

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

FRANKLIN RESOURCES INC

Form 13F-HR/A

September 21, 2006

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2006

Check here if Amendment [X] ; Amendment Number: 3
This Amendment (Check only one.): [X] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.
Address: One Franklin Parkway
San Mateo, CA 94403-1906

Form 13F File Number: 28-734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Barbara J. Green
Title: Vice President, Deputy General Counsel and Secretary
Phone: 650-312-2000

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN San Mateo, California September 19, 2006

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/A

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 15

Form 13F Information Table Entry Total: 4,589

Form 13F Information Table Value Total: \$ 145,687,307
(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.
C	28-11763	TEMPLETON ASSET MANAGEMENT LTD.
D	28-11753	FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED
E	28-11761	FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED
L	28-11855	FRANKLIN TEMPLETON INVESTMENTS (ASIA) LTD.
M	28-11755	FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC
3	28-11744	TEMPLETON CAPITAL ADVISORS LTD.
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	28-3877	FIDUCIARY TRUST COMPANY INTERNATIONAL

FORM 13F INFORMATION TABLE
FOR PERIOD ENDED 06/30/2006
REPORTING MANAGER: FRANKLIN RES

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	136	26500 SH	DEFINE
3M CO	COMMON SHS	88579Y101	10217	126500 SH	DEFINE
3M CO	COMMON SHS	88579Y101	3442	42611 SH	DEFINE
3M CO	COMMON SHS	88579Y101	64616	800000 SH	DEFINE
3M CO	COMMON SHS	88579Y101	22444	277877 SH	DEFINE
3M CO	COMMON SHS	88579Y101	38800	480375 SH	DEFINE
3M CO	COMMON SHS	88579Y101	85561	1059312 SH	DEFINE
3M CO	COMMON SHS	88579Y101	1018	12600 SH	DEFINE
3M CO	COMMON SHS	88579Y101	32	400 SH	DEFINE
A.O. SMITH CORP	COMMON SHS	831865209	54677	1179400 SH	DEFINE

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

A.O. SMITH CORP	COMMON SHS	831865209	5	116	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	352868	8091444	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	27333	626751	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	9821	225210	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	4028	92353	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	17444	400000	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	20375	467205	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	41482	951208	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	11126	255120	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	1970	45183	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	3120	71537	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	33615	770808	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	116	2650	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	10	240	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	466	8400	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	5	89	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COMMON SHS	003924107	28705	9536490	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COMMON SHS	003924107	5786	1922370	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COMMON SHS	003924107	17726	5889167	SH	DEFINE
ABM INDUSTRIES INC	COMMON SHS	000957100	52295	3058200	SH	DEFINE
ABX AIR INC	COMMON SHS	00080S101	11023	1825000	SH	DEFINE
ABX AIR INC	COMMON SHS	00080S101	42	7000	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	551001	19456257	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	3770	133124	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	6370	224939	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	137	4840	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	766	27050	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	26462	934394	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	2223	78480	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	743	26250	SH	DEFINE
ACE LTD	COMMON SHS	G0070K103	831457	16435211	SH	DEFINE
ACE LTD	COMMON SHS	G0070K103	295473	5840535	SH	DEFINE
ACE LTD	COMMON SHS	G0070K103	777	15366	SH	DEFINE
ACE LTD	COMMON SHS	G0070K103	1786	35300	SH	DEFINE
ACE LTD	COMMON SHS	G0070K103	701	13859	SH	DEFINE
ACE LTD	COMMON SHS	G0070K103	2019	39902	SH	DEFINE
ACE LTD	COMMON SHS	G0070K103	6738	133192	SH	DEFINE
ACE LTD	COMMON SHS	G0070K103	46956	928161	SH	DEFINE
ACE LTD	COMMON SHS	G0070K103	759	15004	SH	DEFINE
ACE LTD	COMMON SHS	G0070K103	131	2590	SH	DEFINE
ACM INCOME FUND INC	COMMON SHS	000912105	89	11950	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	20429	1423605	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	9462	659349	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	181	15928	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	245	21570	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	74404	6538121	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	2092	183866	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	254	22300	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	13	1170	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COMMON SHS	00635P107	1214	27200	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COMMON SHS	00635P107	24274	544020	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COMMON SHS	000886309	582	34536	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	32	1049	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	179	5900	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	16727	550964	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	73248	2412641	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	225	7400	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	9	290	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	304	10000	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	1501	60000	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	12823	512700	SH	DEFINE
ADVANCE AMERICA CASH ADVANCE CENTE	COMMON SHS	00739W107	11873	676900	SH	DEFINE

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

ADVANCE AUTO PARTS	COMMON SHS	00751Y106	283	9776	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	55681	1926676	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	1074	37150	SH	DEFINE
ADVANCED LIFE SCIENCES HOLDINGS IN	COMMON SHS	00765H107	2375	818900	SH	DEFINE
ADVANCED MAGNETICS INC	COMMON SHS	00753P103	3173	105000	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	4507	88888	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	46	900	SH	DEFINE
ADVANCED MICRO DEVICES INC	COMMON SHS	007903107	7	275	SH	DEFINE
ADVANCED MICRO DEVICES INC	COMMON SHS	007903107	244	10004	SH	DEFINE
AEGON NV	ORD AMER REG	007924103	461	27023	SH	DEFINE
AES CORP	COMMON SHS	00130H105	2600	140930	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	109999	2754805	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	8	206	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	448	11220	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	12	295	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	5187	100503	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	502	5774	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	2362	27184	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	90567	1042320	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	2416	27800	SH	DEFINE
AFFORDABLE RESIDENTIAL CMTYS	NOTE 7.500% 8/1	008273104	18639	1733900	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	357	13930	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	13198	515565	SH	DEFINE
AFFYMETRIX INC	NOTE 0.750%12/1	00826TAF5	10263	10000000	PRN	DEFINE
AFLAC INC	COMMON SHS	001055102	142582	3076200	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	47	1022	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	3198	68990	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	23267	501991	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	45718	986370	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	250	5400	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	9	190	SH	DEFINE
AGCO CORP	COMMON SHS	001084102	102629	3899290	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	11154	1759250	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	18127	2859100	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	92	14495	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	9	295	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	12624	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	3055	96795	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	26422	837202	SH	DEFINE
AGL RESOURCES INC	COMMON SHS	001204106	45744	1200000	SH	DEFINE
AGNICO EAGLE MINES LTD	COMMON SHS	008474108	39696	1200000	SH	DEFINE
AIR FRANCE-KLM	SPONSORED ADR	009119108	12876	550000	SH	DEFINE
AIR FRANCE-KLM	*WEXP11/05/200	009119116	660	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	1342	21000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	31960	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	54	850	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	8328	130285	SH	DEFINE
AIRGAS INC	COMMON SHS	009363102	29934	803600	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COMMON SHS	00971T101	302	8343	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COMMON SHS	00971T101	62913	1738420	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COMMON SHS	00971T101	550	15200	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	6153	114428	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	28203	524514	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	36	675	SH	DEFINE
ALAMO GROUP INC	COMMON SHS	011311107	2210	105000	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	53241	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	19710	500000	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	146730	3011700	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	117	2400	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	346	7100	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	38128	729163	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	136823	2657452	SH	DEFINE

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

ALCAN INC	COMMON SHS	013716105	11875	321197	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	19456	372081	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	2195	46756	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	23211	443885	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	469	8976	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	921	19612	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	375	7988	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	2882	89054	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	664	20515	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	3382	104521	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	39340	1215700	SH	DEFINE
ALCON INC	COMMON SHS	H01301102	9855	100000	SH	DEFINE
ALERIS INTERNATIONAL INC	COMMON SHS	014477103	13159	287000	SH	DEFINE
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	5682	128345	SH	DEFINE
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	266	6000	SH	DEFINE
ALEXANDER'S INC	COMMON SHS	014752109	130952	481865	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COMMON SHS	015271109	52	591	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COMMON SHS	015271109	89	1000	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COMMON SHS	015271109	22658	255500	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	4649	128700	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	435	23000	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	8228	434889	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	212471	768818	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	411	1486	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COMMON SHS	01741R102	296	4282	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	42904	400000	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	11919	111125	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	9882	92130	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	215	2000	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	290	4925	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	92300	1569200	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	2129	36200	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC	COMMON SHS	018772103	23120	5207200	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	9	140	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	31	500	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	2731	44675	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	55	1600	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	209059	6095000	SH	DEFINE
ALLIANT TECHSYSTEMS INC	COMMON SHS	018804104	428	5600	SH	DEFINE
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	502	17441	SH	DEFINE
ALLIED IRISH BANKS PLC	SPON ADR ORD	019228402	5133	106146	SH	DEFINE
ALLIED IRISH BANKS PLC	SPON ADR ORD	019228402	1293	26741	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	PFD CV D 6.25%	019589704	15090	48000	SH	DEFINE
ALLION HEALTHCARE INC	COMMON SHS	019615103	3512	404200	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COMMON SHS	01988P108	88106	5020270	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COMMON SHS	01988P108	1650	94000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	9676	176800	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	109	2000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	13837	252825	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	8125	148460	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	9316	170225	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	558	10200	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	15	270	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	2253	35290	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	574	8995	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	19329	302826	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	47302	741060	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	255	4000	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	8	120	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	0	14	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	20548	1047300	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	177	10090	SH	DEFINE

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

ALTERA CORP	COMMON SHS	021441100	104	5900	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	50691	2888360	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	655136	8921916	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	268	3655	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	14478	197161	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	20627	280905	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	22741	309698	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	492	6700	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	21	290	SH	DEFINE
ALZA CORP	SDCV 7/2	02261WAB5	1241250	15000000	PRN	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	7413	91400	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	69	850	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	381	4700	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	19	230	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	357	9746	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	1487	40625	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	164700	4499990	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	2902	79300	SH	DEFINE
AMEDISYS INC	COMMON SHS	023436108	822	21700	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	5185	102669	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	615653	12191141	SH	DEFINE
AMERICA MOVIL SA DE CV	SPON ADR L SHS	02364W105	1164	35000	SH	DEFINE
AMERICA MOVIL SA DE CV	SPON ADR L SHS	02364W105	63	1905	SH	DEFINE
AMERICA MOVIL SA DE CV	SPON ADR L SHS	02364W105	63588	1911856	SH	DEFINE
AMERICA MOVIL SA DE CV	SPON ADR L SHS	02364W105	79316	2384720	SH	DEFINE
AMERICA MOVIL SA DE CV	SPON ADR L SHS	02364W105	31507	947300	SH	DEFINE
AMERICA MOVIL SA DE CV	SPON ADR L SHS	02364W105	1713	51500	SH	DEFINE
AMERICA MOVIL SA DE CV	SPON ADR L SHS	02364W105	632	19000	SH	DEFINE
AMERICAN AXLE & MFG HOLDINGS INC	COMMON SHS	024061103	17110	1000000	SH	DEFINE
AMERICAN COMMERCIAL LINES	COMMON SHS	025195207	14737	244600	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	5913	173700	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	14	402	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1505	43956	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	377223	11013800	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	33383	627263	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	3	64	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	953015	16139116	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	35032	593253	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	27110	459100	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	199889	3385077	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	233335	3951480	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	6140	103974	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	22612	382938	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	120756	2044980	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	43650	739205	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	1999	33850	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	7593	128588	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	74750	1265875	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	122	2070	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	3754	63571	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	1464	24796	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	8346	975000	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	41	4787	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	3700	222200	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	36215	2175070	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	2070	124300	SH	DEFINE
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	103880	800800	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	4758	610000	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	9745	500000	SH	DEFINE
AMERICAN STANDARD COS INC	COMMON SHS	029712106	240146	5549950	SH	DEFINE
AMERICAN STANDARD COS INC	COMMON SHS	029712106	1090	25195	SH	DEFINE
AMERICAN STANDARD COS INC	COMMON SHS	029712106	1783	41200	SH	DEFINE

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

AMERICAN STATES WATER CO	COMMON SHS	029899101	10880	305200	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	50	1594	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	5687	182745	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	90188	2898084	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	93	3000	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	218	7000	SH	DEFINE
AMERICAN WOODMARK CORP	COMMON SHS	030506109	28315	808090	SH	DEFINE
AMERIPRISE FINANCIAL INC	COMMON SHS	03076C106	3535	79139	SH	DEFINE
AMERIPRISE FINANCIAL INC	COMMON SHS	03076C106	7	149	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	11637	277610	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	4483	106940	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	9	225	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	2158	51480	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	281	6700	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	5123	122217	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	582	13880	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	268	6400	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	11	270	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	19029	325000	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	23	400	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	0	4	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	597	12600	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	52	796	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	60794	932000	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	718	11010	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	55440	849915	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	117557	1802196	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	633	9700	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	29	440	SH	DEFINE
AMR CORP	COMMON SHS	001765106	27454	1080000	SH	DEFINE
AMR CORP	COMMON SHS	001765106	12	488	SH	DEFINE
AMREP CORP	COMMON SHS	032159105	326	6000	SH	DEFINE
AMSOUTH BANCORPORATION	COMMON SHS	032165102	235	8872	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	9	192	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	19	400	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	4760	99818	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	5246	110000	SH	DEFINE
ANADIGICS INC	COMMON SHS	032515108	2415	359400	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	9734	302862	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	10150	315800	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	24180	2057831	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	31349	2667960	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	1871	159200	SH	DEFINE
ANGLO AMERICAN PLC	ADR	03485P102	30	1480	SH	DEFINE
ANGLO AMERICAN PLC	ADR	03485P102	11670	570958	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	152	3150	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	176411	3666073	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	53108	1164900	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	2944	64586	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	5485	120317	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	44803	982739	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	49864	1093757	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	866	19000	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	29	640	SH	DEFINE
ANSYS INC	COMMON SHS	03662Q105	29	600	SH	DEFINE
ANSYS INC	COMMON SHS	03662Q105	1636	34210	SH	DEFINE
AON CORP	COMMON SHS	037389103	958	27521	SH	DEFINE
AON CORP	COMMON SHS	037389103	19915	571953	SH	DEFINE
AON CORP	COMMON SHS	037389103	991	28467	SH	DEFINE
AON CORP	COMMON SHS	037389103	11952	343260	SH	DEFINE
AON CORP	COMMON SHS	037389103	171	4899	SH	DEFINE
AON CORP	COMMON SHS	037389103	1775	50970	SH	DEFINE

