	SH	DEFINE
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	19396	5622000	SH	DEFINE
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	7400	2145000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	29473	1520010	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	51687	2665638	SH	DEFINE
ELECTROLUX AB	AMER DEP RECPT	010198208	805	17300	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	357	6900	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	16	304	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	86	1670	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	68600	1324836	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	34212	1655159	SH	DEFINE

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

ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	379009	18336179	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	7421	359030	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	18748	907010	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	2873	139013	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	34850	1686000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	31	600	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	20840	400000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	24992	479696	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	22186	425832	SH	DEFINE
EMAGEON INC	COMMON SHS	29076V109	514	28600	SH	DEFINE
EMBARCADERO TECHNOLOGIES INC	COMMON SHS	290787100	5323	807800	SH	DEFINE
EMBARCADERO TECHNOLOGIES INC	COMMON SHS	290787100	28	4300	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	2351	75100	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	6213	198502	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	79116	2527663	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	1512	48310	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	790	25240	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	142681	4558500	SH	DEFINE
EMC CORP	COMMON SHS	268648102	373	30290	SH	DEFINE
EMC CORP	COMMON SHS	268648102	69	5600	SH	DEFINE
EMC CORP	COMMON SHS	268648102	15	1250	SH	DEFINE
EMC CORP	COMMON SHS	268648102	12320	1000000	SH	DEFINE
EMC CORP	COMMON SHS	268648102	15130	1228064	SH	DEFINE
EMC CORP	COMMON SHS	268648102	33687	2734367	SH	DEFINE
EMC INS GROUP INC	COMMON SHS	268664109	9831	515800	SH	DEFINE
EMCOR GROUP INC	COMMON SHS	29084Q100	9121	194800	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	CLOSE END MUT F	290890102	2380	250000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	5385	82933	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	788	12134	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	32465	500000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	92	1415	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	26432	407077	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	0	4	SH	DEFINE
ENBRIDGE INC	ORDINARY SHS	29250N105	100940	1622833	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	1410	16500	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	24084	342000	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	149610	1751254	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	19107	250101	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	967	12000	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	23526	1041452	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	421	18632	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	6646	111141	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	8	142	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	191	7291	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	159208	6072000	SH	DEFINE
ENERPLUS RESOURCES FUND	CLOSE END UT TR	29274D604	544	15005	SH	DEFINE
ENGELHARD CORP	COMMON SHS	292845104	614	20436	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	8550	65690	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	29496	226616	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	5095	39145	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	2599	69000	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	1324	35150	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	3800	100900	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	56528	800000	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	4425	62625	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	3825	54130	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	113904	1612000	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	LTD PARTNERSHIP	293792107	1612	62741	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	151	3640	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	35526	857500	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	13891	1566109	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	64173	7234880	SH	DEFINE

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

ENTRUST INC	COMMON SHS	293848107	4935	1316020	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	16593	4424800	SH	DEFINE
ENZON PHARMACEUTICALS INC	CONVERTIBLE BD	293904AB4	33439	37000000	PRN	DEFINE
EOG RESOURCES INC	COMMON SHS	26875P101	389	7976	SH	DEFINE
EPICOR SOFTWARE CORP	COMMON SHS	29426L108	132	10061	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	12276	400000	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	182	5917	SH	DEFINE
EQUITY INNS INC	REAL EST INV TR	294703103	856	77600	SH	DEFINE
EQUITY OFFICE PROPERTIES TRUST	REAL EST INV TR	294741103	1747	57973	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	380	11785	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	2385	74044	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	59750	1855000	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	4510	159935	SH	DEFINE
ERIE INDY CO	COMMON SHS	29530P102	47648	914200	SH	DEFINE
ESB FINANCIAL CORP	COMMON SHS	26884F102	1448	106444	SH	DEFINE
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	49688	618400	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COMMON SHS	296650104	2055	78000	SH	DEFINE
ESSEX CORP	COMMON SHS	296744105	20854	1277050	SH	DEFINE
ESSEX PROPERTY TRUST INC	REAL EST INV TR	297178105	4856	70273	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	15694	348908	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	4498	100000	SH	DEFINE
EUROBANCSHARES INC	COMMON SHS	298716101	1461	86400	SH	DEFINE
EUROBANCSHARES INC	COMMON SHS	298716101	3	200	SH	DEFINE
EVEREST RE GROUP LTD	ORDINARY SHS	G3223R108	5953	69940	SH	DEFINE
EW SCRIPPS CO	COMMON SHS	811054204	245803	5042104	SH	DEFINE
EW SCRIPPS CO	COMMON SHS	811054204	61	1242	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	20941	1562732	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	38593	2880100	SH	DEFINE
EXELIXIS INC	COMMON SHS	30161Q104	8007	1181000	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	9873	215147	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	8352	182009	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	334272	7284200	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	381	7110	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	17	322	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	5	95	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	235780	4402994	SH	DEFINE
EXPONENT INC	COMMON SHS	30214U102	2389	100000	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	843	9670	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	36533	419000	SH	DEFINE
EXTRA SPACE STORAGE INC	REAL EST INV TR	30225T102	32400	2400000	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	9682	162445	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	23540	394964	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	372842	6255743	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	200286	3360509	SH	DEFINE
EYETECH PHARMACEUTICALS INC	COMMON SHS	302297106	1100	40000	SH	DEFINE
EYETECH PHARMACEUTICALS INC	COMMON SHS	302297106	21530	782900	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	9578	189700	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	85055	1684600	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	439	12750	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	59808	1736581	SH	DEFINE
FAIRCHILD SEMICONDUCTOR CORP	CONVERTIBLE BD	303727AJ0	3451	3400000	PRN	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	4143	125000	SH	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	82	2475	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	153804	5066000	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	231	7600	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	4345	143100	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	1025	33760	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	32155	1059111	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	12529	230100	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	4426	81287	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	2744	50400	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	99028	1818700	SH	DEFINE

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

FANNIE MAE	COMMON SHS	313586109	1777	32631	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	9297	170741	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	218431	4011593	SH	DEFINE
FARMER BROS CO	COMMON SHS	307675108	50140	2093533	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	66	1200	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	9053	163678	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	2152	38900	SH	DEFINE
FAVRILLE INC	COMMON SHS	312088404	1037	204200	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	14700	525000	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	10733	613668	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	1411	80672	SH	DEFINE
FEDERAL REALTY INVESTMENT TRUST	REAL EST INV TR	313747206	4231	87500	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	60937	4016920	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	73	4800	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	49709	781100	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	4584	72035	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	10	151	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	25	900	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	133605	4719373	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	1223	13020	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	770	8200	SH	DEFINE
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	10882	875436	SH	DEFINE
FELCOR LODGING TRUST INC	CONVERT PREF	31430F200	85353	3450000	SH	DEFINE
FERRO CORP	COMMON SHS	315405100	210	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	876	26584	SH	DEFINE
FIELDSTONE INVESTMENT CORP	REAL EST INV TR	31659U300	48278	3324900	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	387	9010	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	2169	50476	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	4594	106883	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	538374	12526151	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	15628	686033	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	64533	2832900	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	10464	295849	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	35	1000	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	34327	970500	SH	DEFINE
FINISH LINE INC	COMMON SHS	317923100	12536	541500	SH	DEFINE
FIRST COMMONWEALTH FINANCIAL CORP	COMMON SHS	319829107	502	36656	SH	DEFINE
FIRST COMMUNITY BANCORP	COMMON SHS	31983B101	14493	327160	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	367	9340	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	15	375	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	4901	124665	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	13263	337385	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	85736	2181030	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COMMON SHS	32006W106	6110	235000	SH	DEFINE
FIRST HORIZON NATIONAL CORP	COMMON SHS	320517105	400	9800	SH	DEFINE
FIRST HORIZON PHARMACEUTICAL CORP	COMMON SHS	32051K106	7283	431454	SH	DEFINE
FIRST INDIANA CORP	COMMON SHS	32054R108	4767	197000	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	REAL EST INV TR	32054K103	296	7825	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	1321	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	11207	848363	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	5390	408032	SH	DEFINE
FIRST ST BANCORPORATION	COMMON SHS	336453105	17444	1027606	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	367	8750	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	637745	15202500	SH	DEFINE
FISERV INC	COMMON SHS	337738108	1637	41136	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	83	1455	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	109119	1917052	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COMMON SHS	339382103	991	60000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	921	76500	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	11106	366521	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	331	10940	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	47338	1562300	SH	DEFINE

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

FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	485455	12029310	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	19989	470546	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	214	5044	SH	DEFINE
FLOWERVE CORP	COMMON SHS	34354P105	24429	944286	SH	DEFINE
FLOWERVE CORP	COMMON SHS	34354P105	63325	2447800	SH	DEFINE
FLUOR CORP	COMMON SHS	343412102	405	7300	SH	DEFINE
FMC CORP	COMMON SHS	302491303	19154	358352	SH	DEFINE
FMC CORP	COMMON SHS	302491303	68999	1290900	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	13549	408334	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	514	15500	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	27925	841616	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	105735	1974510	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	57987	1082850	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	265	4940	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	990	87384	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	26	2306	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	1884	41553	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	1455	32085	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	827378	18248300	SH	DEFINE
FORDING CANADIAN COAL TR	COMMON SHS	345425102	13595	147931	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	273	4280	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	64	1000	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	56335	883000	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	3406	92190	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	44327	1199647	SH	DEFINE
FOREST OIL CORP	COMMON SHS	346091705	11146	275200	SH	DEFINE
FOREST OIL CORP	COMMON SHS	346091705	57	1400	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	38247	1689375	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	124	1544	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	1805	22392	SH	DEFINE
FORWARD AIR CORP	COMMON SHS	349853101	54002	1268248	SH	DEFINE
FOSSIL INC	COMMON SHS	349882100	406	15650	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	141	6000	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	2351	100000	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	6	90	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	37563	531300	SH	DEFINE
FOX ENTERTAINMENT GROUP INC	COMMON SHS	35138T107	1615	46775	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	13600	338719	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	256077	6378000	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	20700	1199979	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	7807	452600	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	927	13500	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	57082	831497	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	54417	792667	SH	DEFINE
FRANKLIN RESOURCES INC	CONVERT ZERO CP	354613AC5	738	11000	PRN	DEFINE
FRED'S INC	COMMON SHS	356108100	6868	400000	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	21	1200	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	39714	2312996	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	20463	323780	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	217888	3447600	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	6006	95030	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	2833	44825	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	1225	19375	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	514467	8140297	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	207350	5234800	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	158	3995	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	44653	1127311	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	0	4	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	403	23383	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	2	108	SH	DEFINE
FRESH BRANDS INC	COMMON SHS	35803U108	6570	900000	SH	DEFINE
FRIEDMAN BILLINGS RAMSEY GROUP INC	REAL EST INV TR	358434108	327	20600	SH	DEFINE

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

FSI INTERNATIONAL INC	COMMON SHS	302633102	2538	600000	SH	DEFINE
FTI CONSULTING INC	COMMON SHS	302941109	11974	580125	SH	DEFINE
FTI CONSULTING INC	COMMON SHS	302941109	70	3400	SH	DEFINE
G & K SERVICES INC	COMMON SHS	361268105	422	10483	SH	DEFINE
G B & T BANCSHARES INC	COMMON SHS	361462104	1243	57400	SH	DEFINE
GALLAHER GROUP PLC	AMER DEP RECPT	363595109	539	9456	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	5004	225800	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	20054	904950	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	16842	760000	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	799	36070	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	42395	6039200	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	14531	2070000	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	41976	530800	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	8493	107400	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	9650	122030	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	34330	434121	SH	DEFINE
GAP INC	COMMON SHS	364760108	21447	982000	SH	DEFINE
GAP INC	COMMON SHS	364760108	2596	118848	SH	DEFINE
GAP INC	COMMON SHS	364760108	13364	611921	SH	DEFINE
GARTNER INC	COMMON SHS	366651206	314	33600	SH	DEFINE
GARTNER INC	COMMON SHS	366651206	10	1075	SH	DEFINE
GATEWAY INC	COMMON SHS	367626108	2015	500000	SH	DEFINE
GEHL CO	COMMON SHS	368483103	11218	420000	SH	DEFINE
GEN-PROBE INC	COMMON SHS	36866T103	98	2200	SH	DEFINE
GEN-PROBE INC	COMMON SHS	36866T103	15619	350520	SH	DEFINE
GENCORP INC	COMMON SHS	368682100	24390	1219500	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	41	720	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	56610	1000000	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	21826	385549	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	82244	1452813	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	53525	500000	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	7870	73520	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	353	3300	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	749	7000	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	162353	4502300	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	8723	241906	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	29387	814959	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	370545	10275801	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	196892	5460127	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	317	9300	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	1815	53212	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	86808	2545690	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	9272	188638	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	92191	1875715	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	1160	23605	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	10297	209510	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	4151	84458	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	297057	6043890	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	1143	38889	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	145481	4950000	SH	DEFINE
GENERAL MOTORS CORP	CONVERT PEF	370442717	42	2000	SH	DEFINE
GENERAL MOTORS CORP	CONVERT PEF	370442717	4888	235000	SH	DEFINE
GENESIS HEALTHCARE CORP	COMMON SHS	37184D101	1006	23450	SH	DEFINE
GENLYTE GROUP INC	COMMON SHS	372302109	9996	111100	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	4371	137030	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	120228	3768900	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	16287	374510	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	59	1350	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	17396	400000	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	13051	300085	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	688	15825	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	44032	1600000	SH	DEFINE