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

AON CORP	COMMON SHS	037389103	3153	90561	SH	DEFINE
AON CORP	COMMON SHS	037389103	31242	897230	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	2281	33420	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	447	6551	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	32417	474974	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	24447	358200	SH	DEFINE
APEX SILVER MINES LTD	COMMON SHS	G04074103	3010	200000	SH	DEFINE
APOGEE ENTERPRISES INC	COMMON SHS	037598109	29878	2032500	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	8781	169939	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	752	14555	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	155	3000	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	465	9000	SH	DEFINE
APOLLO INVESTMENT CORP	COMMON SHS	03761U106	3696	200000	SH	DEFINE
APOLLO INVESTMENT CORP	COMMON SHS	03761U106	11	600	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	50	878	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	57120	1000000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	125	2190	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	20361	356460	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	107992	1890609	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	188	3300	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	6	100	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	286	5000	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1702	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	20	609	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	139	4300	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1207	37300	SH	DEFINE
APPLERA CORP-CELERA GENOMICS GROUP	COMMON SHS	038020202	84	6500	SH	DEFINE
APPLERA CORP-CELERA GENOMICS GROUP	COMMON SHS	038020202	1511	116700	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COMMON SHS	03820C105	34186	1406250	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	3	165	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	224	13770	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	3386	207959	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	42103	2586182	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	540	33200	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	16	960	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	16555	333700	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	898	18100	SH	DEFINE
AQUA AMERICA INC	COMMON SHS	03836W103	278	12199	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	4581	180870	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	1325	52300	SH	DEFINE
AQUILA INC	COMMON SHS	03840P102	883	209710	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD B	038496204	1554	29644	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD B	038496204	13	243	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD B	038496204	10416	198700	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD B	038496204	13	249	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD B	038496204	419	8000	SH	DEFINE
ARAMARK CORP	CL B	038521100	58041	1752963	SH	DEFINE
ARAMARK CORP	CL B	038521100	49	1475	SH	DEFINE
ARBOR REALTY TRUST INC	COMMON SHS	038923108	15779	629900	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	27456	648000	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	17	400	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COMMON SHS	039483102	11143	269933	SH	DEFINE
ARCHSTONE-SMITH TRUST	COMMON SHS	039583109	2044	40175	SH	DEFINE
ARCHSTONE-SMITH TRUST	COMMON SHS	039583109	1409	27700	SH	DEFINE
ARCHSTONE-SMITH TRUST	COMMON SHS	039583109	1089	21400	SH	DEFINE
ARCHSTONE-SMITH TRUST	COMMON SHS	039583109	305	6000	SH	DEFINE
ARENA PHARMACEUTICALS INC	COMMON SHS	040047102	4077	352100	SH	DEFINE
ARES CAPITAL CORP	COMMON SHS	04010L103	12682	749090	SH	DEFINE
ARES CAPITAL CORP	COMMON SHS	04010L103	13555	800674	SH	DEFINE
ARGON ST INC	COMMON SHS	040149106	11633	436850	SH	DEFINE
ARGON ST INC	COMMON SHS	040149106	27578	1035610	SH	DEFINE
ARGON ST INC	COMMON SHS	040149106	47	1750	SH	DEFINE

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

ARIBA INC	COMMON SHS	04033V203	5348	649857	SH	DEFINE
ARIBA INC	COMMON SHS	04033V203	13152	1598000	SH	DEFINE
ARIES MARITIME TRNSPRT LTD	COMMON SHS	G0474B105	3472	326000	SH	DEFINE
ARLINGTON TANKERS LTD	COMMON SHS	G04899103	2517	111000	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	7709	587600	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	22155	1688623	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	62360	2460930	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	2116	83523	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	1272	50216	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COMMON SHS	044103109	6555	519376	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COMMON SHS	044103109	1716	136000	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COMMON SHS	044103109	27414	2172300	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COMMON SHS	044103109	955	75700	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COMMON SHS	044103109	442	35000	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	16348	245094	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	204	3061	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	29192	437668	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	594	8900	SH	DEFINE
ASM INTERNATIONAL NV	COMMON SHS	N07045102	305	25000	SH	DEFINE
ASML HOLDING NV	N Y SHS	N07059111	1405	69500	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	43923	1885900	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	11358	487671	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	1646	70689	SH	DEFINE
ASSURANT INC	COMMON SHS	04621X108	41305	853400	SH	DEFINE
ASSURANT INC	COMMON SHS	04621X108	9	195	SH	DEFINE
ASSURANT INC	COMMON SHS	04621X108	33	679	SH	DEFINE
ASTEC INDUSTRIES INC	COMMON SHS	046224101	5084	149000	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	28424	475167	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	855	14300	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	8917	319730	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	3782	135621	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	15971	572657	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	24033	861717	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	739023	26497794	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	1039	37255	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	28711	1029439	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	133	4770	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COMMON SHS	04743P108	12418	654970	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COMMON SHS	04743P108	971	51200	SH	DEFINE
ATI TECHNOLOGIES INC	COMMON SHS	001941103	62978	3882765	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COMMON SHS	049079205	11307	542800	SH	DEFINE
ATEMEL CORP	COMMON SHS	049513104	10	1715	SH	DEFINE
ATEMEL CORP	COMMON SHS	049513104	87	15700	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	4880	198200	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	36390	1303848	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	297	10641	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	112623	4035230	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	11	400	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	12564	253300	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	193	3900	SH	DEFINE
AUSTRALIA & NEW ZEALAND BANKING GR	SPONSORED ADR	052528304	2902	29250	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	6892	200000	SH	DEFINE
AUTOLIV INC	COMMON SHS	052800109	76204	1347072	SH	DEFINE
AUTOLIV INC	COMMON SHS	052800109	13311	235300	SH	DEFINE
AUTOLIV INC	COMMON SHS	052800109	1007	17800	SH	DEFINE
AUTOLIV INC	COMMON SHS	052800109	2243	39644	SH	DEFINE
AUTOLIV INC	COMMON SHS	052800109	15466	273391	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	1856	40935	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	36280	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	216	4770	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	11431	252061	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	19564	431402	SH	DEFINE

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

AVALONBAY COMMUNITIES INC	COMMON SHS	053484101	398	3600	SH	DEFINE
AVALONBAY COMMUNITIES INC	COMMON SHS	053484101	1504	13600	SH	DEFINE
AVALONBAY COMMUNITIES INC	COMMON SHS	053484101	1106	10000	SH	DEFINE
AVANIR PHARMACEUTICALS	COMMON SHS	05348P401	2066	302100	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	98773	8649140	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	17917	1568891	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	193	16900	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	66	5768	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	1812	158680	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	39068	3421056	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	1701	29290	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	41	700	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	26824	462000	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	106	1825	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	1456	25070	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	33475	1275240	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	4770	181700	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	25689	828685	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	27543	840227	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	1262	38502	SH	DEFINE
AXCAN PHARMA INC	COMMON SHS	054923107	104761	7150905	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	1098	38380	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	6906	241400	SH	DEFINE
AZTAR CORP	COMMON SHS	054802103	47621	916500	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	1753	21421	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	6712	82000	SH	DEFINE
BALDWIN & LYONS INC	COMMON SHS	057755209	5821	228264	SH	DEFINE
BALL CORPORATION	COMMON SHS	058498106	404	10900	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTARIA SA	SPONSORED ADR	05946K101	4958	240661	SH	DEFINE
BANCO BRADESCO SA	SP ADR PFD NEW	059460303	11140	358318	SH	DEFINE
BANCO BRADESCO SA	SP ADR PFD NEW	059460303	342793	11025824	SH	DEFINE
BANCO ITAU HOLDINGS FINANCEIRA S.A	SP ADR 500 PFD	059602201	41	1400	SH	DEFINE
BANCO ITAU HOLDINGS FINANCEIRA S.A	SP ADR 500 PFD	059602201	1050	36000	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACIONES	CL E	P16994132	33672	2154300	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	ADR	05964H105	22669	1550516	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	ADR	05964H105	476	32540	SH	DEFINE
BANK MUTUAL CORP	COMMON SHS	063750103	23161	1895334	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	23629	491239	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	23575	490119	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	15297	318027	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	10743	223350	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	23629	491244	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	64967	1350668	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	1192089	24783550	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	1912	39760	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	5770	119962	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	77138	1603691	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	2855	59365	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	1109	23050	SH	DEFINE
BANK OF HAWAII CORP	COMMON SHS	062540109	654	13178	SH	DEFINE
BANK OF MONTREAL	COMMON SHS	063671101	286456	4769497	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	480479	14921710	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	11303	351023	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	2087	64828	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	16318	506774	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	17121	531695	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	7527	233773	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	734	22810	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	5329	165483	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	61696	1916015	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	2373	73711	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	888	27575	SH	DEFINE

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

BANK OF NOVA SCOTIA	COMMON SHS	064149107	375630	8494580	SH	DEFINE
BANK OF NOVA SCOTIA	COMMON SHS	064149107	538	13532	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	3455	75468	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	12	270	SH	DEFINE
BARNES & NOBLES INC	COMMON SHS	067774109	40	1100	SH	DEFINE
BARNES & NOBLES INC	COMMON SHS	067774109	307	8400	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	26384	800243	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	35465	1075674	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	24026	728738	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	154	5219	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	212516	7179589	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	4764	59340	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	14358	178824	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	734	9145	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	13156	710729	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	19	1000	SH	DEFINE
BAUSCH & LOMB INC	COMMON SHS	071707103	217000	4424957	SH	DEFINE
BAUSCH & LOMB INC	COMMON SHS	071707103	87	1775	SH	DEFINE
BAUSCH & LOMB INC	COMMON SHS	071707103	192	3925	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	14704	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	3	70	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1992	54187	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1570	42700	SH	DEFINE
BAYTEX ENERGY TR	COMMON SHS	073176109	670	27700	SH	DEFINE
BBVA BANCO FRANCES SA	SPONSORED ADR	07329M100	8279	1138775	SH	DEFINE
BCE INC	COMMON SHS	05534B109	766613	29060390	SH	DEFINE
BCE INC	COMMON SHS	05534B109	289354	10992183	SH	DEFINE
BCE INC	COMMON SHS	05534B109	11289	477342	SH	DEFINE
BCE INC	COMMON SHS	05534B109	75078	2846004	SH	DEFINE
BCE INC	COMMON SHS	05534B109	1178	49800	SH	DEFINE
BCE INC	COMMON SHS	05534B109	1706	68981	SH	DEFINE
BCE INC	COMMON SHS	05534B109	2054	77849	SH	DEFINE
BCE INC	COMMON SHS	05534B109	58668	2230331	SH	DEFINE
BCE INC	COMMON SHS	05534B109	853	32349	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	406	31000	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	79	6000	SH	DEFINE
BEACON ROOFING SUPPLY INC	COMMON SHS	073685109	30	1352	SH	DEFINE
BEACON ROOFING SUPPLY INC	COMMON SHS	073685109	35306	1604100	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	126873	905719	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	6	40	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	481	3432	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	86	10277	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	9552	1141250	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	3288	392789	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	25005	2987500	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	15377	1837100	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	105	12595	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	11539	1378660	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	383	6900	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	1672	30100	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	84592	1383812	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	84	1370	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	1608	26300	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	1802	29475	SH	DEFINE
BED BATH & BEYOND INC	COMMON SHS	075896100	7	215	SH	DEFINE
BED BATH & BEYOND INC	COMMON SHS	075896100	4430	133540	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	352299	9732030	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	3937	108744	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	307	8480	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	27779	767374	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	537631	14851672	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	14	390	SH	DEFINE

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

BEMIS COMPANY INC	COMMON SHS	081437105	69740	2277600	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	11574	377978	SH	DEFINE
BERKLEY W R CORP	COMMON SHS	084423102	1395	40859	SH	DEFINE
BERKLEY W R CORP	COMMON SHS	084423102	22	642	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	392850	4286	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	3850	42	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	21082	230	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	1062135	349042	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	198	65	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	19448	6391	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	6743	2216	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	24192	441146	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	10294	187704	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	411	7500	SH	DEFINE
BEST BUY COMPANY INC	SDCV 2.250%1/1	086516AF8	14865	1200000	PRN	DEFINE
BEVERLY HILLS BANCORP INC	COMMON SHS	087866109	6734	700000	SH	DEFINE
BEVERLY HILLS BANCORP INC	COMMON SHS	087866109	10	1000	SH	DEFINE
BG GROUP PLC	ADR FIN INST N	055434203	7559	113020	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	4580	106340	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	17212	882649	SH	DEFINE
BIG LOTS INC	COMMON SHS	089302103	38430	2250000	SH	DEFINE
BILL BARRETT CORP	COMMON SHS	06846N104	17540	592370	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	18532	400000	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	6913	149210	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	33230	717244	SH	DEFINE
BIOGEN IDEC INC	NOTE 2/1	449370AC9	656688	3500000	PRN	DEFINE
BIOMED REALTY TRUST INC	COMMON SHS	09063H107	638	21300	SH	DEFINE
BIOMED REALTY TRUST INC	COMMON SHS	09063H107	37057	1237700	SH	DEFINE
BIOMED REALTY TRUST INC	COMMON SHS	09063H107	1578	52700	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	229	7334	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	195	6240	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	1372	43850	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	55796	1783194	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	294	9400	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	10	320	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	8	300	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	501	21400	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	3	143	SH	DEFINE
BISYS GROUP INC	COMMON SHS	055472104	323	23556	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	17380	466461	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	43	1150	SH	DEFINE
BJ'S RESTAURANT INC	COMMON SHS	09180C106	10935	489500	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	4928	58342	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	19	221	SH	DEFINE
BLACKBAUD INC	COMMON SHS	09227Q100	11	500	SH	DEFINE
BLACKBAUD INC	COMMON SHS	09227Q100	6476	285300	SH	DEFINE
BLACKROCK GLOBAL OPP EQTY TR	COMMON SHS	092501105	1012	40625	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	14	100	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	24282	174474	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIPAL	COMMON SHS	09249U105	496	36750	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	12005	2410730	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	3	654	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	4066	816440	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	15085	631173	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	14781	618442	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	5525	231163	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	16610	694970	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	286	11950	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	2430	101688	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	817	34187	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1894	79242	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	22697	949683	SH	DEFINE

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

BMC SOFTWARE INC	COMMON SHS	055921100	125	5220	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1112	46545	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	438	18306	SH	DEFINE
BOB EVANS FARMS INC	COMMON SHS	096761101	11452	381600	SH	DEFINE
BOEING CO	COMMON SHS	097023105	1	18	SH	DEFINE
BOEING CO	COMMON SHS	097023105	81910	1000000	SH	DEFINE
BOEING CO	COMMON SHS	097023105	197	2400	SH	DEFINE
BOEING CO	COMMON SHS	097023105	2418	29515	SH	DEFINE
BOEING CO	COMMON SHS	097023105	31768	387843	SH	DEFINE
BOEING CO	COMMON SHS	097023105	205	2500	SH	DEFINE
BOEING CO	COMMON SHS	097023105	8	100	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	2967	45570	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	72605	1115290	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	13807	494860	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	1507	54000	SH	DEFINE
BOSTON PROPERTIES INC	COMMON SHS	101121101	2197	24300	SH	DEFINE
BOSTON PROPERTIES INC	COMMON SHS	101121101	247	2728	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	20511	1218020	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	25695	1525826	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	265396	15759881	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	1	53	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	989	58720	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	13865	823340	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	11221	666336	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	935	55550	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	2898	172080	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	26057	1547304	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	52	3060	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	1352	80270	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	548	32530	SH	DEFINE
BOTTOMLINE TECHNOLOGIES INC	COMMON SHS	101388106	5924	727790	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	18073	794400	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	338	14870	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	46569	2047000	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	11845	520638	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	351	5037	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	19111	274540	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	5311	76300	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	30545	438800	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	32600	468325	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	20549	295200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	6267	90036	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	109943	1579417	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	302497	4345600	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	278	4000	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COMMON SHS	055630107	4185	52375	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	97664	2651023	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	37	1000	SH	DEFINE
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	140	4345	SH	DEFINE
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	36973	1149300	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	1118	20332	SH	DEFINE
BRIGGS & STRATTON CORP	COMMON SHS	109043109	29555	950000	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	211	15600	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	1	76	SH	DEFINE
BRINKS COMPANY	COMMON SHS	109696104	234	4150	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	562298	21743940	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	36622	1416175	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	315313	12193070	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	5438	210274	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	17871	691061	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	22366	864880	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	499566	19318108	SH	DEFINE

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

BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	2261	87430	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	3957	153021	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	75068	2902875	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	100	3860	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	1754	67845	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	1039	40171	SH	DEFINE
BRISTOW GROUP INC	COMMON SHS	110394103	2210	61380	SH	DEFINE
BRISTOW GROUP INC	COMMON SHS	110394103	10922	303390	SH	DEFINE
BRISTOW GROUP INC	COMMON SHS	110394103	43178	1199400	SH	DEFINE
BRISTOW GROUP INC	COMMON SHS	110394103	578	16055	SH	DEFINE
BRISTOW GROUP INC	COMMON SHS	110394103	2259	62760	SH	DEFINE
BRISTOW GROUP INC	COMMON SHS	110394103	127	3520	SH	DEFINE
BRITISH AIRWAYS PLC	ADR 2ND INSTAL	110419306	522	8225	SH	DEFINE
BRITISH AIRWAYS PLC	ADR 2ND INSTAL	110419306	31755	500000	SH	DEFINE
BRITISH AIRWAYS PLC	ADR 2ND INSTAL	110419306	4	58	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	6387	125950	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	15	305	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	SPONSORED ADR	111013108	18613	438063	SH	DEFINE
BROADCOM CORP	CL A	111320107	60	1987	SH	DEFINE
BROADCOM CORP	CL A	111320107	1613	53677	SH	DEFINE
BROADCOM CORP	CL A	111320107	53018	1764316	SH	DEFINE
BRONCO DRILLING COMPANY INC	COMMON SHS	112211107	2925	140000	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COMMON SHS	112463104	1154	25800	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COMMON SHS	112585104	125	3082	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COMMON SHS	112585104	173471	3866949	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COMMON SHS	112585104	51776	1268250	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	73	2262	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	26608	827100	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	186	6363	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	79470	2719710	SH	DEFINE
BROWN SHOE CO INC	COMMON SHS	115736100	44440	1304000	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637100	48229	671720	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637209	109132	1527384	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637209	217	3040	SH	DEFINE
BUCKEYE PARTNERS LP	UNIT LTD PARTN	118230101	263	6260	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	111103	2211000	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	463	9207	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	228	4540	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	24837	494263	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	160540	3194828	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	2352	46800	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	357	7100	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	15	290	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	201	4000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	45173	570000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	45451	573518	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	396	5000	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W209	488	9162	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W209	139913	2625001	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	413	5638	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	1567	21383	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	92217	1258770	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	2007	27400	SH	DEFINE
CA, INC.	COMMON SHS	12673P105	512	24937	SH	DEFINE
CABLEVISION SYSTEMS CORP	COMMON SHS	12686C109	129215	6024000	SH	DEFINE
CABLEVISION SYSTEMS CORP	COMMON SHS	12686C109	12	575	SH	DEFINE
CABLEVISION SYSTEMS CORP	COMMON SHS	12686C109	38	1757	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	27516	797100	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	32770	949302	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	565	16370	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	42296	1225273	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	677	19600	SH	DEFINE

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

CADBURY SCHWEPPE PLC	ADR	127209302	68	1750	SH	DEFINE
CADBURY SCHWEPPE PLC	ADR	127209302	29265	753867	SH	DEFINE
CADBURY SCHWEPPE PLC	ADR	127209302	326	8390	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	457005	26647497	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	21198	1236059	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	4392	256113	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1376	80260	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	27	1600	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2193	127896	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	4001	233309	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	43908	2560210	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2140	124760	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1129	65852	SH	DEFINE
CAE INC	COMMON SHS	124765108	1400	164697	SH	DEFINE
CAE INC	COMMON SHS	124765108	4789	563373	SH	DEFINE
CAE INC	COMMON SHS	124765108	27663	3254460	SH	DEFINE
CAE INC	COMMON SHS	124765108	14927	1756157	SH	DEFINE
CAE INC	COMMON SHS	124765108	712	83793	SH	DEFINE
CAE INC	COMMON SHS	124765108	171	20096	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	33343	1150146	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	603	20800	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COMMON SHS	13054D109	18011	655431	SH	DEFINE
CALUMET SPECIALTY PRODS PTNRS	COMMON SHS	131476103	205	6475	SH	DEFINE
CAMBIOR INC	COMMON SHS	13201L103	6454	2130000	SH	DEFINE
CAMDEN PROPERTY TRUST	SH BEN INT	133131102	212	2883	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	1245	28000	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	54090	1271025	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	1079	27000	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	2105	48000	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	719	18000	SH	DEFINE
CAMERON INTERNATIONAL CORP	COMMON SHS	13342B105	760	15900	SH	DEFINE
CAMPBELL SOUP CO	COMMON SHS	134429109	1002	26988	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COMMON SHS	136069101	237930	3184715	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COMMON SHS	136069101	200	2982	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	330382	6775674	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	9104	208080	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	277561	4497095	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	188	3400	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	125238	2200640	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	80	1568	SH	DEFINE
CANON INC	ADR	138006309	6138	83779	SH	DEFINE
CANON INC	ADR	138006309	17673	241199	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	169905	1988360	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	42	486	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	313	3660	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	1988	23261	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	54654	639607	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	299	3500	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	11	130	SH	DEFINE
CAPITAL TRUST- CL A- REIT	CL A NEW	14052H506	178	5005	SH	DEFINE
CAPITAL TRUST- CL A- REIT	CL A NEW	14052H506	22366	627900	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	2526	107684	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	616	26251	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	359	15312	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	205592	8763509	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	2236	95290	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	816	34787	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	27	1172	SH	DEFINE
CAPITALSOURCE INC	DBC V3.500% 7/1	14055XAD4	8024	8000000	PRN	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	515	8000	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	3834	59597	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	19299	300000	SH	DEFINE

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

CARDINAL HEALTH INC	COMMON SHS	14149Y108	1545	24010	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	2580	40111	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	7547	117313	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	722	11220	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	4746	73777	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	6	100	SH	DEFINE
CARDIOME PHARMA CORP	COMMON SHS	14159U202	1084	110600	SH	DEFINE
CAREER EDUCATION CORP	COMMON SHS	141665109	321	10750	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	909	18224	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	3771	75625	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	295	5920	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	139	2778	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	28905	579615	SH	DEFINE
CARLISLE COMPANIES INC	COMMON SHS	142339100	242145	3053537	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	12434	297900	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	3018	72310	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	20870	500000	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	1467	35140	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	13910	333257	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	97642	2339293	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	35654	854200	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	334	8000	SH	DEFINE
CARNIVAL CORP	DBCV2.000% 4/1	143658AN2	20296	18000000	PRN	DEFINE
CASELLA WASTE SYSTEMS INC	COMMON SHS	147448104	16715	1276897	SH	DEFINE
CASEYS GENERAL STORES INC	COMMON SHS	147528103	40521	1620200	SH	DEFINE
CATERPILLAR INC	COMMON SHS	149123101	7251	97350	SH	DEFINE
CATO CORP	COMMON SHS	149205106	11633	450000	SH	DEFINE
CAVALIER HOMES INC	COMMON SHS	149507105	2290	432000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COMMON SHS	12497T101	344	13800	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COMMON SHS	12497T101	12553	504140	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	COMMON SHS	124830100	21626	555500	SH	DEFINE
CBS CORP	COMMON SHS	124857103	2706	100000	SH	DEFINE
CBS CORP	COMMON SHS	124857103	304	11244	SH	DEFINE
CBS CORP	COMMON SHS	124857202	83508	3087164	SH	DEFINE
CBS CORP	COMMON SHS	124857202	9	330	SH	DEFINE
CBS CORP	COMMON SHS	124857202	1353	50000	SH	DEFINE
CBS CORP	COMMON SHS	124857202	287	10602	SH	DEFINE
CBS CORP	COMMON SHS	124857202	2697	99698	SH	DEFINE
CBS CORP	COMMON SHS	124857202	6	219	SH	DEFINE
CDI CORP	COMMON SHS	125071100	24551	846600	SH	DEFINE
CDW CORP	COMMON SHS	12512N105	414	7575	SH	DEFINE
CDW CORP	COMMON SHS	12512N105	7	122	SH	DEFINE
CE FRANKLIN LTD	COMMON SHS	125151100	207	12800	SH	DEFINE
CEDAR FAIR LP	DEPOSITRY UNIT	150185106	2046	77075	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM NEW	150602209	81	5510	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM NEW	150602209	37484	2546500	SH	DEFINE
CELANESE CORP	PFD 4.25% CONV	150870202	11297	375000	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	3280	343812	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	11132	1054090	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	17258	1632693	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	376	35585	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	1035	21812	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	38228	805991	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	153880	3244362	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	213	4500	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	1091	23000	SH	DEFINE
CELGENE CORP	NOTE 1.750% 6/0	151020AC8	23580	6000000	PRN	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	3658	728700	SH	DEFINE
CEMEX SA	ADR	151290889	184	3238	SH	DEFINE
CEMEX SA	ADR	151290889	855	15000	SH	DEFINE
CEMEX SA	ADR	151290889	4924	86439	SH	DEFINE
CEMEX SA	ADR	151290889	1863	32700	SH	DEFINE

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

CEMEX SA	ADR	151290889	28928	507778	SH	DEFINE
CEMEX SA	ADR	151290889	804	14120	SH	DEFINE
CEMEX SA	ADR	151290889	1373	24100	SH	DEFINE
CEMEX SA	ADR	151290889	684	12000	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	207197	12719270	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	2	120	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	182	11200	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	16	1000	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	8351	512628	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	189	11600	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	8	520	SH	DEFINE
CENTENNIAL BANK HOLDINGS INC	COMMON SHS	151345303	156	15100	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	248	19840	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	13	1000	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	103240	8259200	SH	DEFINE
CENTERPOINT ENERGY INC	NOTE 3.750%5/1	15189TAM9	11438	10000000	PRN	DEFINE
CENTEX CORP	COMMON SHS	152312104	40	800	SH	DEFINE
CENTEX CORP	COMMON SHS	152312104	22876	454800	SH	DEFINE
CENTRAL FUND CANADA- CLASS A	CL A	153501101	10793	1255000	SH	DEFINE
CENTRAL GARDEN & PET CO	COMMON SHS	153527106	7013	162900	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	13046	815400	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	655	40941	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	7491	468200	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	195	12211	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	2675	167165	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	488	26400	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	37	2000	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	2003	108400	SH	DEFINE
CENTURYTEL INC	COMMON SHS	156700106	505	13593	SH	DEFINE
CENTURYTEL INC	COMMON SHS	156700106	3	93	SH	DEFINE
CENVEO INC	COMMON SHS	15670S105	3075	171300	SH	DEFINE
CEPHALON INC	COMMON SHS	156708109	4326	71980	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	2678	109589	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	705	28860	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	178	7300	SH	DEFINE
CERNER CORP	COMMON SHS	156782104	1585	42700	SH	DEFINE
CERUS CORP	COMMON SHS	157085101	1426	200000	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COMMON SHS	158787101	6035	920000	SH	DEFINE
CHAPARRAL STEEL	COMMON SHS	159423102	38498	534545	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	2	42	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	322	8760	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	32	870	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	23620	641836	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	328	8900	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	456	12400	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	20	550	SH	DEFINE
CHARLES SCHWAB CORP	COMMON SHS	808513105	1169	73166	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	49737	4425000	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	6	557	SH	DEFINE
CHARTERMAC	SH BEN INT	160908109	51	2700	SH	DEFINE
CHARTERMAC	SH BEN INT	160908109	25737	1375600	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COMMON SHS	M22465104	272586	15505462	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COMMON SHS	M22465104	221104	12576998	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COMMON SHS	M22465104	16296	926983	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COMMON SHS	M22465104	24807	1411090	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COMMON SHS	M22465104	1362	77496	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COMMON SHS	M22465104	6428	365630	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COMMON SHS	M22465104	24768	1408851	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COMMON SHS	M22465104	170	9690	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COMMON SHS	M22465104	2043	116220	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COMMON SHS	M22465104	709	40310	SH	DEFINE
CHEMICAL FINL CORP	COMMON SHS	163731102	14583	476564	SH	DEFINE