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

GENWORTH FINANCIAL INC	COMMON SHS	37247D106	6	219	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	23	400	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	758	13245	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	32198	562500	SH	DEFINE
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	3954	111400	SH	DEFINE
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	1150	32398	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	43292	608800	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	6724	250600	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	13847	516100	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	16519	752900	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	48360	2204200	SH	DEFINE
GILDAN ACTIVEWEAR INC	ORDINARY SHS	375916103	158631	3091625	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	143	4000	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	29495	823878	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	62615	1749020	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	35336	700000	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	495	9800	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	96	1900	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	12844	254440	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	19	374	SH	DEFINE
GLAMIS GOLD LTD	ORDINARY SHS	376775102	81434	4336200	SH	DEFINE
GLAMIS GOLD LTD	COMMON SHS	376775102	1	60	SH	DEFINE
GLAMIS GOLD LTD	COMMON SHS	376775102	14806	948500	SH	DEFINE
GLATFELTER	COMMON SHS	377316104	5900	400000	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	289	6300	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	30527	664776	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	3811	83000	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	3329	72486	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	22868	498000	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	424	22150	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	47878	2504100	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	223	8782	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	37165	1463203	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	90	3815	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	24	1000	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	8769	370000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	28839	3068000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	19	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	1692	180000	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	18	276	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	66779	1035500	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	430	11620	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	48237	1302300	SH	DEFINE
GMH COMMUNITIES TRUST	REAL EST INV TR	36188G102	193	16470	SH	DEFINE
GMH COMMUNITIES TRUST	REAL EST INV TR	36188G102	35130	300000	SH	DEFINE
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	9819	854528	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	58575	3520251	SH	DEFINE
GOLDCORP INC	ORDINARY SHS	380956409	5	300	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	22403	1350000	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	380	6280	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	4041	66800	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	254	4200	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	52725	871485	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	55	500	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	18562	168765	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	8183	74400	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	42423	1107934	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	3500	91400	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	191	5000	SH	DEFINE
GOODYS FAMILY CLOTHING INC	COMMON SHS	382588101	3591	397700	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	200	1110	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	172	955	SH	DEFINE

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

GOOGLE INC	COMMON SHS	38259P508	50036	277192	SH	DEFINE
GRACO INC	COMMON SHS	384109104	67218	1665449	SH	DEFINE
GRACO INC	COMMON SHS	384109104	173	4275	SH	DEFINE
GRACO INC	COMMON SHS	384109104	409	10125	SH	DEFINE
GRACO INC	COMMON SHS	384109104	1	36	SH	DEFINE
GRAFTECH INTERNATIONAL LTD	COMMON SHS	384313102	7604	1336384	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	25	400	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	31135	500000	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	951	15276	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	43	1780	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	3092	128000	SH	DEFINE
GREATER BAY BANCORP	COMMON SHS	391648102	27711	1135221	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	5910	201700	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	26	890	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	7575	211600	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	39	1100	SH	DEFINE
GREY WOLF INC	COMMON SHS	397888108	2237	340000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	4498	173000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	0	12	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	AMER DEP RECPT	40051E202	6585	234773	SH	DEFINE
GRUPO TELEVISIA S A	AMER DEP RECPT	40049J206	21	350	SH	DEFINE
GRUPO TELEVISIA S A	AMER DEP RECPT	40049J206	9173	156000	SH	DEFINE
GSI LUMONICS INC	ORDINARY SHS	36229U102	3501	321800	SH	DEFINE
GSI LUMONICS INC	ORDINARY SHS	36229U102	30529	2805938	SH	DEFINE
GSI LUMONICS INC	ORDINARY SHS	36229U102	10259	942950	SH	DEFINE
GTSI CORP	COMMON SHS	36238K103	1970	203100	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	145879	1974000	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	3067	41498	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	28732	388801	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	135	5200	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	1399	54000	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	7831	624500	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	12273	978700	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	CLOSE END MUT F	404052102	2439	150000	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	49241	973520	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	325888	6443013	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	8017	158500	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	192	3800	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	1764	34868	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	5	103	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	36039	978263	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	314596	8539515	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	7582	205800	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	15	400	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	151	4100	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	15377	417394	SH	DEFINE
HAGGAR CORP	COMMON SHS	405173105	8480	420000	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	1215	28094	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	5234	121007	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	2980	91700	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	2301	70788	SH	DEFINE
HANDLEMAN CO	COMMON SHS	410252100	18960	1000000	SH	DEFINE
HANGER ORTHOPEDIC GROUP INC	COMMON SHS	41043F208	368	61800	SH	DEFINE
HANOVER COMPRESSOR CO	COMMON SHS	410768105	14514	1202500	SH	DEFINE
HANOVER COMPRESSOR CO	CONVERTIBLE BD	410768AC9	95377	98200000	PRN	DEFINE
HARDINGE INC	COMMON SHS	412324303	12449	925600	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	11552	200000	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	497	8600	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	894	45000	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	24	1200	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	1637	18500	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	0	5	SH	DEFINE

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

HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	16692	2140000	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	1560	200000	SH	DEFINE
HARRAH'S ENTERTAINMENT INC	COMMON SHS	413619107	263	4080	SH	DEFINE
HARTE HANKS INC	COMMON SHS	416196103	1605	58250	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	263702	3846300	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	17693	258063	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	2	24	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	36810	1800000	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	1	40	SH	DEFINE
HAVERTY FURNITURE COS INC	COMMON SHS	419596101	14030	920000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	10	400	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	57165	2240000	SH	DEFINE
HCA INC	COMMON SHS	404119109	2541	47430	SH	DEFINE
HCA INC	COMMON SHS	404119109	300782	5614750	SH	DEFINE
HCA INC	COMMON SHS	404119109	27	504	SH	DEFINE
HCA INC	COMMON SHS	404119109	154	2880	SH	DEFINE
HCA INC	COMMON SHS	404119109	357	6667	SH	DEFINE
HCA INC	COMMON SHS	404119109	37402	698190	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	1014	30900	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	48911	1490287	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	62	2630	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	742	31600	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	3814	162500	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	4713	180014	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	3	100	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	28	865	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	9	260	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	135582	4144986	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	6315	260400	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	7238	298463	SH	DEFINE
HEARTLAND EXPRESS INC	COMMON SHS	422347104	1088	56836	SH	DEFINE
HELEN OF TROY LTD	COMMON SHS	G4388N106	246	9000	SH	DEFINE
HELMERICH & PAYNE INC	COMMON SHS	423452101	516	13000	SH	DEFINE
HERSHA HOSPITALITY TRUST	REAL EST INV TR	427825104	116	11600	SH	DEFINE
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	44672	1679400	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	6336	288771	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	59123	2694752	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	3655	166600	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	2395	109158	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	24491	1116250	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	15	675	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	12866	586413	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	27022	1231619	SH	DEFINE
HIGHWOODS PROPERTIES INC	REAL EST INV TR	431284108	4082	152200	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	150951	2721300	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	121973	2198900	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	1308	23586	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	74	1340	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	10145	182900	SH	DEFINE
HILTON HOTELS CORP	CONVERTIBLE BD	432848A22	12206	10500000	PRN	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	207	3325	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	101	1630	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	723	11630	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	37	600	SH	DEFINE
HOLLY CORP	COMMON SHS	435758305	3339	89600	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	6683	174765	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	51504	1346850	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	13400	350415	SH	DEFINE
HOMEBANC CORP	REAL EST INV TR	43738R109	33175	3752774	SH	DEFINE
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	3937	157236	SH	DEFINE
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	2336	93310	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	5688	152875	SH	DEFINE

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

HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	26	700	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	25908	696264	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	23345	627393	SH	DEFINE
HOOKER FURNITURE CORP	COMMON SHS	439038100	8606	455571	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COMMON SHS	440543106	1504	60000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2016	62487	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	444	13764	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1291	40000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1871	57965	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	REAL EST INV TR	44106M102	2479	61400	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	222	13400	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	1310	79110	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	31158	1881500	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	16787	768300	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	50665	2318758	SH	DEFINE
HRPT PROPERTIES TRUST	REAL EST INV TR	40426W101	293	24600	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	1413	17795	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	18991	239180	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	6544	82420	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	11551	145484	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	4663	157840	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	7199	140886	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	3255	63700	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	1910	37387	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	6682	130754	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	998	19522	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	133308	3647286	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	526	14400	SH	DEFINE
HUDSON UNITED BANCORP	COMMON SHS	444165104	574	16294	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	74	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	8088	877200	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	122972	2809500	SH	DEFINE
HUNTSMAN CORP	COMMON SHS	447011107	18656	800000	SH	DEFINE
HUNTSMAN CORP	CONVERT PREF	447011206	17250	339800	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	COMMON SHS	448407106	5217	150000	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	284	6447	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	122039	2766700	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P102	13366	600200	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P102	6276	281826	SH	DEFINE
IAMGOLD CORP	ORDINARY SHS	450913108	4600	617400	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	203	9820	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	19167	925031	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	64	3100	SH	DEFINE
ICU MED INC	COMMON SHS	44930G107	11541	325086	SH	DEFINE
IDENIX PHARMACEUTICALS INC	COMMON SHS	45166R204	1971	99300	SH	DEFINE
IDT CORP	COMMON SHS	448947309	790	53428	SH	DEFINE
IDX SYSTEMS CORP	COMMON SHS	449491109	14573	419600	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	107	1200	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	5667	63300	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	44765	500000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	21733	242748	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	448	5000	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	234	6776	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	4533	131400	SH	DEFINE
IMPAX LABORATORIES INC	COMMON SHS	45256B101	6416	400979	SH	DEFINE
IMPAX LABORATORIES INC	COMMON SHS	45256B101	35592	2224500	SH	DEFINE
IMPERIAL OIL LTD	ORDINARY SHS	453038408	21800	236906	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	659	8650	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	251	3300	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	152	6229	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	12195	500000	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	2127	87214	SH	DEFINE

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

IMS HEALTH INC	COMMON SHS	449934108	13	547	SH	DEFINE
INAMED CORP	COMMON SHS	453235103	67455	965300	SH	DEFINE
INCO LTD	ORDINARY SHS	453258402	14	295	SH	DEFINE
INCO LTD	COMMON SHS	453258402	2945	74000	SH	DEFINE
INCYTE CORP	COMMON SHS	45337C102	171	25000	SH	DEFINE
INCYTE CORP	COMMON SHS	45337C102	2307	337800	SH	DEFINE
INDYMAC BANCORP INC	REAL EST INV TR	456607100	578	17000	SH	DEFINE
INFOSPACE INC	COMMON SHS	45678T201	12	300	SH	DEFINE
INFOSPACE INC	COMMON SHS	45678T201	35514	869800	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	3316	44975	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	1571	51965	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	33810	1118409	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	3721	123074	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	182	6030	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	342	4300	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	39905	501000	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	4	50	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	1286	16140	SH	DEFINE
INHIBITEX INC	COMMON SHS	45719T103	134	22000	SH	DEFINE
INHIBITEX INC	COMMON SHS	45719T103	1439	236300	SH	DEFINE
INLAND REAL ESTATE CORP	REAL EST INV TR	457461200	243	16200	SH	DEFINE
INNKEEPERS USA TRUST	REAL EST INV TR	4576J0104	90	7000	SH	DEFINE
INNKEEPERS USA TRUST	REAL EST INV TR	4576J0104	8770	679300	SH	DEFINE
INPHONIC INC	COMMON SHS	45772G105	23	1000	SH	DEFINE
INPHONIC INC	COMMON SHS	45772G105	2165	95300	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	816	100000	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	13999	1715561	SH	DEFINE
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	5831	388200	SH	DEFINE
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	8	500	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	OPEN END MUT FD	45809F104	165	13000	SH	DEFINE
INTEGRA LIFESCIENCES HOLDINGS CORP	COMMON SHS	457985208	218	6200	SH	DEFINE
INTEGRATED ALARM SERVICES	COMMON SHS	45890M109	13098	2619600	SH	DEFINE
INTEGRATED CIRCUIT SYSTEMS INC	COMMON SHS	45811K208	38032	1989100	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	439	18890	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	26	1136	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	18584	800000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	5723	246375	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	105307	4533226	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	124010	5338360	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	24489	850000	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	6	200	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	6597	599701	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	3321	301900	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	7795	85300	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	1	16	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	51173	560000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	16030	175422	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	198333	2170424	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	49221	538641	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	354	13270	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	850	31893	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	26943	1010607	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	46268	1257619	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	306502	8331112	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	6653	180830	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	3634	98764	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2074	56366	SH	DEFINE
INTERNATIONAL SECURITIES EXCHANGE,	COMMON SHS	46031W204	130	5000	SH	DEFINE
INTERNATIONAL SECURITIES EXCHANGE,	COMMON SHS	46031W204	96	3700	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP	COMMON SHS	460321201	7296	480000	SH	DEFINE
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	612910	16333380	SH	DEFINE
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	253	6400	SH	DEFINE