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

CHEROKEE INC	COMMON SHS	16444H102	207	5000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	18516	612100	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	670	22140	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	116	3830	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	1694	56000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	59211	1957391	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	200	6600	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	5	160	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	163879	2640650	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	2053	33080	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	25044	403548	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	9571	154228	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	18051	290870	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	42759	688991	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	593962	9570778	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	761	12260	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	6073	97850	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	51834	835230	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	3851	62060	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	1506	24260	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	58	119	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	265	540	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	58599	119310	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	2033	75346	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	77242	2862936	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COMMON SHS	170032809	11162	810000	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	6683	160000	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	536	12830	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	3342	80000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	30212	1041800	SH	DEFINE
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	7008	241670	SH	DEFINE
CHROMCRAFT REVINGTON INC	COMMON SHS	171117104	2330	200000	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	6766	135600	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	50	1000	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	11158	223598	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	24	480	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	324232	17554527	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	137256	7431271	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	155132	8399130	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	4328	234329	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	3265	176790	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	3114	168600	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	3862	209090	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	167	9030	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	571	30940	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	118	6375	SH	DEFINE
CHUNGHWA TELECOM CO LTD	ADR	17133Q205	185	10000	SH	DEFINE
CHURCH & DWIGHT CO INC	COMMON SHS	171340102	1132	31090	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	SPON ADR PFD	20441W203	33	800	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	SPON ADR PFD	20441W203	264	6400	SH	DEFINE
CIA ENERGETICA DE MINAS GERAIS (CE	SP ADR N-V PFD	204409601	6230	146200	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	164698	8002794	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	60575	2943412	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	8087	392948	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	95326	4631968	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	21	1000	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	7903	384000	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	447483	21743574	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1559	75768	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1412	68606	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	695	33792	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1509	73338	SH	DEFINE

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

CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	615	29886	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	24626	1024394	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	4587	190800	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1914	79600	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	12	500	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	4	154	SH	DEFINE
CIENA CORP	COMMON SHS	171779101	4398	914440	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	79628	808324	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	7187	72960	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2438	24752	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2113	21450	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	1755	17818	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	25	258	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	908	9215	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2271	23049	SH	DEFINE
CIMAREX ENERGY CO	COMMON SHS	171798101	577	13425	SH	DEFINE
CINCINNATI FINANCIAL CORP	COMMON SHS	172062101	470	10000	SH	DEFINE
CINTAS CORP	COMMON SHS	172908105	54511	1371000	SH	DEFINE
CINTAS CORP	COMMON SHS	172908105	992	24950	SH	DEFINE
CIRCOR INTERNATIONAL INC	COMMON SHS	17273K109	27066	887700	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	20965	1073500	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	69	3521	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	26366	1350000	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	631	32290	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	64153	3284869	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	128044	6556291	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	740	37900	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	33	1680	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	116356	2225200	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	13853	287169	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	303959	6300970	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	8359	173274	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	16953	351422	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	110037	2281042	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	241	5000	SH CALL	DEFINE
CITIGROUP INC	COMMON SHS	172967101	84890	1759738	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	1220	25300	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	42	870	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	289	6000	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	4540	347901	SH	DEFINE
CITRIX SYSTEMS INC	COMMON SHS	177376100	912	22715	SH	DEFINE
CITRIX SYSTEMS INC	COMMON SHS	177376100	2747	68440	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	5875	90253	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	488	7500	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	33343	512260	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	12427	417164	SH	DEFINE
CLAYTON HOLDINGS INC	COMMON SHS	18418N107	8780	672832	SH	DEFINE
CLAYTON HOLDINGS INC	COMMON SHS	18418N107	9489	727100	SH	DEFINE
CLEAN HARBORS INC	COMMON SHS	184496107	7103	176200	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	381021	12310847	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	1723	55674	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	15475	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	590	19054	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	524	16921	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	28231	912135	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	207	6700	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	9	300	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	6082	99752	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	8	137	SH	DEFINE
CMS ENERGY CORP	NOTE2.875%12/0	125896AW0	6452	6000000	PRN	DEFINE
CNA SURETY CORP	COMMON SHS	12612L108	242	14000	SH	DEFINE
CNH GLOBAL NV	COMMON SHS	N20935206	47340	1979100	SH	DEFINE

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

CNOOC LTD	SPONSORED ADR	126132109	850	10580	SH	DEFINE
COACH INC	COMMON SHS	189754104	25613	856637	SH	DEFINE
COACH INC	COMMON SHS	189754104	1205	40300	SH	DEFINE
COACH INC	COMMON SHS	189754104	239	8000	SH	DEFINE
COACH INC	COMMON SHS	189754104	598	20000	SH	DEFINE
COAST DISTRIBUTION SYSTEM INC	COMMON SHS	190345108	581	66800	SH	DEFINE
COCA COLA FEMSA SA DE CV	SPON ADR REP L	191241108	251	8500	SH	DEFINE
COCA COLA FEMSA SA DE CV	SPON ADR REP L	191241108	1	47	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	44096	1025000	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	2196	51053	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	1261	29305	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	23911	555810	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	41307	960188	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	417	9700	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	18	430	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	236403	11605462	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	1	40	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	500	7422	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	9482	140750	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	265147	3935690	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	942	30000	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	142	4515	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	36756	1196048	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	711	25000	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	1140	36800	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	427	15000	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	16950	502512	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	105	3100	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	22230	659060	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	519	15400	SH	DEFINE
COHU INC	COMMON SHS	192576106	27252	1552814	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	19053	795880	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	21754	908700	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	223	9307	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	2966	123886	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COMMON SHS	19388P106	583	50500	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COMMON SHS	19388P106	12927	1119200	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	365	6089	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	3	45	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	18037	301113	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	31	511	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	359	6000	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	4911	150000	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	2331	71195	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	6	183	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	737777	22506938	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	31734	968090	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	320297	9771104	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	1608	49053	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	2786	85000	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	1706	52050	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	3461	105590	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	316	6083	SH	DEFINE
COMFORT SYSTEMS USA INC	COMMON SHS	199908104	143	10000	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	4412	123698	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COMMON SHS	202608105	5343	258350	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	515	14022	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	477	12970	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	130079	3539556	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	2870	78100	SH	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	SPON ADR PFD	20441B407	70494	7580029	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	580	18000	SH	DEFINE

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

COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	18963	588925	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	29	900	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	32436	1188986	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	32275	1183100	SH	DEFINE
COMPASS BANCSHARES INC	COMMON SHS	20449H109	606	10900	SH	DEFINE
COMPLETE PRODUCTION SERVICES INC	COMMON SHS	20453E109	2577	109000	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COMMON SHS	205306103	807	20199	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	7	141	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	48440	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	8	175	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	10576	218332	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	218	4500	SH	DEFINE
COMPUWARE CORP	COMMON SHS	205638109	12	1725	SH	DEFINE
COMPUWARE CORP	COMMON SHS	205638109	63	9350	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	3	150	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	1119	56600	SH	DEFINE
CON-WAY INC	COMMON SHS	205944101	243	4200	SH	DEFINE
CON-WAY INC	COMMON SHS	205944101	6243	107769	SH	DEFINE
CON-WAY INC	COMMON SHS	205944101	10520	181590	SH	DEFINE
CON-WAY INC	COMMON SHS	205944101	255	4400	SH	DEFINE
CON-WAY INC	COMMON SHS	205944101	11	190	SH	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	354	16000	SH	DEFINE
CONCUR TECHNOLOGIES INC	COMMON SHS	206708109	9842	636190	SH	DEFINE
CONEXANT SYSTEMS INC	COMMON SHS	207142100	750	300000	SH	DEFINE
CONEXANT SYSTEMS INC	NOTE4.000% 2/0	207142AF7	299394	302800000	PRN	DEFINE
CONNETICS CORP	COMMON SHS	208192104	664	56500	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	5891	89900	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	4587	69998	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	14687	224122	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	51416	784625	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	98270	1499620	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	537	8200	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	23	350	SH	DEFINE
CONSECO INC	PFD B CV5.50%	208464867	12600	450000	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	32480	695200	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	75	1600	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	1864	41950	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	260832	5869300	SH	DEFINE
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	11415	456596	SH	DEFINE
CONSTELLATION BRANDS INC	PFD 1/40 A5.75	21036P306	6434	172150	SH	DEFINE
CONSTELLATION BRANDS INC	PFD 1/40 A5.75	21036P306	8103	216800	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	235547	4320380	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	438	8025	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	10904	200000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	14900	500000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	11	368	SH	DEFINE
CONTINENTAL MATERIAL CORP	COMMON SHS	211615307	2696	99500	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	78221	4011330	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	21739	1114830	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	25891	1327730	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	193	9900	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	12341	632888	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	288	6500	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	25921	1805110	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	3990	277860	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	86219	2817600	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	1033	33774	SH	DEFINE
CORNING INC	COMMON SHS	219350105	38483	1590880	SH	DEFINE
CORNING INC	COMMON SHS	219350105	16601	686260	SH	DEFINE
CORNING INC	COMMON SHS	219350105	242	10000	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	48	482	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	5433	54225	SH	DEFINE

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

CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	54890	547800	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	SH BEN INT	22002T108	293	6958	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	SH BEN INT	22002T108	40304	957800	SH	DEFINE
COSI INC	COMMON SHS	22122P101	3080	494400	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	19825	1352336	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	8902	607260	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	33017	577933	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	400	7000	SH	DEFINE
COTHERIX INC	COMMON SHS	22163T103	861	100000	SH	DEFINE
COTHERIX INC	COMMON SHS	22163T103	3893	452200	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	150024	3939716	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	21	553	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	13012	341708	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	54662	1435452	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	152	4000	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	609	16000	SH	DEFINE
COURIER CORP	COMMON SHS	222660102	8004	200000	SH	DEFINE
COUSINS PROPERTIES INC	COMMON SHS	222795106	75	2415	SH	DEFINE
COUSINS PROPERTIES INC	COMMON SHS	222795106	232	7500	SH	DEFINE
COUSINS PROPERTIES INC	COMMON SHS	222795106	4593	148500	SH	DEFINE
COVANCE INC	COMMON SHS	222816100	150	2450	SH	DEFINE
COVANCE INC	COMMON SHS	222816100	15034	245580	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	539	9807	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	29	530	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	109047	1984842	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	3107	56550	SH	DEFINE
CRA INTERNATIONAL INC	COMMON SHS	12618T105	542	12000	SH	DEFINE
CREDICORP LTD	COMMON SHS	G2519Y108	7313	244100	SH	DEFINE
CREDICORP LTD	COMMON SHS	G2519Y108	4215	140700	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	10323	184365	SH	DEFINE
CREE INC	COMMON SHS	225447101	713	30000	SH	DEFINE
CRITICAL THERAPEUTICS INC	COMMON SHS	22674T105	293	81322	SH	DEFINE
CROCS INC	COMMON SHS	227046109	5978	237700	SH	DEFINE
CROSS COUNTRY HEALTHCARES, INC.	COMMON SHS	227483104	4822	265064	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COMMON SHS	228227104	292	8456	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COMMON SHS	228227104	86577	2506558	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COMMON SHS	228227104	2228	64500	SH	DEFINE
CROWN HOLDINGS INC	COMMON SHS	228368106	188	12075	SH	DEFINE
CSX CORP	COMMON SHS	126408103	11	155	SH	DEFINE
CSX CORP	COMMON SHS	126408103	2	35	SH	DEFINE
CSX CORP	COMMON SHS	126408103	715	10153	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	193	3368	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	495	8632	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	35259	615340	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	831	14500	SH	DEFINE
CURAGEN CORP	COMMON SHS	23126R101	11	3100	SH	DEFINE
CURAGEN CORP	COMMON SHS	23126R101	1295	370100	SH	DEFINE
CURIS INC	COMMON SHS	231269101	419	310100	SH	DEFINE
CURTISS WRIGHT CORP	COMMON SHS	231561101	258	8340	SH	DEFINE
CVS CORP	COMMON SHS	126650100	42	1366	SH	DEFINE
CVS CORP	COMMON SHS	126650100	5743	187055	SH	DEFINE
CVS CORP	COMMON SHS	126650100	31360	1021500	SH	DEFINE
CYMER INC	COMMON SHS	232572107	544	11700	SH	DEFINE
CYNOSURE INC	COMMON SHS	232577205	1327	92810	SH	DEFINE
CYNOSURE INC	COMMON SHS	232577205	641	44800	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	614	100000	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	18	2953	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	2019	328900	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	2668	49724	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	9	171	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	722	13450	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	1320	24600	SH	DEFINE