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

INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	2	50	SH	DEFINE
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	955	24167	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	17952	1461916	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	164720	13413685	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	2077	169100	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1612	131253	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	197	16070	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1163	94742	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	CONVERT PREF	460690308	2956	65000	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	11446	660859	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	112313	6484560	SH	DEFINE
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	15979	1721870	SH	DEFINE
INTERVOICE-BRITE INC	COMMON SHS	461142101	16233	1445484	SH	DEFINE
INTIER AUTOMOTIVE INC	ORDINARY SHS	46115N104	21024	636500	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	16167	409300	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	432	10940	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	364	8000	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	8190	180000	SH	DEFINE
INTRALASE CORP	COMMON SHS	461169104	619	37000	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	10235	535000	SH	DEFINE
INTRAWEST CORP	ORDINARY SHS	460915200	16961	733600	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	1997	45625	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	13175	301004	SH	DEFINE
INVERSIONES Y REPRESENTACION SA	GLBL DEP RECPT	450047204	5656	450689	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	236	13500	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	497	10168	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	89054	1820766	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	864	12480	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	914	13214	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	101035	1460040	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	67247	1712000	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	20791	529300	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	12740	324341	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	15382	391600	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	4811	166825	SH	DEFINE
ISHARES COHEN & STEERS REALTY MAJO	CLOSE END MUT F	464287564	360	2879	SH	DEFINE
ISHARES FTSE/XINHUA CHINA 25	CLOSE END MUT F	464287184	1090	19960	SH	DEFINE
ISHARES LEHMAN AGG BOND FUND	OPEN END MUT FD	464287226	202	2000	SH	DEFINE
ISHARES MSCI EAFE INDEX FUND	CLOSE END MUT F	464287465	3581	22542	SH	DEFINE
ISHARES MSCI EMERGING MARKETS INDE	OPEN END MUT FD	464287234	11179	55125	SH	DEFINE
ISHARES MSCI JAPAN INDEX FUND	CLOSE END MUT F	464286848	435	41448	SH	DEFINE
ISHARES S&P EUROPE 350 INDEX FUND	OPEN END MUT FD	464287861	206	2732	SH	DEFINE
ISHARES S&P INDEX 500 FUND	CLOSE END MUT F	464287200	2655	22536	SH	DEFINE
ISHARES TR DOW JONES SELECT DIVIDE	OPEN END MUT FD	464287168	6490	108250	SH	DEFINE
ISHARES TR RUSSELL 2000 INDEX FUND	CLOSE END MUT F	464287655	752	6155	SH	DEFINE
ISHARES TR RUSSELL 3000 INDEX FUND	OPEN END MUT FD	464287689	740	11000	SH	DEFINE
ISHARES TRUST	CLOSE END MUT F	464287697	676	9474	SH	DEFINE
ISHARES TRUST LEHMAN TIPS BOND FUN	CLOSE END MUT F	464287176	2573	24425	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	395	40000	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	2717	275000	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	112520	2732400	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	2089	50737	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	994	24150	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	141021	3424500	SH	DEFINE
ITLA CAPITAL CORP	COMMON SHS	450565106	22272	445796	SH	DEFINE
ITT INDUSTRIES INC	COMMON SHS	450911102	1134	12570	SH	DEFINE
ITT INDUSTRIES INC	COMMON SHS	450911102	893	9894	SH	DEFINE
IVANHOE MINES LTD	ORDINARY SHS	46579N103	14820	1628600	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	96	4843	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	56688	2867381	SH	DEFINE
IVAX CORP	CONVERTIBLE BD	465823AG7	5031	5000000	PRN	DEFINE
J & J SNACK FOODS CORP	COMMON SHS	466032109	248	5300	SH	DEFINE

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

J JILL GROUP INC	COMMON SHS	466189107	250	18200	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	387	21500	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	14493	805600	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COMMON SHS	468202106	19236	919500	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	4305	82923	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	16926	326007	SH	DEFINE
JAKKS PACIFIC INC	COMMON SHS	47012E106	13425	625300	SH	DEFINE
JAMDAT MOBILE INC	COMMON SHS	47023T100	17452	1012300	SH	DEFINE
JDS UNIPHASE CORP	COMMON SHS	46612J101	87	52219	SH	DEFINE
JEFFERSON PILOT CORP	COMMON SHS	475070108	1336	27245	SH	DEFINE
JLG INDUSTRIES INC	COMMON SHS	466210101	9415	436900	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	CLOSE END MUT F	409735107	15972	1650000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	CLOSE END MUT F	409735107	19	2000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	630	9375	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	24	351	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	66891	996000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	15706	233863	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	193150	2875966	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	322208	4797615	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	5096	91400	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	22304	400000	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	3966	71130	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	432	7750	SH	DEFINE
JONES LANG LASALLE INC	COMMON SHS	48020Q107	48751	1045044	SH	DEFINE
JOURNAL COMMUNICATIONS INC	COMMON SHS	481130102	483	29200	SH	DEFINE
JOY GLOBAL INC	COMMON SHS	481165108	5722	163214	SH	DEFINE
JOY GLOBAL INC	COMMON SHS	481165108	31	890	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	32095	927600	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	71435	2064600	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	9372	270870	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	10522	304107	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	12328	356312	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	41086	1187458	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	494920	14304033	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	110	5000	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	11165	506118	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	2128	96465	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	1518	74214	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	14183	693200	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	10863	222789	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	112	2300	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	58699	3047700	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	7	360	SH	DEFINE
KAYDON CORP	COMMON SHS	486587108	12667	403400	SH	DEFINE
KB HOME	COMMON SHS	48666K109	705	6000	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	78	5072	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	1843	120000	SH	DEFINE
KELLOGG CO	COMMON SHS	487836108	868	20055	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	17274	600000	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	52	1800	SH	DEFINE
KELLY SERVICES INC	COMMON SHS	488152208	43381	1506800	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	15914	335100	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	14418	303592	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	2	40	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	56784	1195700	SH	DEFINE
KERR MCGEE CORP	COMMON SHS	492386107	4048	51684	SH	DEFINE
KERR MCGEE CORP	COMMON SHS	492386107	492	6283	SH	DEFINE
KERR MCGEE CORP	COMMON SHS	492386107	24564	313600	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	1336	100000	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	13923	1042142	SH	DEFINE
KEYCORP	COMMON SHS	493267108	834	25697	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	493	12642	SH	DEFINE

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

KEYSPAN CORP	COMMON SHS	49337W100	251357	6450000	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	180	4408	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	855	20900	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	24558	600300	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	30282	460700	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5147	78300	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	4446	67633	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	578	8800	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	13571	206470	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	12331	187600	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	206	3830	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	1062	19700	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	22180	411500	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	LTD PARTNERSHIP	494550106	6814	151428	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	26866	354900	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	2775	36659	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	22710	300000	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	209786	6291368	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	22846	650896	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	2520	71800	SH	DEFINE
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580111	21422	560242	SH	DEFINE
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580129	48420	1400603	SH	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	19643	329300	SH	DEFINE
KING PHARMACEUTICALS INC	COMMON SHS	495582108	1079	129860	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	ORDINARY SHS	496904103	101309	5420498	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	5445	739800	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	2	310	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	25856	3513012	SH	DEFINE
KITE REALTY GROUP TRUST	REAL EST INV TR	49803T102	24824	1723900	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	169	3680	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	37	805	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	38555	837969	SH	DEFINE
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	31344	1270550	SH	DEFINE
KNIGHT-RIDDER INC	COMMON SHS	499040103	1443	21456	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	1220	23630	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	3107	60184	SH	DEFINE
KONINKLIJKE KPN NV	AMER DEP RECPT	780641205	144	16000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	1498	54436	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	10247	372354	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	28275	1027431	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	508	18474	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	2304	51599	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	42295	947256	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	133907	2999039	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	17305	387563	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	6973	156170	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	1972	44174	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	33	740	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	17580	1308000	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	23020	1712801	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	12540	933003	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	664	49420	SH	DEFINE
KOSAN BIOSCIENCES INC	COMMON SHS	50064W107	7387	1801591	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	23613	714458	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	7489	226590	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	1786	54049	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	8236	249189	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	2066	62525	SH	DEFINE
KROGER CO	COMMON SHS	501044101	33046	2061515	SH	DEFINE
KROGER CO	COMMON SHS	501044101	286540	17875261	SH	DEFINE
KROGER CO	COMMON SHS	501044101	3479	217000	SH	DEFINE
KROGER CO	COMMON SHS	501044101	82742	5161685	SH	DEFINE

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

KROGER CO	COMMON SHS	501044101	13411	836637	SH	DEFINE
KROGER CO	COMMON SHS	501044101	300	18700	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	23026	1080537	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	625285	29342350	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	179496	8423093	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	12751	598375	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	76858	3606681	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	1236	58020	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	2847	133620	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	217	3050	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	3828	53901	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	126085	1775348	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	31932	3756700	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	53	6240	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	22215	2613500	SH	DEFINE
LA-Z-BOY INC	COMMON SHS	505336107	12948	929500	SH	DEFINE
LABONE INC	COMMON SHS	50540L105	21947	636500	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COMMON SHS	50540R409	441	9150	SH	DEFINE
LABRANCHE & CO INC	COMMON SHS	505447102	111	11900	SH	DEFINE
LADISH CO INC	COMMON SHS	505754200	826	70000	SH	DEFINE
LAIDLAW INTL INC	COMMON SHS	50730R102	549	26400	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	66	2300	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	127291	4410623	SH	DEFINE
LAMAR ADVERTISING CO	COMMON SHS	512815101	707	17545	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	25347	595700	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	106	2500	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	23	530	SH	DEFINE
LANDSTAR SYSTEM INC	COMMON SHS	515098101	35817	1093648	SH	DEFINE
LAS VEGAS SANDS CORP	COMMON SHS	517834107	9247	205490	SH	DEFINE
LASALLE HOTEL PROPERTIES	REAL EST INV TR	517942108	23821	820000	SH	DEFINE
LASERCARD CORP	COMMON SHS	51807U101	3599	722600	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	CLOSE END MUT F	51827Q106	4751	222015	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	2409	56300	SH	DEFINE
LAWSON SOFTWARE INC	COMMON SHS	520780107	5695	965267	SH	DEFINE
LAWSON SOFTWARE INC	COMMON SHS	520780107	63	10700	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	7772	450000	SH	DEFINE
LECG CORP	COMMON SHS	523234102	7969	406560	SH	DEFINE
LECG CORP	COMMON SHS	523234102	17260	880600	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	55	700	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	9348	119632	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	234	3000	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	92494	3202700	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	110	3800	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	12	400	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	6808	72300	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	2871	30494	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	12476	132500	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	27206	480000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	102	1800	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	2530	48000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	12	230	SH	DEFINE
LENNOX INTERNATIONAL INC	COMMON SHS	526107107	24441	1115000	SH	DEFINE
LENNOX INTERNATIONAL INC	CONVERTIBLE BD	526107AB3	7143	5500000	PRN	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	219307	6384478	SH	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	18267	531800	SH	DEFINE
LEUCADIA NATIONAL CORP	CONVERTIBLE BD	527288AX2	3573	3600000	PRN	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	91	4155	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	23	1065	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	16892	769900	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	CONVERT PREF	529043309	75375	1500000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	592	7402	SH	DEFINE
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	8588	10000000	PRN	DEFINE

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

LIBERTY MEDIA CORP	COMMON SHS	530718105	437935	42230938	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	1947	187730	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	18462	1780293	SH	DEFINE
LIBERTY MEDIA INTERNATIONAL INC	COMMON SHS	530719103	237	5408	SH	DEFINE
LIBERTY MEDIA INTERNATIONAL INC	COMMON SHS	530719103	660	15090	SH	DEFINE
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	10094	12900000	PRN	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	283	7235	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	11691	299382	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	35602	911700	SH	DEFINE
LIFEPOINT HOSPITALS HLDG	CONVERTIBLE BD	53219LAE9	2578	2500000	PRN	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	1872	42700	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	575	13000	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	24209	547346	SH	DEFINE
LINCOLN NATIONAL CORP	COMMON SHS	534187109	17451	386608	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	399	10420	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	4588	119750	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	542	14135	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	151181	3946250	SH	DEFINE
LINENS N THINGS INC	COMMON SHS	535679104	9781	393900	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	10145	918065	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	54	4900	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	631	15715	SH	DEFINE
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	4218	116305	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	34605	566740	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	434	7110	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	4208	68912	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	30530	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	7433	121728	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	43040	704878	SH	DEFINE
LOEWS CORP	COMMON SHS	540424108	265	3600	SH	DEFINE
LOEWS CORP - CAROLINA GROUP	COMMON SHS	540424207	97525	2946360	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	1148	18855	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	12730	209100	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	19404	492100	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	655	11480	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	7490	131191	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	80437	1408949	SH	DEFINE
LOWE'S COMPANIES INC	CONVERT ZERO CP	548661CF2	1035672	11000000	PRN	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	3	1065	SH	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	1051	382263	SH	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	2194	797900	SH	DEFINE
LUCENT TECHNOLOGIES INC	CONVERTIBLE BD	549463AG2	537	500000	PRN	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	971	47600	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	3171	155433	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	14	700	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	352	12600	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	1334	47768	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	811	29030	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	166102	5949202	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	2336	22886	SH	DEFINE
M/I HOMES INC	COMMON SHS	55305B101	15237	311400	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	379	7120	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	650	12200	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	69200	1298800	SH	DEFINE
MACROMEDIA INC	COMMON SHS	556100105	44635	1332400	SH	DEFINE
MACROVISION CORP	COMMON SHS	555904101	1595	70000	SH	DEFINE
MAGNA INTERNATIONAL INC	ORDINARY SHS	559222401	191652	2366075	SH	DEFINE
MAGNA INTERNATIONAL INC	COMMON SHS	559222401	33	500	SH	DEFINE
MAGNUM HUNTER RESOURCES INC	COMMON SHS	55972F203	15854	984100	SH	DEFINE
MAGNUM HUNTER RESOURCES INC	COMMON SHS	55972F203	24	1500	SH	DEFINE
MAINE & MARITIMES CORP	COMMON SHS	560377103	684	27100	SH	DEFINE
MAJESCO ENTERTAINMENT CO	COMMON SHS	560690208	5919	511100	SH	DEFINE

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

MAJESCO ENTERTAINMENT CO	COMMON SHS	560690208	7	600	SH	DEFINE
MANDALAY RESORT GROUP	COMMON SHS	562567107	33321	472700	SH	DEFINE
MANDALAY RESORT GROUP	COMMON SHS	562567107	35	500	SH	DEFINE
MANDALAY RESORT GROUP	COMMON SHS	562567107	0	1	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	4	110	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	27792	688100	SH	DEFINE
MANNKIND CORP	COMMON SHS	56400P201	356	25000	SH	DEFINE
MANPOWER INC	COMMON SHS	56418H100	10068	231349	SH	DEFINE
MANUGISTICS GROUP INC	COMMON SHS	565011103	3079	1832900	SH	DEFINE
MANUGISTICS GROUP INC	COMMON SHS	565011103	20	11900	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	23960	500000	SH	DEFINE
MANULIFE FINANCIAL CORP	ORDINARY SHS	56501R106	229207	3968945	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	533	11127	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	1422	30300	SH	DEFINE
MARCHEX INC	COMMON SHS	56624R108	42906	2301800	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	5725	183600	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	34	1100	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	1466	21920	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	70	1052	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	300	9870	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	17	550	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	1274	41895	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	162082	5328131	SH	DEFINE
MARSHALL & ILSLEY CORP	COMMON SHS	571834100	1824	43689	SH	DEFINE
MARTEK BIOSCIENCES CORP	COMMON SHS	572901106	735	12625	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	63566	1136733	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	2020	36119	SH	DEFINE
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	9160	458000	SH	DEFINE
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	51	2550	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	12625	329300	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	5291	152600	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	11527	332476	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	24565	708530	SH	DEFINE
MASSEY ENERGY CO	COMMON SHS	576206106	4613	115200	SH	DEFINE
MASSEY ENERGY CO	COMMON SHS	576206106	24	600	SH	DEFINE
MATRIX SERVICE CO	COMMON SHS	576853105	2553	587000	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	15628	732012	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	61962	2902210	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	3384	158500	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	79371	3717600	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	16329	764807	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	62	2887	SH	DEFINE
MAVERICK TUBE CORP	COMMON SHS	577914104	743	22867	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	293	7173	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	22	537	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	17814	435877	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	11347	338812	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	234	7000	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	28339	846200	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	3033	570030	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	139968	26309829	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	16207	3046460	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	3531	663813	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	170	31900	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	18	3313	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	2682	504110	SH	DEFINE
MAY DEPARTMENT STORES CO	COMMON SHS	577778103	77868	2103400	SH	DEFINE
MAY DEPARTMENT STORES CO	COMMON SHS	577778103	2943	79493	SH	DEFINE
MAYTAG CORP	COMMON SHS	578592107	267	19130	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	916	17515	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	3401	138525	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	19410	790622	SH	DEFINE

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

MBNA CORP	COMMON SHS	55262L100	355275	14471500	SH	DEFINE
MCAFEE INC	COMMON SHS	579064106	34	1500	SH	DEFINE
MCAFEE INC	COMMON SHS	579064106	2197	97400	SH	DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	317	9200	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	8377	269000	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	15078	484211	SH	DEFINE
MCG CAPITAL CORP	COMMON SHS	58047P107	26925	1750049	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	19416	222537	SH	DEFINE
MCI INC	COMMON SHS	552691107	120453	4833571	SH	DEFINE
MCI INC	COMMON SHS	552691107	199	8000	SH	DEFINE
MCI INC	COMMON SHS	552691107	44028	1766776	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	19	500	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	142	3765	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	32809	869100	SH	DEFINE
MCMORAN EXPLORATION CO	COMMON SHS	582411104	4	189	SH	DEFINE
MCMORAN EXPLORATION CO	COMMON SHS	582411104	558	27737	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	32868	471900	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	5350	304500	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	220	12500	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	16839	958400	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	65572	3732015	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	1954	111200	SH	DEFINE
MDU RESOURCES GROUP INC	COMMON SHS	552690109	528	19130	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	26856	844000	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	155	4883	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	3271	458700	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	2391	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	12469	251541	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	2039	90000	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	66006	2912900	SH	DEFINE
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	10172	339300	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	749	31466	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	13619	571982	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	338	6643	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	8454	165925	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	54916	1077846	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	69310	1360349	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	7620	267000	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	918	32171	SH	DEFINE
MENS WEARHOUSE INC	COMMON SHS	587118100	22810	540400	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	40560	797475	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	155	3050	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	867	17050	SH	DEFINE
MERCER INS GROUP INC	COMMON SHS	587902107	258	20000	SH	DEFINE
MERCER INTERNATIONAL INC	COMMON SHS	588056101	14281	1560800	SH	DEFINE
MERCER INTERNATIONAL INC	COMMON SHS	588056101	7	800	SH	DEFINE
MERCHANTS GROUP INC	COMMON SHS	588539106	4627	190000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	50021	1545300	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	477304	14745250	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	3105	95909	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	16185	500000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	5389	166467	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	127116	3926969	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1247610	38542180	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	32012	579300	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	287	5200	SH	DEFINE
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	4800	101300	SH	DEFINE
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	51540	1087800	SH	DEFINE
MEREDITH CORP	COMMON SHS	589433101	112755	2411876	SH	DEFINE
MEREDITH CORP	COMMON SHS	589433101	47	1000	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	8	500	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	31101	1738260	SH	DEFINE

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

MERIDIAN RESOURCE CORP	COMMON SHS	58977Q109	1393	270000	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	7584	1083426	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	25832	3690300	SH	DEFINE
MERISTAR HOSPITALITY CORP	CONVERTIBLE BD	58984YAJ2	122793	99500000	PRN	DEFINE
MERIT MEDICAL SYSTEMS INC	COMMON SHS	589889104	15347	1279967	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	3163	53685	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	31888	563400	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	171266	3025907	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	89	1580	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	1873	33087	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	4132	73000	SH	DEFINE
MESA AIR GROUP INC	COMMON SHS	590479101	3150	450000	SH	DEFINE
METALLICA RESOURCES INC	ORDINARY SHS	59125J104	2368	1488998	SH	DEFINE
METHANEX CORP	ORDINARY SHS	59151K108	63566	2726987	SH	DEFINE
METHODE ELECTRONICS INC	COMMON SHS	591520200	12520	1033835	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	21646	553600	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	685	17525	SH	DEFINE
METSO OYJ	AMER DEP RECPT	592671101	3775	209160	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	338	7110	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	17960	378100	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	33903	713756	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	71	1500	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	168452	3546368	SH	DEFINE
MEXICO FUND INC	CLOSE END MUT F	592835102	13422	620800	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	1011	40000	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	46808	1852300	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	27135	440000	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	204	3316	SH	DEFINE
MICREL INC	COMMON SHS	594793101	231	25000	SH	DEFINE
MICREL INC	COMMON SHS	594793101	10302	1117400	SH	DEFINE
MICREL INC	COMMON SHS	594793101	55	6000	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	377	14500	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	122130	4695500	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	406	24920	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	14674	607110	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	2993	123818	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	24170	1000000	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	16572	685653	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	98574	4078370	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	148501	6144007	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	7536	1748400	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	12700	2946600	SH	DEFINE
MIDCAP SPDR TRUST	OPEN END UT TR	595635103	3682	30580	SH	DEFINE
MIDLAND CO	COMMON SHS	597486109	12131	385000	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	24	2898	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	20216	2400993	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	39	900	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	7773	179100	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	17360	400000	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	7656	176400	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	280	6461	SH	DEFINE
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	223	100000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	3301	85200	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	16977	258081	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	11808	179500	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	59255	900800	SH	DEFINE
MIRAMAR MNG CORP (CAD)	ORDINARY SHS	60466E100	1742	1330000	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	7908	416200	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	14079	741000	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	99	3750	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	3861	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	237	8972	SH	DEFINE

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

MOLEX INC	COMMON SHS	608554200	3457	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	135	5718	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	71154	1543800	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	15280	198000	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	12	150	SH	DEFINE
MONACO COACH CORP	COMMON SHS	60886R103	16901	1046500	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	53858	835000	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	2	35	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	610	9457	SH	DEFINE
MONSTER WORLDWIDE INC	COMMON SHS	611742107	1843	65700	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	26415	751500	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	45727	1300921	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	1405	39975	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	2486	70730	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	91408	2600500	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	2	30	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	19730	244000	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	2047	25318	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	101161	1251061	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	29492	515142	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	10671	186390	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	6407	111920	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	3561	62200	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	7761	135558	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	99	1735	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	27181	474773	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	28591	499406	SH	DEFINE
MORTGAGEIT HOLDINGS INC	REAL EST INV TR	61915Q108	8473	531200	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	2	145	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	6724	449133	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	11334	757087	SH	DEFINE
MTS SYSTEMS CORP	COMMON SHS	553777103	8961	308693	SH	DEFINE
MTS SYSTEMS CORP	COMMON SHS	553777103	6500	223900	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	42079	1494800	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	519	18425	SH	DEFINE
MUNI HOLDINGS INSURED FUND INC	CLOSE END MUT F	625930102	177	13000	SH	DEFINE
MUNIYIELD CALIFORNIA INSURED INC	CLOSE END MUT F	62629L104	377	27700	SH	DEFINE
MUNIYIELD NEW YORK INSURED FUND	CLOSE END MUT F	626301105	187	14512	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	1042	10558	SH	DEFINE
MYERS INDUSTRIES INC	COMMON SHS	628464109	3611	255900	SH	DEFINE
MYKROLIS CORP	COMMON SHS	62852P103	3871	270725	SH	DEFINE
MYKROLIS CORP	COMMON SHS	62852P103	10	720	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	1411	79650	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	1085	61217	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	7003	395220	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	723	40802	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	7640	431146	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	282	15920	SH	DEFINE
NABI BIOPHARMACEUTICALS	COMMON SHS	629519109	4615	369800	SH	DEFINE
NABORS INDUSTRIES INC	CONVERT ZERO CP	629568A10	813	8000	PRN	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	7577	128125	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	5190	87750	SH	DEFINE
NACCO INDUSTRIES INC	COMMON SHS	629579103	48992	480600	SH	DEFINE
NACCO INDUSTRIES INC	COMMON SHS	629579103	31	300	SH	DEFINE
NASDAQ 100	OPEN END UT TR	631100104	1743	47705	SH	DEFINE
NASDAQ STOCK MARKET INC	COMMON SHS	631103108	5980	558900	SH	DEFINE
NASDAQ STOCK MARKET INC	COMMON SHS	631103108	30	2800	SH	DEFINE
NASHUA CORP	COMMON SHS	631226107	4133	475000	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	CONVERT PREF	632525309	2456	66925	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	121	1100	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	23115	210614	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	132	1200	SH	DEFINE

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

NATIONAL CITY CORP	COMMON SHS	635405103	4205	125535	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	1017	30362	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	243	6100	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	13710	344465	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	29082	730700	SH	DEFINE
NATIONAL FUEL GAS CO	COMMON SHS	636180101	218	7628	SH	DEFINE
NATIONAL GRID TRANSCO PLC	AMER DEP RECPT	636274102	11194	239453	SH	DEFINE
NATIONAL GRID TRANSCO PLC	AMER DEP RECPT	636274102	5	117	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	9654	356891	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	55869	2065402	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	1849	39599	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	55414	1186601	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	94	2003	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	4157	89005	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	126904	2717433	SH	DEFINE
NATIONAL RV HOLDINGS INC	COMMON SHS	637277104	2659	261700	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COMMON SHS	638522102	25641	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	93281	2598350	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	63	1752	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	8	235	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	REAL EST INV TR	638620104	608	30100	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	1400	32300	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	47596	1097952	SH	DEFINE
NBTY INC	COMMON SHS	628782104	8812	351200	SH	DEFINE
NBTY INC	COMMON SHS	628782104	60	2400	SH	DEFINE
NBTY INC	COMMON SHS	628782104	38449	1532439	SH	DEFINE
NCO GROUP INC	COMMON SHS	628858102	13078	668968	SH	DEFINE
NCO GROUP INC	COMMON SHS	628858102	36277	1855600	SH	DEFINE
NCO GROUP INC	CONVERTIBLE BD	628858AB8	4900	5000000	PRN	DEFINE
NEC CORP	AMER DEP RECPT	629050204	119	19825	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	469	13958	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	8	230	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	1	16	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	59	1766	SH	DEFINE
NEIGHBORCARE INC	COMMON SHS	64015Y104	44203	1511217	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	697	50000	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	6107	438100	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	9712	696700	SH	DEFINE
NETFLIX COM INC	COMMON SHS	64110L106	439	40500	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	17019	1489011	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	24494	2143000	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	427	15454	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	17426	629992	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	14158	372000	SH	DEFINE
NEVSUN RESOURCES LTD	ORDINARY SHS	64156L101	2596	877000	SH	DEFINE
NEW IRELAND FUND INC	CLOSE END MUT F	645673104	2903	135000	SH	DEFINE
NEW YORK & CO. INC	COMMON SHS	649295102	7167	357100	SH	DEFINE
NEW YORK & CO. INC	COMMON SHS	649295102	38	1900	SH	DEFINE
NEW YORK MORTGAGE TRUST INC	REAL EST INV TR	649604105	21767	2129850	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	7377	201681	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	3508	95900	SH	DEFINE
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	194	6550	SH	DEFINE
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	38356	1295800	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	4845	220824	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	294	13420	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	135836	1829200	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	555008	13136294	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	1857	43948	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	32563	770714	SH	DEFINE
NEWPORT CORP	COMMON SHS	651824104	8919	615500	SH	DEFINE
NEWPORT CORP	COMMON SHS	651824104	32	2200	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	41	2400	SH	DEFINE