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

CYTYC CORP	COMMON SHS	232946103	242	9546	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	385	15200	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	71217	2808250	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	1932	76200	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	62325	2616500	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	268	11240	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	2597	109006	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	59429	2494900	SH	DEFINE
DAIMLERCHRYSLER AG	COMMON SHS	D1668R123	3472	70335	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	38677	601321	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	10783	167650	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	270	4200	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	772	12000	SH	DEFINE
DAVITA INC	COMMON SHS	23918K108	2604	52400	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	1205	32400	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	642	17256	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	4006	107730	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	2265	27131	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	794	70691	SH	DEFINE
DELL INC	COMMON SHS	24702R101	26106	1069500	SH	DEFINE
DELL INC	COMMON SHS	24702R101	282377	11568088	SH	DEFINE
DELL INC	COMMON SHS	24702R101	7	291	SH	DEFINE
DELL INC	COMMON SHS	24702R101	12205	500000	SH	DEFINE
DELL INC	COMMON SHS	24702R101	489	20040	SH	DEFINE
DELL INC	COMMON SHS	24702R101	12701	520310	SH	DEFINE
DELL INC	COMMON SHS	24702R101	27113	1110718	SH	DEFINE
DELL INC	COMMON SHS	24702R101	430	17600	SH	DEFINE
DELL INC	COMMON SHS	24702R101	19	760	SH	DEFINE
DELTA APPAREL INC	COMMON SHS	247368103	11655	680000	SH	DEFINE
DENBURY RESOURCES INC	COMMON SHS	247916208	31633	998830	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	123	2025	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	27277	450120	SH	DEFINE
DEUTSCHE BANK AG	COMMON SHS	D18190898	1857	21112	SH	DEFINE
DEUTSCHE BANK AG	COMMON SHS	D18190898	508	4550	SH	DEFINE
DEUTSCHE BANK AG	COMMON SHS	D18190898	16221	184415	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	3	49	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	353	5840	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	2555	42296	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	45701	756515	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	489	8100	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	22	360	SH	DEFINE
DEVON ENERGY CORP	DEB 4.900% 8/1	25179MAA1	68	56000	PRN	DEFINE
DEVRY INC	COMMON SHS	251893103	264	12000	SH	DEFINE
DEXCOM INC	COMMON SHS	252131107	7828	576400	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	2696	39915	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	4332	64127	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	13243	196053	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	14233	210700	SH	DEFINE
DIAGEO PLC	SPON ADR NEW	25243Q205	338	5000	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COMMON SHS	25271C102	11	130	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COMMON SHS	25271C102	445	5300	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	6446	158700	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	77	1900	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	299	7350	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	414	10200	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	6115	150530	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	211	5200	SH	DEFINE
DIGENE CORP	COMMON SHS	253752109	65690	1695670	SH	DEFINE
DIGENE CORP	COMMON SHS	253752109	2100	54200	SH	DEFINE
DIGITAL REALTY TRUST INC	COMMON SHS	253868103	212	8600	SH	DEFINE
DIGITAL REALTY TRUST INC	COMMON SHS	253868103	1430	57900	SH	DEFINE

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

DIGITAL REALTY TRUST INC	COMMON SHS	253868103	39020	1580400	SH	DEFINE
DIGITAL REALTY TRUST INC	COMMON SHS	253868103	1370	55500	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	58273	1829600	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	9	282	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	99	3109	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	4	132	SH	DEFINE
DIME BANCORP INC	*W EXP99/99/999	25429Q110	5	23510	SH	DEFINE
DIODES INC	COMMON SHS	254543101	5578	134600	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	13665	250000	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	492	9000	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	803564	48700864	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	45049	2730237	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	5254	318404	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	12250	742440	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	786	47615	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	2040	123660	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	1910	115773	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	4004	242670	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	68000	4121235	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	111	6740	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	2797	169541	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	1120	67909	SH	DEFINE
DISCOVERY HOLDING CO	COMMON SHS	25468Y107	1337	91418	SH	DEFINE
DISCOVERY HOLDING CO	COMMON SHS	25468Y107	146	10000	SH	DEFINE
DIXIE GROUP INC	COMMON SHS	255519100	5382	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	COMMON SHS	23325P104	249	24364	SH	DEFINE
DOBSON COMMUNICATIONS CORP	COMMON SHS	256069105	3353	433700	SH	DEFINE
DOLBY LABORATORIES INC	COMMON SHS	25659T107	2330	100000	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	271	19400	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	285	20360	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	64155	4589084	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	1448	103600	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COMMON SHS	256743105	96178	2133967	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	4378	58532	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	2334	31201	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	7398	98916	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	848639	11346960	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	411	5500	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	18	240	SH	DEFINE
DOMTAR INC	COMMON SHS	257561100	63500	9216236	SH	DEFINE
DOMTAR INC	COMMON SHS	257561100	34219	4966451	SH	DEFINE
DOMTAR INC	COMMON SHS	257561100	3552	515600	SH	DEFINE
DOMTAR INC	COMMON SHS	257561100	114	16600	SH	DEFINE
DOMTAR INC	COMMON SHS	257561100	5832	846500	SH	DEFINE
DONALDSON CO INC	COMMON SHS	257651109	29501	871000	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	60	9365	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	29291	4569526	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	538	83900	SH	DEFINE
DOREL INDUSTRIES INC	COMMON SHS	25822C205	16019	628700	SH	DEFINE
DOREL INDUSTRIES INC	COMMON SHS	25822C205	143865	5646211	SH	DEFINE
DOREL INDUSTRIES INC	COMMON SHS	25822C205	3259	127900	SH	DEFINE
DOREL INDUSTRIES INC	COMMON SHS	25822C205	92	3600	SH	DEFINE
DOUBLE HULL TANKERS INC	COMMON SHS	Y21110104	2458	182500	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	149318	3020800	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	40	800	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	10494	212297	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	8091	207312	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	20061	513989	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	2908	74500	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	7557	193621	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	12247	313786	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	16383	419761	SH	DEFINE

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

DOW CHEMICAL CO	COMMON SHS	260543103	38593	988796	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	1976	50625	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	2824	72342	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	41057	1051942	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	104	2670	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	2230	57130	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	857	21960	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	222	6343	SH	DEFINE
DRESSER-RAND GROUP INC	COMMON SHS	261608103	2583	110000	SH	DEFINE
DREW INDS INC	COMMON SHS	26168L205	19505	602000	SH	DEFINE
DRIL-QUIP INC	COMMON SHS	262037104	877	10640	SH	DEFINE
DRIL-QUIP INC	COMMON SHS	262037104	2968	36000	SH	DEFINE
DST SYSTEMS INC	COMMON SHS	233326107	684	11500	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	407334	9998382	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	977	23979	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	249533	6125000	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	817	20043	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	9295	228150	SH	DEFINE
DTF TAX FREE INCOME INC	COMMON SHS	23334J107	239	16860	SH	DEFINE
DU PONT DE NEMOURS & CO	COMMON SHS	263534109	46767	1124197	SH	DEFINE
DU PONT DE NEMOURS & CO	COMMON SHS	263534109	757	18200	SH	DEFINE
DUCKWALL ALCO STORES INC	COMMON SHS	264142100	9903	330000	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	26441C105	45239	1540316	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	26441C105	18	600	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	26441C105	8053	274195	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	26441C105	821867	27983200	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	15	215	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	8501	122000	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	532	7638	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	6	90	SH	DEFINE
DYAX CORP	COMMON SHS	26746E103	2179	741200	SH	DEFINE
DYNAMIC MATERIALS CORP	COMMON SHS	267888105	1349	40000	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	80	3495	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	9	400	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	183333	8033888	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	5469	142620	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	24934	650167	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	3647	95100	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	91	2385	SH	DEFINE
EAGLE HOSPITALITY PROPERTIES	COMMON SHS	26959T102	11248	1168000	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	34502	910090	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	618	16300	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	532	9853	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	1	13	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	522399	21967979	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	12208	513360	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	4756	200000	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	7950	334330	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	1292	54338	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	1	51	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	2987	125600	SH	DEFINE
EATON CORP	COMMON SHS	278058102	6514	86394	SH	DEFINE
EBAY INC	COMMON SHS	278642103	1	26	SH	DEFINE
EBAY INC	COMMON SHS	278642103	82	2790	SH	DEFINE
EBAY INC	COMMON SHS	278642103	12291	419632	SH	DEFINE
EBAY INC	COMMON SHS	278642103	19873	678496	SH	DEFINE
EBAY INC	COMMON SHS	278642103	123	4200	SH	DEFINE
EBAY INC	COMMON SHS	278642103	4	120	SH	DEFINE
EBAY INC	COMMON SHS	278642103	264	9000	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	143864	4669388	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	54689	1775055	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	74	2400	SH	DEFINE

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

ECOLAB INC	COMMON SHS	278865100	57	1409	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	1031	25400	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	33154	817000	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COMMON SHS	278878103	2056	205000	SH	DEFINE
EDISON INTERNATIONAL	COMMON SHS	281020107	5	136	SH	DEFINE
EDISON INTERNATIONAL	COMMON SHS	281020107	84435	2165000	SH	DEFINE
EDUCATION RLTY TR INC	COMMON SHS	28140H104	8856	531900	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	2272	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	170	3736	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	712024	47468268	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	30250	2016648	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	4662	310795	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	23230	1548640	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	340	22668	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	4161	277420	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	818	54540	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	64430	4295317	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	2410	160679	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	1081	72083	SH	DEFINE
ELBIT SYSTEMS LTD	COMMON SHS	M3760D101	15283	130176	SH	DEFINE
ELDORADO GOLD CORP	COMMON SHS	284902103	21001	3874800	SH	DEFINE
ELDORADO GOLD CORP	COMMON SHS	284902103	11626	2145000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	32039	1780910	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	5663	314800	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	1	19	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	179	4170	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	11012	255856	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	36157	840078	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	185	4300	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	8	190	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	344	8000	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	529582	22010900	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	21438	891017	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	21952	912380	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	2473	102794	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	1511	62811	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	2662	110628	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	34045	1414995	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	2431	43993	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	22108	400000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	2133	38594	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	15404	278707	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	171621	3105146	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	392	7100	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	13	240	SH	DEFINE
EMAGEON INC	COMMON SHS	29076V109	795	54500	SH	DEFINE
EMBARQ CORP	COMMON SHS	29078E105	107094	2612686	SH	DEFINE
EMBARQ CORP	COMMON SHS	29078E105	49	1189	SH	DEFINE
EMBARQ CORP	COMMON SHS	29078E105	469	11444	SH	DEFINE
EMBARQ CORP	COMMON SHS	29078E105	737	17984	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	29010	795461	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	126114	3458007	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	408	11200	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	32718	897108	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	556	15250	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	139568	3826927	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	2790	76500	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	1219	33417	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	77	2100	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SP ADR COM SHS	29081M102	6	160	SH	DEFINE
EMC CORP	COMMON SHS	268648102	10970	1000000	SH	DEFINE
EMC CORP	COMMON SHS	268648102	24953	2274614	SH	DEFINE

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

EMC CORP	COMMON SHS	268648102	16563	1509845	SH	DEFINE
EMC CORP	COMMON SHS	268648102	143	13000	SH	DEFINE
EMCOR GROUP INC	COMMON SHS	29084Q100	20816	427700	SH	DEFINE
EMCORE CORP	COMMON SHS	290846104	1634	170190	SH	DEFINE
EMDEON CORP	COMMON SHS	290849108	3880	312675	SH	DEFINE
EMDEON CORP	COMMON SHS	290849108	10	825	SH	DEFINE
EMDEON CORP	COMMON SHS	290849108	24	1948	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COMMON SHS	290890102	3053	250000	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COMMON SHS	290890102	37	2998	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	2338	27894	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	41905	500000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	3	40	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	24835	296329	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	0	4	SH	DEFINE
ENBRIDGE INC	COMMON SHS	29250N105	96618	2844213	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	256975	4371809	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	6448	122258	SH	DEFINE
ENDESA SA	SPONSORED ADR	29258N107	26668	830262	SH	DEFINE
ENDESA SA	SPONSORED ADR	29258N107	543	16915	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	356	10800	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	282	8564	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	77	2325	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	146615	4445580	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	2025	61400	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	280	8500	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	11	320	SH	DEFINE
ENERGEN CORP	COMMON SHS	29265N108	26607	692699	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	2224	37965	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	21	360	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	174	7291	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	137286	5737000	SH	DEFINE
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	1065	18945	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	6322	107610	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	30231	514573	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	6615	112604	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	11326	192782	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	294	5000	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	3921	85200	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	9	190	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	1383	30050	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	3647	79250	SH	DEFINE
ENTEGRIS INC	COMMON SHS	29362U104	3586	376307	SH	DEFINE
ENTEGRIS INC	COMMON SHS	29362U104	13	1400	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	60498	855100	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	2346	33162	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	335	4735	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	2251	31821	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	529717	7487161	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	COMMON SHS	293792107	4476	179741	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM SH BEN INT	29380T105	117	2720	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM SH BEN INT	29380T105	23871	554500	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	13517	1577277	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	1262	147300	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	7154	2097870	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	10462	3068040	SH	DEFINE
EOG RESOURCES INC	COMMON SHS	26875P101	721	10400	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	13736	400000	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	176	5116	SH	DEFINE
EQUINIX INC	COMMON SHS	29444U502	4109	74900	SH	DEFINE
EQUINIX INC	COMMON SHS	29444U502	2267	41330	SH	DEFINE
EQUITY INNS INC	COMMON SHS	294703103	3203	193400	SH	DEFINE
EQUITY INNS INC	COMMON SHS	294703103	2166	130800	SH	DEFINE

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

EQUITY INNS INC	COMMON SHS	294703103	958	57865	SH	DEFINE
EQUITY INNS INC	COMMON SHS	294703103	1164	70300	SH	DEFINE
EQUITY OFFICE PROPERTIES TRUST	COMMON SHS	294741103	943	25823	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	173	3860	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	3038	67909	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	ADR B SEK 10	294821608	7180	217320	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	ADR B SEK 10	294821608	264	8000	SH	DEFINE
ERIE INDY CO	COMMON SHS	29530P102	175416	3373392	SH	DEFINE
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	66107	1236800	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COMMON SHS	296650104	2605	156000	SH	DEFINE
ESSEX CORP	COMMON SHS	296744105	10733	582700	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	18791	485929	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	309	8000	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COMMON SHS	297602104	23440	641300	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COMMON SHS	297602104	16	428	SH	DEFINE
EUROBANCSHARES INC	COMMON SHS	298716101	478	49475	SH	DEFINE
EURONET WORLDWIDE INC	COMMON SHS	298736109	27492	716490	SH	DEFINE
EUROZINC MINING CORP	COMMON SHS	298804105	1148	426800	SH	DEFINE
EVEREST RE GROUP LTD	COMMON SHS	G3223R108	1736	20058	SH	DEFINE
EVEREST RE GROUP LTD	COMMON SHS	G3223R108	52	600	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	23406	1763808	SH	DEFINE
EXCO RESOURCES INC	COMMON SHS	269279402	4802	421200	SH	DEFINE
EXELIXIS INC	COMMON SHS	30161Q104	3503	348600	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	3349	58936	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	9539	167845	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	156269	2749754	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	205	3600	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	11	200	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	220516	14730520	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	10424	696300	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	4492	300100	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	12783	853900	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	7	500	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	1137	75980	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	70	1244	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	289	5160	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	271517	4847660	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	4850	86600	SH	DEFINE
EXPONENT INC	COMMON SHS	30214U102	2366	140000	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	57	798	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	970	13515	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	130206	1814970	SH	DEFINE
EXTRA SPACE STORAGE INC	COMMON SHS	30225T102	35928	2212300	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	11994	195500	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	6142	100118	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	15643	254972	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	342015	5574821	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	134337	2189682	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	1350	22000	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	60	970	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	307	5000	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	409	7648	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	3712	69400	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	102930	1924640	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	2524	47200	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	344	9475	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	3	75	SH	DEFINE
FAIRCHILD SEMICONDUCTOR CORP	NOTE5.000%11/0	303727AJ0	3420	3450000	PRN	DEFINE
FALCONBRIDGE LIMITED	COMMON SHS	306104100	6468	110004	SH	DEFINE
FALCONBRIDGE LIMITED	COMMON SHS	306104100	206	3900	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	180320	7381100	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	73	3000	SH	DEFINE