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

NEWS CORP INC	COMMON SHS	65248E104	375365	22184665	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	43816	2589615	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	208434	12318822	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	5137	303600	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	9964	588864	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	3406	201300	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	46	2600	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	4983	282981	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	228	12925	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	30747	1745993	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	5530	314000	SH	DEFINE
NEXEN INC	ORDINARY SHS	65334H102	170663	2577986	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	72931	2566200	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	3	110	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	3915	137765	SH	DEFINE
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	25760	906393	SH	DEFINE
NEXTEL COMMUNICATIONS INC	CONVERTIBLE BD	65332VAY9	60770	59000000	PRN	DEFINE
NICOR INC	COMMON SHS	654086107	22	600	SH	DEFINE
NICOR INC	COMMON SHS	654086107	25110	677000	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	122597	2132115	SH	DEFINE
NIKE INC	COMMON SHS	654106103	7552	90650	SH	DEFINE
NIKE INC	COMMON SHS	654106103	14624	175538	SH	DEFINE
NIKE INC	COMMON SHS	654106103	3	32	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	4332	198253	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	14145	647380	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	21197	970093	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	226	10363	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	52	2375	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	3391	148795	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	522	22903	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	253400	11118900	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	380483	6768950	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	49	876	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	810	14414	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	4062	72259	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	41	600	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	4693	69000	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	353	22900	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	2323	150567	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	1	95	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	12915	837024	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	77253	5006661	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	182	13100	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	22346	1612239	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	38	2750	SH	DEFINE
NORANDA INC	ORDINARY SHS	655422103	144810	5956800	SH	DEFINE
NORANDA INC	COMMON SHS	655422103	49	2400	SH	DEFINE
NORDIC AMERICAN TANKER SHIPPING LT	COMMON SHS	G65773106	14	300	SH	DEFINE
NORDIC AMERICAN TANKER SHIPPING LT	COMMON SHS	G65773106	1281	27000	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	2091	37756	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	2	37	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	50336	1358600	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	4657	125694	SH	DEFINE
NORSK HYDRO ASA	AMER DEP RECPT	656531605	15963	191191	SH	DEFINE
NORSK HYDRO ASA	AMER DEP RECPT	656531605	50	600	SH	DEFINE
NORTEL NETWORKS CORP	ORDINARY SHS	656568102	8	2433	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	90	32828	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	410	150000	SH	DEFINE
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	186000	20000000	PRN	DEFINE
NORTH AMERICAN PALLADIUM LTD	ORDINARY SHS	656912102	1204	132000	SH	DEFINE
NORTH FORK BANCORP INC	COMMON SHS	659424105	5619	202548	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	29869	1550000	SH	DEFINE

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

NORTHEAST UTILITIES	COMMON SHS	664397106	75	3900	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	26978	1400000	SH	DEFINE
NORTHERN BORDER PARTNERS	COMMON SHS	664785102	241	5000	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	324	7463	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	5	109	SH	DEFINE
NORTHGATE MINERALS CORP	COMMON SHS	666416102	0	2	SH	DEFINE
NORTHGATE MINERALS CORP	ORDINARY SHS	666416102	1978	1150000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	140183	2596940	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	53980	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	14230	263609	SH	DEFINE
NORTHWEST AIRLINES CORP	COMMON SHS	667280101	3345	500000	SH	DEFINE
NORTHWEST PIPE COMPANY	COMMON SHS	667746101	8222	333000	SH	DEFINE
NORTHWESTERN CORP	COMMON SHS	668074305	49656	1883043	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	13757	320306	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	115431	2687566	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	6857	146580	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	553	11811	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	5703	121913	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	1168	24967	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	1469	55425	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	1328	50099	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	7616	287383	SH	DEFINE
NOVELIS INC	COMMON SHS	67000X106	158	6485	SH	DEFINE
NOVELL INC	COMMON SHS	670006105	713	119693	SH	DEFINE
NOVELLUS SYSTEMS INC	COMMON SHS	670008101	238	8922	SH	DEFINE
NPS PHARMACEUTICALS INC	COMMON SHS	62936P103	5274	417880	SH	DEFINE
NSTAR	COMMON SHS	67019E107	464	8550	SH	DEFINE
NSTAR	COMMON SHS	67019E107	842	15500	SH	DEFINE
NTL INC	COMMON SHS	62940M104	425952	6689994	SH	DEFINE
NTL INC	COMMON SHS	62940M104	81	1277	SH	DEFINE
NTL INC	COMMON SHS	62940M104	24222	380437	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	669967101	4159	1424400	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	192354	3341800	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	259	4500	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	7101	123360	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	11	183	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	CLOSE END MUT F	670656107	518	38600	SH	DEFINE
NUVEEN NEW JERSEY PREMIUM INCOME M	CLOSE END MUT F	67101N106	188	12598	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	CLOSE END MUT F	6706K4105	301	25000	SH	DEFINE
NUVELO INC	COMMON SHS	67072M301	163	25000	SH	DEFINE
NUVELO INC	COMMON SHS	67072M301	9669	1487565	SH	DEFINE
NVR INC	COMMON SHS	62944T105	1747	2225	SH	DEFINE
NVR INC	COMMON SHS	62944T105	67713	86259	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	5217	73300	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	455	6400	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	8890	124913	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	10511	473900	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	70481	3177680	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	2646	119300	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	13925	415670	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	11635	347310	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	23450	700000	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	780	23288	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	215	6420	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	338	10100	SH	DEFINE
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	40171	1205600	SH	DEFINE
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	532	15975	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	10053	489200	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	12117	589642	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	25135	1223100	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	198756	8533950	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	318251	13664716	SH	DEFINE

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

OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	2296	98593	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	186	8000	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	45524	1954651	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	11957	624400	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	10261	535800	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	54	2800	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	238	6700	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	1900	53600	SH	DEFINE
OMNICELL INC	COMMON SHS	68213N109	6330	877981	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	109511	1237135	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	12	140	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	3090	34905	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	17825	1176600	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	6	400	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	62	2000	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	165482	5369300	SH	DEFINE
ONYX PHARMACEUTICALS INC	COMMON SHS	683399109	1978	63100	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	6240	500000	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	11519	922983	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	4186	335452	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	10895	1125534	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	38	3961	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	21733	2245100	SH	DEFINE
ORBOTECH LTD	ORDINARY SHS	M75253100	27742	1266760	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	26	1000	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	18601	712700	SH	DEFINE
OSHKOSH B'GOSH INC	COMMON SHS	688222207	10767	353000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	39355	480000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	492	6000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	114220	1393100	SH	DEFINE
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	0	11	SH	DEFINE
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	4860	117550	SH	DEFINE
OUTBACK STEAKHOUSE INC	COMMON SHS	689899102	229	5000	SH	DEFINE
OVERNITE CORP	COMMON SHS	690322102	27108	847400	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	58041	922600	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	11885	437746	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	176	6500	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	3028	41834	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	226	3125	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	29281	404491	SH	DEFINE
PACER INTERNATIONAL INC	COMMON SHS	69373H106	19972	836005	SH	DEFINE
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	359	12059	SH	DEFINE
PACIFIC SUNWEAR OF CALIFORNIA INC	COMMON SHS	694873100	2527	90304	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	8498	149300	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	125611	2206800	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	CONVERTIBLE BD	695112AG7	5513	2000000	PRN	DEFINE
PACKETEER INC	COMMON SHS	695210104	6725	437000	SH	DEFINE
PACKETEER INC	COMMON SHS	695210104	37	2400	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	24907	1066700	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	46643	1997545	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	32	1370	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	145	6194	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	11	464	SH	DEFINE
PALL CORP	COMMON SHS	696429307	351	12955	SH	DEFINE
PALL CORP	COMMON SHS	696429307	13560	500000	SH	DEFINE
PALL CORP	COMMON SHS	696429307	657	24215	SH	DEFINE
PALL CORP	COMMON SHS	696429307	178963	6598914	SH	DEFINE
PALMONE INC	COMMON SHS	69713P107	16243	640000	SH	DEFINE
PALMONE INC	COMMON SHS	69713P107	0	4	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	26139	462400	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COMMON SHS	69888P106	12739	380946	SH	DEFINE
PARALLEL PETROLEUM CORP	COMMON SHS	699157103	1397	190000	SH	DEFINE

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

PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	9641	1724626	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	13	2400	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	15	2675	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	12797	544562	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	22203	944800	SH	DEFINE
PARKER HANNIFIN CORP	COMMON SHS	701094104	350	5745	SH	DEFINE
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	77	1650	SH	DEFINE
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	14244	305000	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	208	3220	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	546	8450	SH	DEFINE
PATTERSON COS INC	COMMON SHS	703395103	9589	191980	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	68	2700	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	2204	88100	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	680	20730	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	17301	527147	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	127410	3882071	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	110921	2392600	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	15113	326000	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	138639	2990490	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	15359	223925	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	75	1100	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	41531	1413586	SH	DEFINE
PENN VIRGINIA RESOURCES PARTNERS L	LTD PARTNERSHIP	707884102	258	5100	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	1872	36050	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	22374	831747	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	73	2700	SH	DEFINE
PEOPLES BANK	COMMON SHS	710198102	671	16380	SH	DEFINE
PEOPLES BANK	COMMON SHS	710198102	61	1500	SH	DEFINE
PEOPLES ENERGY CORP	COMMON SHS	711030106	270	6449	SH	DEFINE
PEOPLES FINANCIAL CORP	COMMON SHS	71103B102	194	10752	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	2175	103602	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	1082	51540	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	104	4931	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	167966	8002200	SH	DEFINE
PEPSIAMERICAS INC	COMMON SHS	71343P200	542	23900	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	64	1200	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	8513	160540	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	87005	1640679	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	30868	582085	SH	DEFINE
PERKINELMER INC	COMMON SHS	714046109	585	28362	SH	DEFINE
PETRO-CANADA	ORDINARY SHS	71644E102	197723	2814568	SH	DEFINE
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	6069	96000	SH	DEFINE
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	7152	113123	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	161477	4197466	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	963	25040	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	479	12459	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	35	800	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	1900	43000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	4325	150000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	88	3054	SH	DEFINE
PETROLEUM HELICOPTERS - NON FT	COMMON SHS	716604103	2830	95100	SH	DEFINE
PETROLEUM HELICOPTERS - NON FT	COMMON SHS	716604202	9150	305000	SH	DEFINE
PETSMART INC	COMMON SHS	716768106	30506	1061071	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	113288	4312450	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	487914	18573049	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	18452	702386	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	151250	5757500	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	71654	2727590	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	7743	294745	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	52540	2000000	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	31823	1211392	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	121597	4628756	SH	DEFINE

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

PFIZER INC	COMMON SHS	717081103	1035852	39430972	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	35	1041	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	364887	10700511	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	25993	536500	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	31184	643640	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	111	2300	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	129042	2663400	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	1305	45000	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	35699	1231000	SH	DEFINE
PHASE FORWARD INC	COMMON SHS	71721R406	2483	380300	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	689	6773	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	46	450	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	2452	97253	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	316	12530	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	3151	124990	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	21957	870955	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	CONVERT PREF	718252703	13	260	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	CONVERT PREF	718252703	1828	37300	SH	DEFINE
PHOTON DYNAMICS INC	COMMON SHS	719364101	143	7500	SH	DEFINE
PHOTON DYNAMICS INC	COMMON SHS	719364101	4176	219100	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	20673	1134000	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	4043	221800	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	1	25	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	20	475	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	89	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	224453	5280000	SH	DEFINE
PIONEER DRILLING CO	COMMON SHS	723655106	1377	100000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	3845	90000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	23	550	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	2221	52000	SH	DEFINE
PIPER JAFFRAY COMPANIES INC	COMMON SHS	724078100	0	2	SH	DEFINE
PIPER JAFFRAY COMPANIES INC	COMMON SHS	724078100	6886	188180	SH	DEFINE
PIPER JAFFRAY COMPANIES INC	COMMON SHS	724078100	33	900	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	4697	104096	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	6122	135683	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	20475	453800	SH	DEFINE
PIXAR	COMMON SHS	725811103	41	425	SH	DEFINE
PIXAR	COMMON SHS	725811103	17094	175230	SH	DEFINE
PLACER DOME INC	ORDINARY SHS	725906101	54250	2773500	SH	DEFINE
PLACER DOME INC	ORDINARY SHS	725906101	6	285	SH	DEFINE
PLACER DOME INC	COMMON SHS	725906101	265	16365	SH	DEFINE
PLACER DOME INC	COMMON SHS	725906101	41550	2561655	SH	DEFINE
PLAINS EXPL & PRODTN CO	COMMON SHS	726505100	283	8100	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	8803	246569	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	5326	149177	SH	DEFINE
PMC-SIERRA INC	COMMON SHS	69344F106	89	10100	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	48520	1276500	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	19	488	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	9534	250820	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	4551	88400	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	3882	75402	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	49713	1863300	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	220	8250	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	39348	799100	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	739	15000	SH	DEFINE
POLARIS INDUSTRIES INC	COMMON SHS	731068102	79	1125	SH	DEFINE
POLARIS INDUSTRIES INC	COMMON SHS	731068102	5301	75486	SH	DEFINE
POLO RALPH LAUREN CORP	COMMON SHS	731572103	66011	1701321	SH	DEFINE
POLYONE CORP	COMMON SHS	73179P106	12432	1400000	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	125	10562	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	21436	1818138	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	80	6800	SH	DEFINE

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

POSCO	AMER DEP RECPT	693483109	10877	220364	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	43279	876797	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	5416	109732	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	3952	80074	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	15	300	SH	DEFINE
POST PROPERTIES INC	REAL EST INV TR	737464107	494	15900	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	ORDINARY SHS	73755L107	218	2055	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COMMON SHS	73755L107	175	2000	SH	DEFINE
POTLATCH CORP	COMMON SHS	737628107	190648	4050300	SH	DEFINE
POTLATCH CORP	COMMON SHS	737628107	10	210	SH	DEFINE
POWELL INDUSTRIES INC	COMMON SHS	739128106	4087	220700	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	7938	380000	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	2579	495000	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	104	1450	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	3127	43721	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	1214	22478	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	401	7421	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	212872	3942800	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	170358	3559500	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	211	4400	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	12907	269679	SH	DEFINE
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	4736	52336	SH	DEFINE
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	6004	66340	SH	DEFINE
PRECISION DRILLING CORP	COMMON SHS	74022D100	1717	23000	SH	DEFINE
PREFERRED BANK LOS ANGELES	COMMON SHS	740367107	20	500	SH	DEFINE
PREFERRED BANK LOS ANGELES	COMMON SHS	740367107	938	23500	SH	DEFINE
PREPAID LEGAL SERVICES INC	COMMON SHS	740065107	281	8300	SH	DEFINE
PRESIDENTIAL LIFE CORP	COMMON SHS	740884101	11729	720440	SH	DEFINE
PRESTIGE BRANDS HOLDINGS INC	COMMON SHS	74112D101	9173	519700	SH	DEFINE
PRESTIGE BRANDS HOLDINGS INC	COMMON SHS	74112D101	22435	1271100	SH	DEFINE
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	1417	282915	SH	DEFINE
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	6482	1293900	SH	DEFINE
PRIDE INTERNATIONAL INC	COMMON SHS	74153Q102	8650	348224	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	8660	225000	SH	DEFINE
PRINTRONIX INC	COMMON SHS	742578107	2093	130000	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	266	5020	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	130083	2454400	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	21990	414915	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	76379	1441120	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	73118	1379592	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	3494	83279	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	293272	6991000	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	303	8179	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	2133	57495	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	59405	1601200	SH	DEFINE
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	4049	152837	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	6382	162400	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	63	1600	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	4	101	SH	DEFINE
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	1599	100000	SH	DEFINE
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	44460	2780500	SH	DEFINE
PROTEIN DESIGN LABS INC	CONVERTIBLE BD	74369LAD5	11457	11150000	PRN	DEFINE
PROVIDENCE & WORCHESTER RAILROAD C	COMMON SHS	743737108	2727	205000	SH	DEFINE
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	116	6750	SH	DEFINE
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	88121	5135239	SH	DEFINE
PROVIDIAN FINANCIAL CORP	CONVERTIBLE BD	74406AAC6	12904	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	83230	1450000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	164711	2869536	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	293	5109	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	1047	18240	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	8823	153712	SH	DEFINE
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	141	3510	SH	DEFINE

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

PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	38124	946000	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COMMON SHS	74439H108	24766	538400	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	3744	68839	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	427522	7860300	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	214	3755	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	999	17542	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	38110	669300	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	60	2700	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	141320	6412000	SH	DEFINE
PULTE HOMES INC	COMMON SHS	745867101	95719	1300000	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	CLOSE END MUT F	746922103	345	30000	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	411	11210	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	73	2000	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	34375	937915	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	96516	2633461	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	7400	138777	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	48	900	SH	DEFINE
QUANTA SERVICES INC	COMMON SHS	74762E102	11445	1500000	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	12531	442000	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	83646	2950488	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	32882	1159843	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	15795	557140	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	22339	787971	SH	DEFINE
QUEENSTAKE RES LTD YUKON	ORDINARY SHS	748314101	1988	7500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	25635	243844	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	21098	200687	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	8894	642619	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	57682	4167800	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	1947	32857	SH	DEFINE
QUIKSILVER INC	COMMON SHS	74838C106	23487	809065	SH	DEFINE
QUINENCO SA	AMER DEP RECPT	748718103	1252	103803	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	29833	943480	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	89271	2823250	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	3278	103660	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	7846	248127	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	11287	356970	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	1148	36315	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	30539	965800	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	20	340	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	288	4952	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	12	198	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	38192	800000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	3437	72000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	406	8500	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	5077	106354	SH	DEFINE
RADIATION THERAPY SERVICES INC	COMMON SHS	750323206	1273	67091	SH	DEFINE
RADIO ONE INC	COMMON SHS	75040P108	1042	71000	SH	DEFINE
RADIO ONE INC	COMMON SHS	75040P405	20674	1401600	SH	DEFINE
RADIO SHACK CORP	COMMON SHS	750438103	265	10800	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	114	4185	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	12277	452200	SH	DEFINE
RANDGOLD & EXPLORATION CO LTD	AMER DEP RECPT	753009307	1510	834060	SH	DEFINE
RANDGOLD RESOURCES LTD	AMER DEP RECPT	752344309	15729	1272600	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	18522	478600	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	434145	11218216	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	4270	110333	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	8719	225301	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	23220	600000	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	161	4170	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	6112	157936	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	35727	923180	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	0	50	SH	DEFINE

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

REALNETWORKS INC	COMMON SHS	75605L104	2793	483200	SH	DEFINE
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	97	3175	SH	DEFINE
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	61	2000	SH	DEFINE
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	4295	139900	SH	DEFINE
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	2836	55700	SH	DEFINE
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	9754	191600	SH	DEFINE
REED ELSEVIER NV	AMER DEP RECPT	758204101	35	1150	SH	DEFINE
REED ELSEVIER NV	AMER DEP RECPT	758204101	23280	768328	SH	DEFINE
REED ELSEVIER PLC	AMER DEP RECPT	758205108	547	13137	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	5476	260400	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	10	452	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	148	3105	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	667	14000	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	28445	597200	SH	DEFINE
REGENERATION TECHNOLOGIES INC	COMMON SHS	75886N100	839	81400	SH	DEFINE
REGIONS FINANCIAL CORP	COMMON SHS	7591EP100	966	29810	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	368	9000	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	19826	484400	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	11775	410124	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	22253	775100	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	68073	1701400	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	11603	290000	SH	DEFINE
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	627	13425	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	24029	905054	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	19567	736996	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	187	7050	SH	DEFINE
REPUBLIC AIRWAYS HOLDINGS INC	COMMON SHS	760276105	13450	1076000	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	202914	6060750	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	303	9050	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	136	1775	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	7290	95400	SH	DEFINE
RESMED INC	COMMON SHS	761152107	11139	197500	SH	DEFINE
RESMED INC	COMMON SHS	761152107	17035	302040	SH	DEFINE
RESPIRONICS INC	COMMON SHS	761230101	4038	69300	SH	DEFINE
REUTERS GROUP PLC	AMER DEP RECPT	76132M102	986	21380	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	103147	3811800	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	49	1800	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	1076	39747	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	478431	5936600	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	161	2000	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	802	50000	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	48	3000	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	5720	356600	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COMMON SHS	76657R106	13329	1087200	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	18207	8881700	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	55	26900	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	2255	1100000	SH	DEFINE
RIO TINTO PLC	AMER DEP RECPT	767204100	8010	61731	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	67449	1627236	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	182	4400	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	469	17380	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	8088	300000	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	1817	67400	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	85401	3167676	SH	DEFINE
ROCKFORD CORP	COMMON SHS	77316P101	1409	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	4381	77346	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	5664	100000	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	595	10510	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	83475	1473785	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	4759	100000	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	373	7835	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	126795	2664320	SH	DEFINE

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

ROGERS COMMUNICATIONS INC	COMMON SHS	775109200	14	500	SH	DEFINE
ROGERS COMMUNICATIONS INC	ORDINARY SHS	775109200	3345	105900	SH	DEFINE
ROHM & HAAS CO	COMMON SHS	775371107	2074	43199	SH	DEFINE
ROLLINS INC	COMMON SHS	775711104	1936	104100	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	183551	2802300	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	203	3100	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	68	1038	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	1947	66823	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	74662	2562182	SH	DEFINE
ROSTELECOM	AMER DEP RECPT	778529107	3216	256460	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	16237	542500	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	6	200	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	80318	2683518	SH	DEFINE
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	294	3990	SH	DEFINE
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	297194	4040152	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	263	4320	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	536	8800	SH	DEFINE
ROYAL BANK OF SCOTLAND GROUP PLC	AMER DEP RECPT	780097788	379	15900	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COMMON SHS	V7780T103	4309	96425	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	11077	184500	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	2561	42660	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	507	8450	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	16811	280000	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	45898	764461	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	406575	6771733	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	1876	146600	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	15521	1212600	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	23673	1295000	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	13437	735061	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	824	45072	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	5584	352310	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	63221	3988700	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	13139	561500	SH	DEFINE
RUSS BERRIE & CO INC	COMMON SHS	782233100	38451	2007900	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	34741	1921500	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	7	385	SH	DEFINE
S & K FAMOUS BRANDS INC	COMMON SHS	783774102	4225	260000	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	5358	45425	SH	DEFINE
SABRE HOLDINGS CORP	COMMON SHS	785905100	17504	800000	SH	DEFINE
SABRE HOLDINGS CORP	COMMON SHS	785905100	5	238	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	241	4950	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	2941	95000	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	20873	674180	SH	DEFINE
SAFeway INC	COMMON SHS	786514208	2	100	SH	DEFINE
SAFeway INC	COMMON SHS	786514208	364	19625	SH	DEFINE
SAKS INC	COMMON SHS	79377W108	36252	2008400	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	7488	499500	SH	DEFINE
SALISBURY BANCORP INC	COMMON SHS	795226109	370	9310	SH	DEFINE
SALIX PHARMACEUTICALS LTD	COMMON SHS	795435106	6814	413214	SH	DEFINE
SALIX PHARMACEUTICALS LTD	COMMON SHS	795435106	33915	2056672	SH	DEFINE
SANDERS MORRIS HARRIS GROUP INC	COMMON SHS	80000Q104	320	17715	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	288	6813	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	26892	635142	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	1235	29172	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	468	11670	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	15584	388823	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	32251	804665	SH	DEFINE
SAPIENT CORP	COMMON SHS	803062108	7659	1042700	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	636	51700	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	1	40	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	159	7190	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	5547	250299	SH	DEFINE

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

SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	1993	85300	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	16634	712057	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	27056	1158200	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	3247	138999	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	965	41294	SH	DEFINE
SAXON CAPITAL INC	REAL EST INV TR	80556T106	60332	3507685	SH	DEFINE
SAXON CAPITAL INC	REAL EST INV TR	80556T106	10728	623717	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	48911	2064626	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	44496	1878280	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	13502	569940	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	4830	203879	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	9018	380665	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	29801	1257977	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	295336	12466707	SH	DEFINE
SCANA CORP	COMMON SHS	80589M102	774	20262	SH	DEFINE
SCANA CORP	COMMON SHS	80589M102	482	12621	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1594	87825	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	9075	500000	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	4168	229627	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1	43	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	62	1225	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	141107	2805300	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	42	600	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	28192	400000	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	2	35	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	37562	532952	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	15678	222450	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	5806	157400	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	526	14250	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	17478	473800	SH	DEFINE
SCI SYSTEMS INC	CONVERTIBLE BD	783890AF3	63938	66000000	PRN	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	586	25642	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	1600	51272	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	295	9456	SH	DEFINE
SEABRIGHT INSURANCE HOLDINGS	COMMON SHS	811656107	5909	571500	SH	DEFINE
SEABRIGHT INSURANCE HOLDINGS	COMMON SHS	811656107	29	2800	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	63882	3267600	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	306461	15675765	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	250	12800	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	7308	373800	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	1764	90220	SH	DEFINE
SEARS ROEBUCK & CO	COMMON SHS	812387108	1052	21034	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	8191	955800	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	46	5400	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	30050	650000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	26	559	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	16	341	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	293	7365	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	253542	6364000	SH	DEFINE
SEMPRA ENERGY	CONVERT PREF	816851208	9975	300000	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	17721	991682	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	97811	5473500	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070105	2064	121500	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070501	4362	256600	SH	DEFINE
SENIOR HOUSING PROPERTIES TRUST	REAL EST INV TR	81721M109	1053	63100	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	4	76	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	38063	663000	SH	DEFINE
SEROLOGICALS CORP	COMMON SHS	817523103	21326	872600	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	55016	7355080	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	377	50400	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	14677	1962100	SH	DEFINE

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

SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	1788	239080	SH	DEFINE
SERVICEMASTER CO	COMMON SHS	81760N109	514	38087	SH	DEFINE
SHAMIR OPTICAL INDUSTRY LTD	COMMON SHS	M83683108	155	10000	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	3747	225600	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	445	26800	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	15570	937400	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	6726	404928	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	3675	221260	SH	DEFINE
SHAW GROUP INC	COMMON SHS	820280105	37925	1739700	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	164311	3022640	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	35632	655476	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	7426	136600	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	1426	26240	SH	DEFINE
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	35350	650300	SH	DEFINE
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	415	9433	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	294	8590	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	23235	677808	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	9	250	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	12209	356165	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	7374	254625	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	2512	86750	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	431	5450	SH	DEFINE
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	63697	997753	SH	DEFINE
SIERRA HEALTH SERVICES INC	CONVERTIBLE BD	826322AB5	10556	3000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	55223	5137000	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	5	432	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	16125	1500000	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	12250	200000	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	2028	33116	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	7656	125000	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	11386	429500	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	6346	239400	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	29	1100	SH	DEFINE
SILICON IMAGE INC	COMMON SHS	82705T102	775	76998	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	67130	2259500	SH	DEFINE
SILICON VALLEY BANCSHARES	COMMON SHS	827064106	12403	281500	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	508	8390	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	8092	133570	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	95668	1579208	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PEF	828806802	586	10579	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PEF	828806802	55429	999980	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	296	26500	SH	DEFINE
SIRIUS SATELLITE RADIO INC	COMMON SHS	82966U103	66	11710	SH	DEFINE
SIRIUS SATELLITE RADIO INC	COMMON SHS	82966U103	1113	198000	SH	DEFINE
SIX FLAGS INC	CONVERTIBLE BD	83001PAJ8	131243	141000000	PRN	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	2022	102550	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	365282	18523415	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	103247	5235647	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	11588	587632	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	24681	1251590	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	1167	59170	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	20434	1099200	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	15	800	SH	DEFINE
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	213	3785	SH	DEFINE
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	35407	629800	SH	DEFINE
SLM CORP	COMMON SHS	78442P106	3471	69650	SH	DEFINE
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	5826	123908	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	398	6350	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	35216	561391	SH	DEFINE
SMITHTOWN BANCORP INC	COMMON SHS	832449102	1344	47968	SH	DEFINE
SMITHWAY MOTOR XPRESS CORP	COMMON SHS	832653109	2543	381855	SH	DEFINE
SMUCKER J M CO (THE)	COMMON SHS	832696405	2663	52945	SH	DEFINE