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

FAMILY DOLLAR STORES INC	COMMON SHS	307000109	60	2450	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	146	5960	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	182309	3790205	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	2442	50760	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	55820	1160500	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	1608	33420	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	166	3450	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	6451	134120	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	33403	694445	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	4878	101414	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	6173	128337	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	7	150	SH	DEFINE
FARMER BROS CO	COMMON SHS	307675108	45388	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COMMON SHS	311642102	19318	1139039	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	193	4788	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	2912	72285	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	59929	1487450	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	1225	30400	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	17010	525000	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	4	111	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	15427	556945	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	65535	4328570	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	15	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	230	15221	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	9520	260106	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	293	8000	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	351	11127	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	236	7480	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	122708	3895506	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	2731	86700	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	350	11100	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	15	470	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	2	17	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	264	2260	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	6021	51523	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	39723	339923	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	514	4400	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	19	160	SH	DEFINE
FELCOR LODGING TRUST INC	COMMON SHS	31430F101	604	27800	SH	DEFINE
FELCOR LODGING TRUST INC	COMMON SHS	31430F101	19559	899699	SH	DEFINE
FELCOR LODGING TRUST INC	PFD CV A \$1.95	31430F200	80487	3300000	SH	DEFINE
FERRO CORP	COMMON SHS	315405100	178	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	760	19521	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	18	473	SH	DEFINE
FIDUCIARY CLAYMORE MLP OPPORTUNITY	COMMON SHS	31647Q106	213	11750	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	2	51	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	184	4990	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	943	25531	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	275634	7459640	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	236	6400	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	8	230	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	18654	692676	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	35213	1307580	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	584	21700	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	12476	448602	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	13214	475150	SH	DEFINE
FIRST COMMUNITY BANCORP	COMMON SHS	31983B101	57255	969103	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	1749	38840	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	97	2155	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	12499	277503	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	27	607	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COMMON SHS	32006W106	6192	235000	SH	DEFINE

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

FIRST INDIANA CORP	COMMON SHS	32054R108	7016	269541	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	COMMON SHS	32054K103	260	6850	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	COMMON SHS	32054K103	702	18500	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	COMMON SHS	32054K103	478	12600	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	1402	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	0	0	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	9792	698444	SH	DEFINE
FIRST POTOMAC REALTY TRUST	COMMON SHS	33610F109	355	11900	SH	DEFINE
FIRST POTOMAC REALTY TRUST	COMMON SHS	33610F109	29906	1003900	SH	DEFINE
FIRST POTOMAC REALTY TRUST	COMMON SHS	33610F109	1475	49500	SH	DEFINE
FIRST REPUBLIC BANK	COMMON SHS	336158100	69	1500	SH	DEFINE
FIRST REPUBLIC BANK	COMMON SHS	336158100	6298	137500	SH	DEFINE
FIRST REPUBLIC BANK	COMMON SHS	336158100	531	11600	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COMMON SHS	336312103	4768	411000	SH	DEFINE
FIRST ST BANCORPORATION	COMMON SHS	336453105	7580	318741	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	3256	60069	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	1402	25870	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	5301	97791	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	1031139	19021190	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	591	10900	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	20	360	SH	DEFINE
FIRSTSERVICE CORP	COMMON SHS	33761N109	491	16400	SH	DEFINE
FISERV INC	COMMON SHS	337738108	1433	31586	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	424	5803	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	137	1880	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	160930	2203012	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	3660	50100	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COMMON SHS	339382103	2600	200000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COMMON SHS	Y2573F102	49273	4639600	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COMMON SHS	Y2573F102	48435	4560710	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COMMON SHS	Y2573F102	15824	1490000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COMMON SHS	Y2573F102	29953	2820421	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COMMON SHS	Y2573F102	56082	5280751	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COMMON SHS	Y2573F102	217	20400	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COMMON SHS	Y2573F102	255	24053	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COMMON SHS	Y2573F102	9559	900130	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COMMON SHS	Y2573F102	1761	165830	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COMMON SHS	Y2573F102	615	57930	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	28588	1295912	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	369	16748	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	210	9540	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	129863	5886802	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	1796	81400	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	146	6600	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	10	450	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	24624	470546	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	598019	12029310	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	215	4109	SH	DEFINE
FLOTEK INDUSTRIES INC	COMMON SHS	343389102	3499	225000	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	18474	324667	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	44860	788400	SH	DEFINE
FLUOR CORP	COMMON SHS	343412102	813	8745	SH	DEFINE
FMC CORP	COMMON SHS	302491303	16343	253807	SH	DEFINE
FMC CORP	COMMON SHS	302491303	18415	285986	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	198	2930	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	169	2500	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	78201	1159226	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	546	8100	SH	DEFINE
FOCUS MEDIA HOLDING LTD	SPONSORED ADR	34415V109	6718	103100	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	SPON ADR UNITS	344419106	1490	17800	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	SPON ADR UNITS	344419106	95499	1140698	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	SPON ADR UNITS	344419106	946	11300	SH	DEFINE

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

FOMENTO ECONOMICO MEXICANO SA DE C	SPON ADR UNITS	344419106	146614	1751239	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	7623	1100000	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	198	28544	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	18	2571	SH	DEFINE
FORD MOTOR CO CAP TR II	PFD TR CV6.5%	345395206	306	11000	SH	DEFINE
FORD MOTOR CO CAP TR II	PFD TR CV6.5%	345395206	12510	450000	SH	DEFINE
FORDING CANADIAN COAL TR	COMMON SHS	345425102	13194	416154	SH	DEFINE
FORDING CANADIAN COAL TR	COMMON SHS	345425102	285	9000	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	277	5560	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	105540	2114600	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	10	255	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	721	18640	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	7664	198094	SH	DEFINE
FOREST OIL CORP	COMMON SHS	346091705	3	100	SH	DEFINE
FOREST OIL CORP	COMMON SHS	346091705	6300	190000	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	575	12894	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	136528	3059118	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	3013	67500	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	987	13900	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	110	1544	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	1396	19656	SH	DEFINE
FORWARD AIR CORP	COMMON SHS	349853101	26654	654397	SH	DEFINE
FOSSIL INC	COMMON SHS	349882100	395	21950	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	5444	116000	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	6	90	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	22880	372400	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	10187	246185	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	433079	10465900	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	8768	401080	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	15266	698358	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	7	300	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	24228	1199979	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	8074	399920	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	50254	578902	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	5340	400000	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	289589	5079620	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	2815	49369	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	2041	35800	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	5610	98400	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	320574	5623120	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	28	490	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	2	30	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	221	3995	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	42946	775062	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	208	7060	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	1529	40000	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	17	455	SH	DEFINE
FSI INTERNATIONAL INC	COMMON SHS	302633102	4134	600000	SH	DEFINE
FTI CONSULTING INC	COMMON SHS	302941109	6138	229300	SH	DEFINE
FUJI PHOTO FILM CO LTD	ADR	359586302	24339	725248	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COMMON SHS	360921100	52100	2500000	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COMMON SHS	360921100	4	175	SH	DEFINE
GAIAM INC	COMMON SHS	36268Q103	6116	436200	SH	DEFINE
GALLAHER GROUP PLC	SPONSORED ADR	363595109	523	8356	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36467W109	1358	32345	SH	DEFINE
GAMMON LAKE RESOURCES INC	COMMON SHS	364915108	89329	5834700	SH	DEFINE
GAMMON LAKE RESOURCES INC	COMMON SHS	364915108	380	24800	SH	DEFINE
GAMMON LAKE RESOURCES INC	COMMON SHS	364915108	23034	1504500	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	41279	738050	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	10028	179300	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	4	67	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	699	12490	SH	DEFINE

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

GANNETT CO INC	COMMON SHS	364730101	4944	88405	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	29214	522326	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	800	14300	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	28	500	SH	DEFINE
GAP INC	COMMON SHS	364760108	1563	89848	SH	DEFINE
GAP INC	COMMON SHS	364760108	1126	64700	SH	DEFINE
GAP INC	COMMON SHS	364760108	1594	91605	SH	DEFINE
GAP INC	COMMON SHS	364760108	26518	1524040	SH	DEFINE
GAP INC	COMMON SHS	364760108	294	16900	SH	DEFINE
GAP INC	COMMON SHS	364760108	14	820	SH	DEFINE
GARMIN LTD	COMMON SHS	G37260109	3163	30000	SH	DEFINE
GATEWAY INC	COMMON SHS	367626108	570	300000	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COMMON SHS	367905106	14628	335200	SH	DEFINE
GEHL CO	COMMON SHS	368483103	7659	300000	SH	DEFINE
GENCORP INC	COMMON SHS	368682100	22886	1427690	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	42	511	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	81800	1000000	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	24731	302340	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	90094	1101396	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	2324	35500	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	6	96	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	65460	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	268	4100	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	654	9988	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	25	380	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	77472	2350490	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	17630	534900	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	201366	6109400	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	4856	147338	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	21082	639610	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	301093	9135118	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	165	5000	SH CALL	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	150269	4559126	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	15511	470600	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	61	1850	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	428	13000	SH	DEFINE
GENERAL GROWTH PROPERTIES	COMMON SHS	370021107	255	5655	SH	DEFINE
GENERAL GROWTH PROPERTIES	COMMON SHS	370021107	2965	65812	SH	DEFINE
GENERAL GROWTH PROPERTIES	COMMON SHS	370021107	41730	926090	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	93919	1818015	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	1593	30839	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	15872	307249	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	2502	48433	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	18	354	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	137813	4626136	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	11916	400000	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	81	2711	SH	DEFINE
GENERAL MOTORS CORP	DEB SR CV C 33	370442717	4773	235000	SH	DEFINE
GENESEE & WYOMING INC	COMMON SHS	371559105	42209	1190000	SH	DEFINE
GENESIS HEALTHCARE CORP	COMMON SHS	37184D101	1002	21150	SH	DEFINE
GENLYTE GROUP INC	COMMON SHS	372302109	18419	254300	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	190	13550	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	8087	577640	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	234	16700	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	8	580	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	56	1335	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	15639	375400	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	13176	316267	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	568	13626	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	10867	260841	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	55744	1600000	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	2	70	SH	DEFINE

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

GENWORTH FINANCIAL INC	COMMON SHS	37247D106	127	3650	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	8	219	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	1574	25787	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	736	12053	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	91958	1506280	SH	DEFINE
GEORGIA GULF CORP	COMMON SHS	373200203	3333	133200	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	1324	20850	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	5444	100900	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	23959	444100	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	43262	1491800	SH	DEFINE
GILDAN ACTIVEWEAR INC	COMMON SHS	375916103	175011	3315233	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	42	715	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	59	1000	SH CALL	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	16139	272799	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	68424	1156600	SH	DEFINE
GLAMIS GOLD LTD	COMMON SHS	376775102	52947	1398500	SH	DEFINE
GLAMIS GOLD LTD	COMMON SHS	376775102	1053	27800	SH	DEFINE
GLATFELTER	COMMON SHS	377316104	19947	1256900	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	32655	585214	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	4158	74525	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	4642	83182	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	24725	443100	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	COMMON SHS	37803P105	499	23150	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	PFD CV SER A%	37803P204	216	8782	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	PFD CV SER A%	37803P204	35922	1463203	SH	DEFINE
GLIMCHER REALTY TRUST	SH BEN INT	379302102	73	2940	SH	DEFINE
GLIMCHER REALTY TRUST	SH BEN INT	379302102	5959	240200	SH	DEFINE
GLOBAL CASH ACCESS, LLC	COMMON SHS	378967103	9453	604800	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	12837	768700	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	33	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	3507	210000	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	53	1082	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	1991	40999	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	748	12950	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	6757	117000	SH	DEFINE
GMH COMMUNITIES TRUST	COMMON SHS	36188G102	128	9679	SH	DEFINE
GMH COMMUNITIES TRUST	COMMON SHS	36188G102	43428	3295000	SH	DEFINE
GOL LINHAS AEREAS INTELIGENTES SA	SP ADR REP PFD	38045R107	1498	42200	SH	DEFINE
GOLD FIELDS LTD	SPONSORED ADR	38059T106	19569	854528	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	1416	42080	SH	SOLE
GOLDCORP INC	COMMON SHS	380956409	43320	1289570	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	52118	1578125	SH	DEFINE
GOLDEN STAR RES LTD CDA	COMMON SHS	38119T104	2445	750000	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	173060	2332350	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	43	581	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	658	8867	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	25620	345285	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	364	4900	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	60	396	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	28351	188467	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	301	2000	SH CALL	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	43014	285941	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	196	1300	SH	DEFINE
GOODMAN GLOBAL INC	COMMON SHS	38239A100	20520	1351800	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	3683	91400	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	77	1900	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	10396	258035	SH	DEFINE
GOODYEAR TIRE & RUBBER CO	COMMON SHS	382550101	5	450	SH	DEFINE
GOODYEAR TIRE & RUBBER CO	COMMON SHS	382550101	255	22949	SH	DEFINE
GOODYEAR TIRE & RUBBER CO	COMMON SHS	382550101	9	770	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	73	173	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	678	1617	SH	DEFINE

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

GOOGLE INC	COMMON SHS	38259P508	131927	314614	SH	DEFINE
GRACO INC	COMMON SHS	384109104	95881	2085283	SH	DEFINE
GRACO INC	COMMON SHS	384109104	129	2800	SH	DEFINE
GRACO INC	COMMON SHS	384109104	466	10125	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	429	5700	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	11	140	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	37615	500000	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	893	11876	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	20312	453900	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	78	1740	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	4513	100850	SH	DEFINE
GREAT BASIN GOLD LTD	COMMON SHS	390124105	3072	1600000	SH	DEFINE
GREATBATCH INC	COMMON SHS	39153L106	26748	1133372	SH	DEFINE
GREATBATCH INC	COMMON SHS	39153L106	8189	347000	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	6856	201700	SH	DEFINE
GREENBRIER COMPANIES INC	COMMON SHS	393657101	4122	125900	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	4423	72800	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	0	3	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	5572	173000	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	SPON ADR SER B	40051E202	1358	40440	SH	DEFINE
GRUPO FINANCIERO GALICIA SA	SP ADR 10 SH B	399909100	1970	315187	SH	DEFINE
GRUPO TELEVISIA S A	SP ADR REP ORD	40049J206	23	1200	SH	DEFINE
GRUPO TELEVISIA S A	SP ADR REP ORD	40049J206	8915	461700	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	20295	2362610	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	7582	882666	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	3575	416230	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	125	14575	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	2307	268610	SH	DEFINE
GTSI CORP	COMMON SHS	36238K103	1924	298249	SH	DEFINE
GUITAR CENTER INC	COMMON SHS	402040109	5814	130750	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	134	5200	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	775	30000	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	39976	1150050	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	SH BEN INT	404052102	2546	150000	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	415581	17417483	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	25068	1050621	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	196290	8226720	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	2	100	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	1542	64636	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	769	32240	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	3123	130902	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	40711	1706255	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	21030	510200	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	17968	435900	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	787	19100	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	194	4700	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	12084	293164	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	8957	217303	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	31	414	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	2093	28205	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	54175	730019	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	3964	70788	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	9510	169829	SH	DEFINE
HANDLEMAN CO	COMMON SHS	410252100	10111	1240600	SH	DEFINE
HANOVER COMPRESSOR CO	COMMON SHS	410768105	28170	1500000	SH	DEFINE
HANOVER COMPRESSOR CO	NOTE 4.750% 3/1	410768AC9	118992	122200000	PRN	DEFINE
HANSEN NATURAL CORP	COMMON SHS	411310105	571	3000	SH	DEFINE
HANSEN NATURAL CORP	COMMON SHS	411310105	6511	34200	SH	DEFINE
HANSON PLC	SPONSORED ADR	411349103	596	9800	SH	DEFINE
HARDINGE INC	COMMON SHS	412324303	13920	900991	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	223540	4072500	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	27445	500000	SH	DEFINE

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

HARLEY-DAVIDSON INC	COMMON SHS	412822108	27	500	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	1465	26682	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	7503	136700	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	1345	42400	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	38	1200	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	449	5254	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	948	11100	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	152980	1791970	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	2604	30500	SH	DEFINE
HARMONY GOLD MINING CO LTD	SPONSORED ADR	413216300	9774	600000	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	629	15145	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	110	2648	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	233030	5613819	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	3055	73600	SH	DEFINE
HARTE HANKS INC	COMMON SHS	416196103	1263	49250	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	330813	3910323	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	18017	212968	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	2	24	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	338	4000	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	33072	1826200	SH	DEFINE
HAVERTY FURNITURE COS INC	COMMON SHS	419596101	16741	1067000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	65309	2340000	SH	DEFINE
HCA INC	COMMON SHS	404119109	418387	9696116	SH	DEFINE
HCA INC	COMMON SHS	404119109	11651	270000	SH	DEFINE
HCA INC	COMMON SHS	404119109	211	4890	SH	DEFINE
HCA INC	COMMON SHS	404119109	650	15064	SH	DEFINE
HCA INC	COMMON SHS	404119109	5979	138564	SH	DEFINE
HCA INC	COMMON SHS	404119109	2365	54800	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	2	65	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	826	32300	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	52499	2053958	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	386	15100	SH	DEFINE
HEADWATERS INC	NOTE 2.875%6/0	42210PAB8	7525	7000000	PRN	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	813	41267	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	13	295	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	332	7340	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	23	500	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	12869	284902	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	17	370	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	8183	390600	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	9379	447695	SH	DEFINE
HEALTHWAYS INC	COMMON SHS	422245100	8024	152423	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COMMON SHS	42235N108	7940	284807	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COMMON SHS	42235N108	13344	478610	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	127914AB5	14913	10000000	PRN	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	42330P107	20789	515095	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	42330P107	14983	371230	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	42330P107	888	22000	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	42330P107	213741	5295855	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	42330P107	2426	60100	SH	DEFINE
HELMERICH & PAYNE INC	COMMON SHS	423452101	13	215	SH	DEFINE
HELMERICH & PAYNE INC	COMMON SHS	423452101	741	12300	SH	DEFINE
HENRY SCHEIN INC	COMMON SHS	806407102	236	5040	SH	DEFINE
HENRY SCHEIN INC	COMMON SHS	806407102	1103	23600	SH	DEFINE
HERCULES OFFSHORE	COMMON SHS	427093109	7039	201100	SH	DEFINE
HERMAN MILLER INC	COMMON SHS	600544100	114	4432	SH	DEFINE
HERMAN MILLER INC	COMMON SHS	600544100	13	500	SH	DEFINE
HERMAN MILLER INC	COMMON SHS	600544100	24436	948230	SH	DEFINE
HERMAN MILLER INC	COMMON SHS	600544100	572	22200	SH	DEFINE
HERSHA HOSPITALITY TRUST	SH BEN INT A	427825104	382	41100	SH	DEFINE
HERSHA HOSPITALITY TRUST	SH BEN INT A	427825104	553	59500	SH	DEFINE
HERSHA HOSPITALITY TRUST	SH BEN INT A	427825104	812	87400	SH	DEFINE

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

HESS CORP	COMMON SHS	42809H107	20627	390300	SH	DEFINE
HESS CORP	COMMON SHS	42809H107	26	492	SH	DEFINE
HESS CORP	COMMON SHS	42809H107	1734	32815	SH	DEFINE
HESS CORP	PFD CV ACES 7%	42809H206	18087	136300	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	39366	1242611	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	2148	67800	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	13	423	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	35363	1116250	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	17793	561651	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	12049	380343	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COMMON SHS	430141101	483	34300	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COMMON SHS	430141101	1533	108900	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COMMON SHS	430141101	1021	72500	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	155041	3196714	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	207489	4278130	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	53	1100	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	16	340	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	1285	26500	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	449	15865	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	563	19925	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	68515	2422730	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	1448	51200	SH	DEFINE
HILTON HOTELS CORP	NOTE 3.375% 4/1	432848AZ2	13834	10500000	PRN	DEFINE
HOLLINGER INTERNATIONAL INC	COMMON SHS	309962	45486	5962664	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	1305	36450	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	41	1148	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	824	23020	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	48568	1357030	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	51577	1441088	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	834	23300	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	31	860	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	268	7500	SH	DEFINE
HOMEBANC CORP	COMMON SHS	43738R109	0	1	SH	DEFINE
HOMEBANC CORP	COMMON SHS	43738R109	3698	465800	SH	DEFINE
HONDA MOTOR CO LTD	AMERN SHS	438128308	2237	70310	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	3637	90257	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	1069	26529	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	23375	580036	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	24600	610418	SH	DEFINE
HOOKER FURNITURE CORP	COMMON SHS	439038100	25212	1503400	SH	DEFINE
HORIZON HEALTH CORP	COMMON SHS	44041Y104	6216	297700	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COMMON SHS	440543106	6223	175200	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COMMON SHS	440543106	3836	108000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	15	340	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1718	4000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2369	55170	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	COM SH BEN INT	44106M102	892	20300	SH	DEFINE
HOST HOTELS & RESORTS INC	COMMON SHS	44107P104	186	8495	SH	DEFINE
HOST HOTELS & RESORTS INC	COMMON SHS	44107P104	6265	286463	SH	DEFINE
HOST HOTELS & RESORTS INC	COMMON SHS	44107P104	53867	2463050	SH	DEFINE
HOST HOTELS & RESORTS INC	COMMON SHS	44107P104	962	44000	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	18182	1579700	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	9342	811650	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COMMON SHS	442487203	51121	1699500	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	1789	20245	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	30962	350449	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	18340	207588	SH	DEFINE
HSBC HOLDINGS PLC	SPON ADR NEW	404280406	265	3000	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	SPON ADR H SHS	443304100	1760	66500	SH	DEFINE
HUB GROUP INC	COMMON SHS	443320106	8065	328800	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	1549	32502	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	1584	33232	SH	DEFINE

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

HUBBELL INC	COMMON SHS	443510201	930	19522	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	118	2480	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	11997	900000	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	258949	19426013	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	683	51258	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	86	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	5631	526300	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	9157	367600	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	1155	46360	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	123695	4965672	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	2588	103900	SH	DEFINE
HUNTSMAN CORP	PFD MND CV 5%	447011206	20110	514000	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	COMMON SHS	448407106	288	13300	SH	DEFINE
HYPERCOM CORP	COMMON SHS	44913M105	3915	418700	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	173	6277	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	378	13700	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	61612	2232330	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	1362	49350	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	7950	300100	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	146	5500	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	16	597	SH	DEFINE
IAMGOLD CORP	COMMON SHS	450913108	5746	579200	SH	DEFINE
IAMGOLD CORP	COMMON SHS	450913108	3843	387400	SH	DEFINE
IBERIABANK CORP	COMMON SHS	450828108	1	10	SH	DEFINE
IBERIABANK CORP	COMMON SHS	450828108	346	6010	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	1003	42400	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	20166	852666	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	4016	169810	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	359	15200	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	21	909	SH	DEFINE
ICICI BANK LTD	ADR	45104G104	237	10000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	7353	154800	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	47500	1000000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	11704	246401	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	25726	630843	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	581	15900	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	13425	500000	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	2100	78214	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	16808	626000	SH	DEFINE
INCO LTD	COMMON SHS	453258402	607	8260	SH	DEFINE
INCO LTD	COMMON SHS	453258402	105	1600	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COMMON SHS	454072109	897	164000	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COMMON SHS	454072109	5153	942000	SH	DEFINE
INDIA FUND INC	COMMON SHS	454089103	307	6636	SH	DEFINE
INDYMAC BANCORP INC	COMMON SHS	456607100	672	14650	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	4467	400290	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	29866	2676127	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	3327	43540	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	7228	94600	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	290	3800	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	1371	34865	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	30943	786965	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	4053	103074	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	1061	26987	SH	DEFINE
INGERSOLL RAND CO	COMMON SHS	G4776G101	338	7900	SH	DEFINE
INGERSOLL RAND CO	COMMON SHS	G4776G101	42866	1002000	SH	DEFINE
INGERSOLL RAND CO	COMMON SHS	G4776G101	2045	47799	SH	DEFINE
INNKEEPERS USA TRUST	COMMON SHS	4576J0104	121	7000	SH	DEFINE
INNKEEPERS USA TRUST	COMMON SHS	4576J0104	15853	917400	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	3672	388570	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	10619	1123680	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	3761	398040	SH	DEFINE

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

INPUT/OUTPUT INC	COMMON SHS	457652105	102	10780	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	3069	324730	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	465	100000	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	3934	846061	SH	DEFINE
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	3014	124560	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	COMMON SHS	45809F104	162	13000	SH	DEFINE
INTEGRATED ALARM SERVICES	COMMON SHS	45890M109	10321	2619600	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	248	17487	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	92662	6534710	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	2089	147300	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	1516	80000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	3792	200085	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	15160	800000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	1350	71235	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	83485	4405551	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	114082	6020171	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	923	48700	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	34	1770	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	284	15000	SH	DEFINE
INTEL CORP	SDCV2.950%12/1	458140AD2	1693	2000000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COMMON SHS	45865V100	3401	58700	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COMMON SHS	45865V100	2086	36010	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COMMON SHS	45865V100	290	5000	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	23303	740000	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	11	345	SH	DEFINE
INTERMEC INC.	COMMON SHS	458786100	13607	593163	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	7503	456100	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COMMON SHS	45885A102	1406	1339020	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	11797	153570	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	289587	3769683	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	6	73	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	43019	560000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	5127	66740	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	130696	1701327	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	30495	396961	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	745	9700	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	28	370	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	230	3000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	11060	291506	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	49355	1300880	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	159	4200	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	683	18000	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	550814	17053077	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	5877	181960	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	398478	12336770	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2870	88847	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1265	39170	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1555	48129	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2045	63312	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	11154	345323	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	91	2810	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP	COMMON SHS	460321201	6358	474800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	415457	49755387	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	12217	1463068	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1254	150145	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	251	30100	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	292	34938	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	873	104510	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	3864	462800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	27355	3276063	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	PFD CONV SER A	460690308	2080	65000	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	415	17864	SH	DEFINE