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

SMURFIT-STONE CONTAINER CORP	COMMON SHS	832727101	8	500	SH	DEFINE
SMURFIT-STONE CONTAINER CORP	COMMON SHS	832727101	1392	90000	SH	DEFINE
SOCIEDAD QUIMICA Y MINERA DE CHILE	DEP RCPT PFD	833635105	6960	86400	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	107	30850	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	176	50624	SH	DEFINE
SONOCO PRODUCTS CO	COMMON SHS	835495102	15449	535500	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	4851	1144200	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	35	8200	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	32009	799825	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	18324	457873	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	52	1300	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	1963	49045	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COMMON SHS	838518108	510	9037	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	2367	74368	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	490930	15423500	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	659	46310	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	928	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	4761	334332	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	67618	4748430	SH	DEFINE
SOUTHWEST BANCORP OF TEXAS INC	COMMON SHS	84476R109	604	32889	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	253904	11457745	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	687	31000	SH	DEFINE
SPARTON CORP	COMMON SHS	847235108	1760	188657	SH	DEFINE
SPECTRASITE INC	COMMON SHS	84761M104	4261	73500	SH	DEFINE
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	0	13	SH	DEFINE
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	48424	1362900	SH	DEFINE
SPIRENT PLC	AMER DEP RECPT	84856M209	4746	994990	SH	DEFINE
SPRINT CORP	COMMON SHS	852061100	1042	45794	SH	DEFINE
SPRINT CORP	COMMON SHS	852061100	9026	396752	SH	DEFINE
SPRINT CORP	COMMON SHS	852061100	24455	1074952	SH	DEFINE
SPSS INC	COMMON SHS	78462K102	10899	626763	SH	DEFINE
SPX CORP	COMMON SHS	784635104	165	3820	SH	DEFINE
SPX CORP	COMMON SHS	784635104	634	14657	SH	DEFINE
SR TELECOM INC	ORDINARY SHS	78464P208	232	305130	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	95277	1415700	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	99793	1482803	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	236	3510	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	424	6300	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	60570	900000	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	660	18345	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	5382	149500	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	21120	575000	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	39534	1076348	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	5473	149005	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	2301	62637	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	25109	683600	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	CONVERT PREF	792860306	1612	24805	SH	DEFINE
STAAR SURGICAL CO	COMMON SHS	852312305	421	107800	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	58524	690300	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	0	1	SH	DEFINE
STANDARD COMMERCIAL CORP	COMMON SHS	853258101	9812	527500	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COMMON SHS	853626109	6540	376700	SH	DEFINE
STANLEY WORKS	COMMON SHS	854616109	1629	35980	SH	DEFINE
STAPLES INC	COMMON SHS	855030102	10592	336998	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	1972	38167	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	5967	115507	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COMMON SHS	85590A203	1222	20360	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	123273	2819600	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	61	1400	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	19134	437641	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	717	16400	SH	DEFINE
STATE STREET CORP	CONVERT PREF	857477202	2832	14232	SH	DEFINE

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

STATION CASINOS INC	COMMON SHS	857689103	17138	253701	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	15778	458000	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	4711	144100	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	10557	322950	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	14158	433100	SH	DEFINE
STEREOTAXIS INC	COMMON SHS	85916J102	11742	1515100	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	18523	733600	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	10832	428984	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	300	11900	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	42685	1690500	SH	DEFINE
STERLING FINANCIAL CORP	COMMON SHS	859319105	394	11049	SH	DEFINE
STEWART & STEVENSON SERVICES INC	COMMON SHS	860342104	4393	191900	SH	DEFINE
STILLWATER MINING CO	COMMON SHS	86074Q102	2494	253246	SH	DEFINE
STMICROELECTRONICS NV	NEW YORK SHARES	861012102	253	15200	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	32	2300	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	18768	1335820	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	112	7966	SH	DEFINE
STORAGE TECHNOLOGY CORP	COMMON SHS	862111200	2927	95034	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	15446	346247	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	12491	280000	SH	DEFINE
SUBURBAN PROPANE PARTNERS L P	LTD PARTNERSHIP	864482104	535	15540	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	6997	259330	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	14695	544668	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	27	1000	SH	DEFINE
SUN HEALTHCARE GROUP INC	COMMON SHS	866933401	632	95300	SH	DEFINE
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	181519	4601232	SH	DEFINE
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	203	6224	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	6464	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	1609	398185	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	5962	1475813	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	188239	3862900	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	171210	3513441	SH	DEFINE
SUNCOR ENERGY INC	COMMON SHS	867229106	611	15200	SH	DEFINE
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	17250	500000	SH	DEFINE
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	19	550	SH	DEFINE
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	21	610	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	598	5773	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	31	302	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	8395	1646014	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	15	3000	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	16213	333600	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	83	1700	SH	DEFINE
SUNRISE SENIOR LIVING INC	CONVERTIBLE BD	86768KAE6	212	150000	PRN	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	95147	1320209	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	197	2736	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	3575	49605	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	56	781	SH	DEFINE
SUPERGEN INC	COMMON SHS	868059106	5643	1161100	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	8017	466096	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	6395	371800	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	45509	2645897	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	58757	2224800	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	121	4600	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	8	300	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COMMON SHS	868358102	6311	461300	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	4912	230285	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	26016	1219668	SH	DEFINE
SYMBION INC	COMMON SHS	871507109	17382	813400	SH	DEFINE
SYMMETRY MEDICAL INC	COMMON SHS	871546206	9544	501800	SH	DEFINE
SYMS CORP	COMMON SHS	871551107	18948	1430000	SH	DEFINE
SYNGENTA AG	AMER DEP RECPT	87160A100	1181	56227	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	22871	1263612	SH	DEFINE

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

SYNOPSYS INC	COMMON SHS	871607107	43257	2389877	SH	DEFINE
SYNOPSYS INC	COMMON SHS	871607107	8078	446320	SH	DEFINE
SYNOPSYS INC	COMMON SHS	871607107	5101	281834	SH	DEFINE
SYNOPSYS INC	COMMON SHS	871607107	12	650	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	483	13500	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	2921	81600	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	16138	450783	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	61290	1712004	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	1001	117999	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	240	28329	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	3	353	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	17676	2084388	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	280	33039	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	20030	483945	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	3859	113000	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COMMON SHS	875378101	3833	256033	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	91	4150	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	121	5500	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	9860	448200	SH	DEFINE
TANOX INC	COMMON SHS	87588Q109	4111	428200	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	47646	952548	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	144	2870	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	26748	534745	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	4454	89052	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	9038	180680	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	16959	339036	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	12	238	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	17385	550862	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	39387	1248000	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	171	17600	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	2231	229998	SH	DEFINE
TAUBMAN CENTERS INC	REAL EST INV TR	876664103	10985	396000	SH	DEFINE
TCF FINANCIAL CORP	COMMON SHS	872275102	519	19100	SH	DEFINE
TD BANKNORTH INC	COMMON SHS	87235A101	232	7435	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	7914	504700	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	141812	9044110	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	1202	76670	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	325	20700	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	147392	9400000	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	11741	300000	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	30852	778900	SH	DEFINE
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	74707	1662000	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	16818	685612	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	159	6498	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	166082	6770554	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	203	13100	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	1349	87200	SH	DEFINE
TELECOM ARGENTINA SA	AMER DEP RECPT	879273209	20842	1700000	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	95875	1873300	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	169	3300	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	25590	500000	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	159	3100	SH	DEFINE
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	2438	207468	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	3388	65191	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	1288	24787	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	186025	3579472	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	24257	466746	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	102526	1972795	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	1871	36001	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	3194	61465	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	75611	2189710	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	578719	16759879	SH	DEFINE

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

TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	240798	6973584	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	18006	521468	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	76837	2225230	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	2495	72243	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	2054	59475	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433100	510	6250	SH	DEFINE
TELEWEST GLOBAL INC	COMMON SHS	87956T107	341890	19218105	SH	DEFINE
TELEWEST GLOBAL INC	COMMON SHS	87956T107	23885	1342598	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	1206	80000	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	4614	306000	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	71209	4722070	SH	DEFINE
TELUS CORP	ORDINARY SHS	87971M202	86701	2328793	SH	DEFINE
TELUS CORP	COMMON SHS	87971M202	52186	1693800	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	7550	104063	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	339194	4675310	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	6733	92800	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	5031	69351	SH	DEFINE
TEMPLETON CHINA WORLD FUND	OPEN END MUT FD	88018X102	1116	55323	SH	DEFINE
TEMPLETON EMERGING MARKETS FUND	CLOSE END MUT F	880191101	793	47328	SH	DEFINE
TEMPLETON GLOBAL INCOME FUND INC	CLOSE END MUT F	880198106	282	32380	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	29411	2550792	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	633654	54956952	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	22983	1993360	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	4079	353780	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	13510	1171700	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	267	23200	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	14975	1298810	SH	DEFINE
TERCICA INC	COMMON SHS	88078L105	1494	195800	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	8	191	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	54841	1266539	SH	DEFINE
TETRA TECHNOLOGIES INC	COMMON SHS	88162F105	699	24588	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	589	19000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	5335	172090	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	21958	708317	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	9821	316800	SH	DEFINE
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	5922	282000	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	43000	800000	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	13127	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	26736	1048867	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	1	35	SH	DEFINE
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	6914	229630	SH	DEFINE
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	38	1260	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	39176	525000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	306	4100	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	31222	516400	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	2249	37191	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	3659	200500	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	266	10500	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	348	13750	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	124890	4938308	SH	DEFINE
THERMOGENESIS CORP	COMMON SHS	883623209	566	113200	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	44616	1381300	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	16150	500000	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	60	1860	SH	DEFINE
THOMAS INDUSTRIES INC	COMMON SHS	884425109	7821	197300	SH	DEFINE
THOMSON CORP	ORDINARY SHS	884903105	19179	472730	SH	DEFINE
THOMSON CORP	COMMON SHS	884903105	187	5600	SH	DEFINE
THOMSON CORP	COMMON SHS	884903105	855	25651	SH	DEFINE
THOR INDUSTRIES INC	COMMON SHS	885160101	24664	824600	SH	DEFINE
THORATEC CORP	COMMON SHS	885175307	4573	374200	SH	DEFINE
THORNBURG MORTGAGE INC	REAL EST INV TR	885218107	396	14105	SH	DEFINE
THQ INC	COMMON SHS	872443403	273	9700	SH	DEFINE

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

THQ INC	COMMON SHS	872443403	24175	859100	SH	DEFINE
TIBCO SOFTWARE INC	COMMON SHS	88632Q103	6019	807900	SH	DEFINE
TIBCO SOFTWARE INC	COMMON SHS	88632Q103	34	4600	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	7636	196500	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	8	200	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	1554	40000	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	4228	122493	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	3629	105119	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	14250	200900	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	4643	264559	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	61604	3510200	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	4247	242000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	23693	1350000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	2	140	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	9952	567071	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	7415	422528	SH	DEFINE
TIMKEN CO	COMMON SHS	887389104	39260	1436000	SH	DEFINE
TIMKEN CO	COMMON SHS	887389104	7	250	SH	DEFINE
TITAN PHARMACEUTICALS INC	COMMON SHS	888314101	1087	489700	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	3116	126500	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	8732	354535	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	499	20266	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	0	3	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	4605	58400	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	32760	2800000	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	675	22488	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	773	25750	SH	DEFINE
TOP TANKERS INC	COMMON SHS	Y8897Y107	1336	72000	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	719	13770	SH	DEFINE
TORONTO DOMINION BANK	ORDINARY SHS	891160509	40262	803625	SH	DEFINE
TORONTO DOMINION BANK	COMMON SHS	891160509	381	9206	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	25593	218318	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	4	30	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	5713	48737	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	7899	67377	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	6917	59000	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	1837	24700	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	110	1485	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	1001	38868	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	74182	2879740	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	4294	166700	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	49846	1935000	SH	DEFINE
TOYS R US INC	COMMON SHS	892335100	1236	47995	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	13	300	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	29032	665100	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	6871	1137560	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	34	5600	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COMMON SHS	893521104	4833	72990	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	9521	319268	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	189	6353	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	31901	1069784	SH	DEFINE
TRANSCANADA CORP	COMMON SHS	89353D107	4201	170100	SH	DEFINE
TRANSGLLOBE ENERGY CORP	ORDINARY SHS	893662106	91	11650	SH	DEFINE
TRANSKARYOTIC THERAPIES INC	COMMON SHS	893735100	624	25000	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	5	105	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	3985	77440	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	4306	83674	SH	DEFINE
TRANSPRO INC	COMMON SHS	893885103	1715	263800	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	6344	376304	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	7053	418300	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	2269	134600	SH	DEFINE
TREND MICRO INC	AMER DEP RECPT	89486M206	1110	26037	SH	DEFINE

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

TRIAD HOSPITALS INC	COMMON SHS	89579K109	5488	109533	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	20546	410100	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	4414	110705	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	4342	108900	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	42	1250	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	115311	3410549	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	4576	406431	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	23592	2095235	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	50900	1806900	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	104	3698	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	80	4224	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	828	43600	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	27693	1457500	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	11567	1006709	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	149	12985	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	13276	459850	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	120098	4159961	SH	DEFINE
TUPPERWARE CORP	COMMON SHS	899896104	302	14836	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	AMER DEP RECPT	900111204	2170	127025	SH	DEFINE
TXU CORP	COMMON SHS	873168108	16	200	SH	DEFINE
TXU CORP	COMMON SHS	873168108	4402	55286	SH	DEFINE
TXU CORP	COMMON SHS	873168108	107642	1351773	SH	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BE7	799	500000	PRN	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	13	9000	PRN	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	4485	3000000	PRN	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	12114	358390	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	7517	222398	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	561	16590	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	4355	128845	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	52392	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	20482	605981	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	5621	166308	SH	DEFINE
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	13266	392480	SH	DEFINE
U-STORE-IT TRUST	REAL EST INV TR	91274F104	217	12460	SH	DEFINE
U-STORE-IT TRUST	REAL EST INV TR	91274F104	30384	1746200	SH	DEFINE
UBIQUITEL INC	COMMON SHS	903474302	67	10000	SH	DEFINE
UBIQUITEL INC	COMMON SHS	903474302	2662	397300	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	2138	25335	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	26401	312808	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	2354	27896	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	82247	2061330	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	5316	93400	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	159	2797	SH	DEFINE
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	7337	314232	SH	DEFINE
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	28793	1233100	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	91368	2657600	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	1196	34800	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	433	12600	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	395	5770	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	18620	272147	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	330	4818	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	3727	54477	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	21614	315897	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	101	2525	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	136	3400	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	18968	474200	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	6	83	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	20910	300000	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	15301	219525	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COMMON SHS	90933T109	4091	217168	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COMMON SHS	90933T109	278	14730	SH	DEFINE
UNITED DEFENSE INDUSTRIES INC	COMMON SHS	91018B104	20704	282000	SH	DEFINE

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

UNITED DEFENSE INDUSTRIES INC	COMMON SHS	91018B104	6	83	SH	DEFINE
UNITED DOMINION REALTY TRUST INC	REAL EST INV TR	910197102	582	27900	SH	DEFINE
UNITED MICROELECTRONICS CORP	AMER DEP RECPT	910873207	69	20370	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	15529	542398	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	2557	89300	SH	DEFINE
UNITED ONLINE INC	COMMON SHS	911268100	6898	658800	SH	DEFINE
UNITED ONLINE INC	COMMON SHS	911268100	47	4458	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	73	1000	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	2321	31905	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	64317	884208	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	22557	310100	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	99086	1948600	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	480	9444	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	1073	21111	SH	DEFINE
UNITED STATIONERS INC	COMMON SHS	913004107	43648	964600	SH	DEFINE
UNITED STATIONERS INC	COMMON SHS	913004107	45	1000	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	9489	207324	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	30204	659900	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	802	7890	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	122480	1204800	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	191	1875	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	40664	400000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	11287	111030	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	47216	464455	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	75938	746982	SH	DEFINE
UNITEDGLOBALCOM INC	COMMON SHS	913247508	342	36194	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	95	1000	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	28335	297076	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	26524	278088	SH	DEFINE
UNITRIN INC	COMMON SHS	913275103	1054	23220	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	32190	850000	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	8006	211400	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	42	1100	SH	DEFINE
UNIVERSAL CORP	COMMON SHS	913456109	5721	125000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	210	4000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	262	5000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	CONVERTIBLE BD	913903A14	9610	15500000	PRN	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	451	16300	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	12	446	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	373	13475	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	107521	3883012	SH	DEFINE
UNOCAL CORP	COMMON SHS	915289102	2182	35369	SH	DEFINE
UNOVA INC	COMMON SHS	91529B106	32626	1579972	SH	DEFINE
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	2046	120225	SH	DEFINE
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	42	1900	SH	DEFINE
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	23612	1057433	SH	DEFINE
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	11	515	SH	DEFINE
URS CORP	COMMON SHS	903236107	4485	156000	SH	DEFINE
URS CORP	COMMON SHS	903236107	6118	212800	SH	DEFINE
URS CORP	COMMON SHS	903236107	32	1100	SH	DEFINE
US BANCORP	COMMON SHS	902973304	7638	265017	SH	DEFINE
US BANCORP	COMMON SHS	902973304	108924	3779452	SH	DEFINE
US BANCORP	COMMON SHS	902973304	5957	206692	SH	DEFINE
US BANCORP	COMMON SHS	902973304	7123	247170	SH	DEFINE
US BANCORP	COMMON SHS	902973304	8005	277762	SH	DEFINE
US BANCORP	COMMON SHS	902973304	26731	927500	SH	DEFINE
USA MOBILITY INC	COMMON SHS	90341G103	14898	459804	SH	DEFINE
V F CORP	COMMON SHS	918204108	29570	500000	SH	DEFINE
V F CORP	COMMON SHS	918204108	695	11750	SH	DEFINE
VAALCO ENERGY INC	COMMON SHS	91851C201	1685	440000	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	38506	1525000	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	7950	314864	SH	DEFINE

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

VAIL RESORTS INC	COMMON SHS	91879Q109	25	1000	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	134617	5977653	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	4628	205500	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	832	11352	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	10	131	SH	DEFINE
VALSPAR CORP	COMMON SHS	920355104	7549	162200	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	9336	879900	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	22594	596308	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	127266	3358840	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	261	7620	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	161475	4710466	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	14574	383423	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	81981	2156830	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	607	30000	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	120363	5949736	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	266	9979	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	23976	900000	SH	DEFINE
VENTAS INC	REAL EST INV TR	92276F100	74272	2975630	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	159	5530	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	121902	4247442	SH	DEFINE
VERITAS SOFTWARE CORP	COMMON SHS	923436109	82988	3574000	SH	DEFINE
VERITAS SOFTWARE CORP	COMMON SHS	923436109	84	3600	SH	DEFINE
VERITAS SOFTWARE CORP	COMMON SHS	923436109	137	5896	SH	DEFINE
VERITAS SOFTWARE CORP	COMMON SHS	923436109	1	53	SH	DEFINE
VERITY INC	COMMON SHS	92343C106	1	60	SH	DEFINE
VERITY INC	COMMON SHS	92343C106	8343	882900	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	923	26000	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	6049	170389	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	9847	277385	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	59311	1670746	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	293237	8260200	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COMMON SHS	92532F100	4708	503000	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	7008	200000	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	4996	142594	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	491	14000	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	497	14280	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	120108	3448400	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	1150	33022	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	3483	100000	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	1	40	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	12946	371684	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	79321	2277379	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	10703	572674	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	24224	1296100	SH	DEFINE
VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	788	50000	SH	DEFINE
VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	45313	2875200	SH	DEFINE
VILLAGE SUPER MARKET INC	COMMON SHS	927107409	4767	115175	SH	DEFINE
VITESSE SEMICONDUCTOR CORP	COMMON SHS	928497106	12095	4513070	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	40413	1521590	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	22458	845571	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	6	223	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	23550	886673	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	24608	926520	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	1833	41293	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	13231	297998	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	89	2000	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	306	4419	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	1081	15600	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	71099	1026400	SH	DEFINE
VOTORANTIM CELULOSE E PAPEL SA	AMER DEP RECPT	92906P106	8378	644499	SH	DEFINE
W&T OFFSHORE INC	COMMON SHS	92922P106	415	20000	SH	DEFINE
W&T OFFSHORE INC	COMMON SHS	92922P106	415	20000	SH	DEFINE

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

WABASH NATIONAL CORP	COMMON SHS	929566107	11412	467700	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	5409	221668	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	18349	752000	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	5895	287700	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	33	1600	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	7718	151600	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	2921	57384	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	32748	643251	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	24499	481214	SH	DEFINE
WADDELL & REED FINANCIAL INC	COMMON SHS	930059100	5251	266000	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	322	6420	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	156	3113	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	18720	373584	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	36284	724088	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	87531	1746780	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	21171	476603	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	4	95	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	422	14680	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	1829	63662	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	28730	1000000	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	0	12	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	65924	2294593	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	62624	2179759	SH	DEFINE
WALT DISNEY CO	CONVERTIBLE BD	254687AU0	11	10000	PRN	DEFINE
WARREN RESOURCES INC	COMMON SHS	93564A100	1690	157494	SH	DEFINE
WASHINGTON MUTUAL INC	WTS TO EQUITY	25429Q110	3	23010	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	92847	2350550	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	6153	155768	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	9086	230021	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	9093	230211	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	38400	972156	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	16986	19000	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	493598	552123	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	5245	5867	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	13259	381544	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	60161	1731250	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	26066	903500	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	2718	94205	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	475	16460	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	12547	434900	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	17895	500000	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	869	24276	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	101067	2823903	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	26121	850000	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	72597	2362400	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	11984	367500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	52	1600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	3	90	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	13935	240500	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	129	2230	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	3825	66025	SH	DEFINE
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	367	17000	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	8057	1470335	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	4640	846700	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	45	8200	SH	DEFINE
WEBSense INC	COMMON SHS	947684106	25792	479400	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	3	60	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	69060	1606802	SH	DEFINE
WELLCHOICE INC	COMMON SHS	949475107	77753	1458500	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	13829	110320	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	1385	11050	SH	DEFINE

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

WELLPOINT INC	COMMON SHS	94973V107	85213	679804	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	315	5270	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	3103	51883	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	17614	294554	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	34960	584620	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	108304	1811111	SH	DEFINE
WENDYS INTERNATIONAL INC	COMMON SHS	950590109	727	18625	SH	DEFINE
WESCAST INDUSTRIES INC	ORDINARY SHS	950813105	6947	231560	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	22153	1042000	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	5271	247940	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	82508	3452200	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	29	1200	SH	DEFINE
WESTAMERICA BANCORP	COMMON SHS	957090103	18606	359400	SH	DEFINE
WESTAR ENERGY INC	COMMON SHS	95709T100	19476	900000	SH	DEFINE
WESTCORP	COMMON SHS	957907108	56040	1326400	SH	DEFINE
WESTERN DIGITAL CORP	COMMON SHS	958102105	69	5390	SH	DEFINE
WESTERN DIGITAL CORP	COMMON SHS	958102105	41003	3215900	SH	DEFINE
WESTERN DIGITAL CORP	COMMON SHS	958102105	5642	442510	SH	DEFINE
WESTERN GAS RESOURCES INC	COMMON SHS	958259103	2239	65000	SH	DEFINE
WESTERN WIRELESS CORP	COMMON SHS	95988E204	35906	945900	SH	DEFINE
WESTERN WIRELESS CORP	COMMON SHS	95988E204	48	1276	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	44087	1362800	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	36921	1141300	SH	DEFINE
WESTWOOD ONE INC	COMMON SHS	961815107	1085	53300	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	314394	4589691	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	2277	33238	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	2445	35691	SH	DEFINE
WHEATON RIV MINERALS LTD	WTS TO EQUITY	962902177	12060	4499999	SH	DEFINE
WHEATON RIV MINERALS LTD	WTS TO EQUITY	962902177	2446	912500	SH	DEFINE
WHEELING-PITTSBURGH CORP	COMMON SHS	963142302	1242	40000	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	20318	33390	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	1216533	1999233	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	578	950	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	11580	19030	SH	DEFINE
WHITNEY HOLDING CORP	COMMON SHS	966612103	218	4887	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	61	600	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	30819	301759	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	3350	32800	SH	DEFINE
WILD OATS MARKETS INC	COMMON SHS	96808B107	212	19900	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	292	15550	SH	DEFINE
WILLIAMS-SONOMA INC	COMMON SHS	969904101	2177	59250	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	9778	265200	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	399854	10844963	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2832	76800	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	9607	260559	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2466	66890	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	8600	245000	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	133	3800	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	450	12816	SH	DEFINE
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	18171	996208	SH	DEFINE
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	26734	1465700	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	26436	836588	SH	DEFINE
WIPRO LTD	AMER DEP RECPT	97651M109	4552	223035	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	1573	44300	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	39050	1100000	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	761	11600	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309300	3124	55060	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309300	1610	28374	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COMMON SHS	98235T107	21504	896000	SH	DEFINE
WYETH	COMMON SHS	983024100	11939	283050	SH	DEFINE
WYETH	COMMON SHS	983024100	132170	3133480	SH	DEFINE
WYETH	COMMON SHS	983024100	3875	91867	SH	DEFINE

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

WYETH	COMMON SHS	983024100	25308	600000	SH	DEFINE
WYETH	COMMON SHS	983024100	8393	198990	SH	DEFINE
WYETH	COMMON SHS	983024100	19376	459363	SH	DEFINE
WYETH	COMMON SHS	983024100	431050	10219298	SH	DEFINE
XANSER CORP	COMMON SHS	98389J103	8960	2800000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	15084	878000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	261	15183	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	99515	5792500	SH	DEFINE
XCYTE THERAPIES INC	COMMON SHS	98389F309	405	329250	SH	DEFINE
XCYTE THERAPIES INC	CONVERT PREF	98389F408	679	75000	SH	DEFINE
XENOGEN CORP	COMMON SHS	98410R108	2775	533600	SH	DEFINE
XEROX CORP	COMMON SHS	984121103	723	47739	SH	DEFINE
XILINX INC	COMMON SHS	983919101	274	9390	SH	DEFINE
XILINX INC	COMMON SHS	983919101	790	27040	SH	DEFINE
XILINX INC	COMMON SHS	983919101	36172	1237506	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	39136	540770	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	562889	7777926	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	195305	2698708	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	25208	348318	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	11341	156710	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	2376	32833	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	15813	502000	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	546	17330	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	32502	1031800	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	328	9999	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	1534	46700	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	204	6020	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	54240	1600000	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	659	19425	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	88687	2616131	SH	DEFINE
YAMANA GOLD INC	ORDINARY SHS	98462Y100	10613	2640000	SH	DEFINE
YAMANA GOLD INC	WTS TO EQUITY	98462Y118	3059	1150000	SH	DEFINE
YORK INTERNATIONAL CORP	COMMON SHS	986670107	30639	782000	SH	DEFINE
YUM! BRANDS INC	COMMON SHS	988498101	1588	30647	SH	DEFINE
ZALE CORP	COMMON SHS	988858106	45430	1528600	SH	DEFINE
ZI CORP	ORDINARY SHS	988918108	66	13500	SH	DEFINE
ZILOG INC	COMMON SHS	989524301	8234	1598900	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	148	1900	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	4980	64000	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	43534	559493	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	54403	699175	SH	DEFINE
ZIPREALTY INC	COMMON SHS	98974V107	141	10000	SH	DEFINE
ZOLL MEDICAL CORP	COMMON SHS	989922109	7	300	SH	DEFINE
ZOLL MEDICAL CORP	COMMON SHS	989922109	550	24400	SH	DEFINE

GRAND TOTAL

117185677

*** RECORD TOTALS ***

RECS READ: 237,097
 RECS SELECTED: 119,843
 LINE ITEMS: 3,830