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

INTERSIL CORP	COMMON SHS	46069S109	128527	5528060	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	1907	82000	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COMMON SHS	460919103	9163	1208782	SH	DEFINE
INTERVOICE-BRITE INC	COMMON SHS	461142101	15637	2196178	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	313	8000	SH	DEFINE
INTRALASE CORP	COMMON SHS	461169104	603	36000	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	19100	599500	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	3419	96900	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	7	230	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	9	157	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	2505	41475	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	10181	168583	SH	DEFINE
INTUITIVE SURGICAL INC	COMMON SHS	46120E602	5479	46440	SH	DEFINE
INVERSIONES Y REPRESENTACION SA	GLBL DEP RECPT	450047204	5379	479024	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	687	13500	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	46	900	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	1983	44168	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	9	196	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	825	12480	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	52	790	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	267	4040	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	27223	412034	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	101478	1535909	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	1341	20300	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	238	3600	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	9	130	SH	DEFINE
INVITROGEN CORP	NOTE 3.250% 6/1	46185RAM2	292	310000	PRN	DEFINE
IOMAI CORP	COMMON SHS	46202P103	207	50000	SH	DEFINE
IOMAI CORP	COMMON SHS	46202P103	621	150000	SH	DEFINE
IOWA TELECOMMUNICATIONS SERVICES I	COMMON SHS	462594201	1167	61700	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	76614	3106800	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	17250	699531	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	14240	577447	SH	DEFINE
IPSCO INC	COMMON SHS	462622101	6980	65315	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	8686	232380	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	224	6000	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	18279	942680	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	242	12470	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	1379	71120	SH	DEFINE
ISHARES	COHEN&ST RLTY	464287564	10	122	SH	DEFINE
ISHARES	COHEN&ST RLTY	464287564	703	8392	SH	DEFINE
ISHARES	FTSE XNHUA IDX	464287184	1139	14835	SH	DEFINE
ISHARES	1-3 YR TRS BD	464287457	41	510	SH	DEFINE
ISHARES	1-3 YR TRS BD	464287457	488	6124	SH	DEFINE
ISHARES	LEHMAN AGG BND	464287226	688	7063	SH	DEFINE
ISHARES	7-10 YR TRS BD	464287440	493	6135	SH	DEFINE
ISHARES	MSCI AUSTRALIA	464286103	2486	119794	SH	DEFINE
ISHARES	MSCI EAFE IDX	464287465	30	459	SH	DEFINE
ISHARES	MSCI EAFE IDX	464287465	12556	192021	SH	DEFINE
ISHARES	MSCI EMERG MKT	464287234	1	14	SH	DEFINE
ISHARES	MSCI EMERG MKT	464287234	30098	320530	SH	DEFINE
ISHARES	MSCI JAPAN	464286848	56	4100	SH	DEFINE
ISHARES	MSCI JAPAN	464286848	2782	203354	SH	DEFINE
ISHARES	MSCI MALAYSIA	464286830	315	43131	SH	DEFINE
ISHARES	MSCI SINGAPORE	464286673	477	54247	SH	DEFINE
ISHARES	MSCI S KOREA	464286772	14	300	SH	DEFINE
ISHARES	MSCI S KOREA	464286772	1141	25281	SH	DEFINE
ISHARES	MSCI TAIWAN	464286731	904	70596	SH	DEFINE
ISHARES	RUSL 2000 GROW	464287648	795	10821	SH	DEFINE
ISHARES	S&P500 GRW	464287309	1760	30130	SH	DEFINE
ISHARES	S&P 500 INDEX	464287200	10411	81781	SH	DEFINE
ISHARES	S&P MIDCAP 400	464287507	203	2660	SH	DEFINE

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

ISHARES	DJ SEL DIV INX	464287168	5894	93460	SH	DEFINE
ISHARES	RUSSELL 2000	464287655	386	5368	SH	DEFINE
ISHARES	RUSSELL 3000	464287689	811	11000	SH	DEFINE
ISHARES	DJ US UTILS	464287697	597	7550	SH	DEFINE
ISHARES	US TIPS BD FD	464287176	2767	27790	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	2894	400900	SH	DEFINE
ISTAR FINANCIAL INC	COMMON SHS	45031U101	114896	3043614	SH	DEFINE
ISTAR FINANCIAL INC	COMMON SHS	45031U101	1498	39677	SH	DEFINE
ISTAR FINANCIAL INC	COMMON SHS	45031U101	544	14400	SH	DEFINE
ISTAR FINANCIAL INC	COMMON SHS	45031U101	84956	2250500	SH	DEFINE
ISTAR FINANCIAL INC	COMMON SHS	45031U101	529	14000	SH	DEFINE
ITC HOLDINGS CORPORATION	COMMON SHS	465685105	15443	581000	SH	DEFINE
ITLA CAPITAL CORP	COMMON SHS	450565106	23440	445796	SH	DEFINE
ITT INDUSTRIES INC	COMMON SHS	450911102	2486	50229	SH	DEFINE
IVANHOE MINES LTD	COMMON SHS	46579N103	6124	810000	SH	DEFINE
IXIA	COMMON SHS	45071R109	11160	1239993	SH	DEFINE
IXIA	COMMON SHS	45071R109	17831	1981200	SH	DEFINE
JABIL CIRCUIT INC	COMMON SHS	466313103	186	7254	SH	DEFINE
JABIL CIRCUIT INC	COMMON SHS	466313103	64	2500	SH	DEFINE
JABIL CIRCUIT INC	COMMON SHS	466313103	40065	1565050	SH	DEFINE
JABIL CIRCUIT INC	COMMON SHS	466313103	947	37000	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	393	20000	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COMMON SHS	468202106	12681	404500	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	40	505	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	4026	50550	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	16219	203654	SH	DEFINE
JARDEN CORP	COMMON SHS	471109108	7961	261450	SH	DEFINE
JDS UNIPHASE CORP	COMMON SHS	46612J101	166	65594	SH	DEFINE
JER INVESTORS TRUST	COMMON SHS	46614H301	4665	300000	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	276	22764	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	439	36130	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	15	1212	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	106507	8773240	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	1707	140584	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	333	27400	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	14	1150	SH	DEFINE
JETBLUE AIRWAYS CORP	DBCV 3.75% 3/1	477143AC5	14663	15000000	PRN	DEFINE
JLG INDUSTRIES INC	COMMON SHS	466210101	8712	387200	SH	DEFINE
JOHN B SANFILIPPO & SON INC	COMMON SHS	800422107	2319	175000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	SH BEN INT	409735107	15543	1650000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	56355	940500	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	3166	52830	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	1690	28208	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	59680	996000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	7482	124863	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	152077	2538000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	461448	7701071	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	1252	20900	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	54	900	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	2481	30180	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	2	26	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	32888	400000	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	469	5705	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	338	4110	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	20970	255050	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	510	6200	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	19	230	SH	DEFINE
JONES LANG LASALLE INC	COMMON SHS	48020Q107	136	1548	SH	DEFINE
JONES LANG LASALLE INC	COMMON SHS	48020Q107	19852	226750	SH	DEFINE
JONES LANG LASALLE INC	COMMON SHS	48020Q107	254	2900	SH	DEFINE
JOY GLOBAL INC	COMMON SHS	481165108	296	5685	SH	DEFINE
JOY GLOBAL INC	COMMON SHS	481165108	15	283	SH	DEFINE

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

JPMORGAN CHASE & CO	COMMON SHS	46625H100	265010	6309756	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	15278	363762	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	7249	172589	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	21004	500087	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	49187	1171121	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	609944	14522476	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	1287	30652	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	44836	1067532	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	162	3860	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	29	690	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	2	110	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	526	32900	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	6201	387788	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	29412	1839430	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	574	35900	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	22	1390	SH	DEFINE
JUNIPER NETWORKS INC	NOTE 6/1	48203RAC8	1706375	17000000	PRN	DEFINE
K&F INDUSTRIES HOLDINGS INC	COMMON SHS	482241106	5821	328300	SH	DEFINE
K2 INC	COMMON SHS	482732104	8470	774200	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	12357	849877	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	10260	243303	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	84	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	30406	1097700	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	16	560	SH	DEFINE
KAYDON CORP	COMMON SHS	486587108	4772	127900	SH	DEFINE
KB HOME	COMMON SHS	48666K109	305	6655	SH	DEFINE
KB HOME	COMMON SHS	48666K109	344	7500	SH	DEFINE
KB HOME	COMMON SHS	48666K109	59192	1291000	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	7097	238972	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	3742	126000	SH	DEFINE
KELLOGG CO	COMMON SHS	487836108	1246	25732	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	23006	786000	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	28943	988820	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	61	2100	SH	DEFINE
KELLY SERVICES INC	COMMON SHS	488152208	40940	1506800	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	35545	571000	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	14492	232804	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	11414	183350	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	115774	1859830	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	2512	40350	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	311	5000	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	229405	3307924	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	498	7174	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	4710	67922	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	1169	82320	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	44722	3149460	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	1710	120400	SH	DEFINE
KEYCORP	COMMON SHS	493267108	1141	31980	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	422	10448	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	25315	626600	SH	DEFINE
KILROY REALTY CORP	COMMON SHS	49427F108	1727	23900	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	9341	151400	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5425	87927	SH	DEFINE
KIMCO REALTY CORP	COMMON SHS	49446R109	176	4815	SH	DEFINE
KIMCO REALTY CORP	COMMON SHS	49446R109	1624	44500	SH	DEFINE
KIMCO REALTY CORP	COMMON SHS	49446R109	33210	910100	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	UT LTD PARTNER	494550106	8485	184618	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	32284	323200	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	10	98	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	2406	24083	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	19978	200000	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	18359	706127	SH	DEFINE

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

KINDRED HEALTHCARE INC	COMMON SHS	494580103	1205	46363	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	186716	7559334	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	860	34750	SH CALL	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	132	3000	SH	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	945	21400	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	COMMON SHS	496904103	108479	5378228	SH	DEFINE
KINROSS GOLD CORP	COMMON SHS	496902404	27	2500	SH	DEFINE
KINROSS GOLD CORP	COMMON SHS	496902404	42753	3513012	SH	DEFINE
KITE REALTY GROUP TRUST	COMMON SHS	49803T102	123	7900	SH	DEFINE
KITE REALTY GROUP TRUST	COMMON SHS	49803T102	38100	2443900	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	1	24	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	244	5860	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	46	1105	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	42955	1033321	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	337	8100	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	14	340	SH	DEFINE
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	34138	1689980	SH	DEFINE
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	2959	146500	SH	DEFINE
KNOT INC	COMMON SHS	499184109	813	38847	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	2783	47079	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	10310	174395	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	1695	54436	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	14019	450194	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	30103	966683	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	540	17355	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	5007	160784	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	38545	464065	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	208345	2508366	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	23307	280605	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	14367	172970	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	2650	31900	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1114	13412	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1580	19027	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	4063	48920	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	61	730	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	298	3589	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1402	16877	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	3631	191500	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	21846	1152191	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	18541	977900	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	341	18000	SH CALL	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	9277	489289	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	14	735	SH	DEFINE
KORN/FERRY INTERNATIONAL	COMMON SHS	500643200	5659	288866	SH	DEFINE
KOSAN BIOSCIENCES INC	COMMON SHS	50064W107	4144	1036091	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	3183	103000	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	17177	555900	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	1489	48186	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	1477	47789	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	759	24550	SH	DEFINE
KROGER CO	COMMON SHS	501044101	54970	2514650	SH	DEFINE
KROGER CO	COMMON SHS	501044101	4324	197800	SH	DEFINE
KROGER CO	COMMON SHS	501044101	181070	8283164	SH	DEFINE
KROGER CO	COMMON SHS	501044101	20857	954097	SH	DEFINE
KROGER CO	COMMON SHS	501044101	450	20600	SH	DEFINE
KROGER CO	COMMON SHS	501044101	3306	151230	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	616328	28733244	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	138244	6444919	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	7430	346372	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	52532	2449039	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	2890	134732	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	12780	595819	SH	DEFINE

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

KT CORP	SPONSORED ADR	48268K101	663	30926	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	9	120	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	8478	112410	SH	DEFINE
LA-Z-BOY INC	COMMON SHS	505336107	21014	1501000	SH	DEFINE
LABOPHARM INC	COMMON SHS	504905100	196	22400	SH	DEFINE
LABOPHARM INC	COMMON SHS	504905100	3588	409600	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COMMON SHS	50540R409	44	700	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COMMON SHS	50540R409	918	14750	SH	DEFINE
LABRANCHE & CO INC	COMMON SHS	505447102	155	12800	SH	DEFINE
LADISH CO INC	COMMON SHS	505754200	2361	63000	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	40	852	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	98	2100	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	134276	2880217	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	2345	50300	SH	DEFINE
LAMAR ADVERTISING CO	COMMON SHS	512815101	1070	19865	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	7922	200700	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	16	400	SH	DEFINE
LANDSTAR SYSTEM INC	COMMON SHS	515098101	11118	235400	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM SH BEN INT	517942108	218	4700	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM SH BEN INT	517942108	47610	1028300	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM SH BEN INT	517942108	685	14800	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COMMON SHS	51827Q106	8048	222015	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COMMON SHS	51827Q106	46	1279	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	170	3982	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	76977	1805690	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	1607	37700	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	12191	430000	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	85	3000	SH	DEFINE
LEAP WIRELESS INTERNATIONAL INC	COMMON SHS	521863308	9	195	SH	DEFINE
LEAP WIRELESS INTERNATIONAL INC	COMMON SHS	521863308	4959	104500	SH	DEFINE
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	12804	1267760	SH	DEFINE
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	507	50200	SH	DEFINE
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	171	16900	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	37943	1708388	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	688	30960	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	242	10900	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	36	1600	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	4225	190220	SH	DEFINE
LECG CORP	COMMON SHS	523234102	18894	1022949	SH	DEFINE
LECG CORP	COMMON SHS	523234102	9318	504500	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	10419	104695	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	682	6850	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	119	1200	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	348	3500	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	105516	4224000	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	45	1800	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	75	3000	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	4209	64600	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	9	142	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	4840	74283	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	60	926	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	21577	486300	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	313	7060	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	39	882	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	71183	1604300	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	1958	48000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	9	230	SH	DEFINE
LENNOX INTERNATIONAL INC	COMMON SHS	526107107	23064	871000	SH	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	123108	4217462	SH	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	514	17600	SH	DEFINE
LEUCADIA NATIONAL CORP	NOTE 3.75% 4/1	527288AX2	5171	3600000	PRN	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	COMMON SHS	529043101	70	3235	SH	DEFINE

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

LEXINGTON CORP PROPERTIES TRUST CV	COMMON SHS	529043101	16630	769900	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	PFD CONV SER C	529043309	69225	1500000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	382658	6853990	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	125	2230	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	229	4100	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	8521	152630	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	296	5300	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	12	220	SH	DEFINE
LHC GROUP INC	COMMON SHS	50187A107	781	39200	SH	DEFINE
LIBERTY GLOBAL INC	COMMON SHS	530555101	284	13208	SH	DEFINE
LIBERTY GLOBAL INC	COMMON SHS	530555309	289	14042	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/1	530715AR2	7625	10000000	PRN	DEFINE
LIBERTY MEDIA HLDG CORP	COMMON SHS	53071M104	109929	6368998	SH	DEFINE
LIBERTY MEDIA HLDG CORP	COMMON SHS	53071M104	1574	91170	SH	DEFINE
LIBERTY MEDIA HLDG CORP	COMMON SHS	53071M104	86	5000	SH	DEFINE
LIBERTY MEDIA HLDG CORP	COMMON SHS	53071M302	203706	2431729	SH	DEFINE
LIBERTY MEDIA HLDG CORP	COMMON SHS	53071M302	1461	17436	SH	DEFINE
LIBERTY MEDIA HLDG CORP	COMMON SHS	53071M302	84	1000	SH	DEFINE
LIBERTY MEDIA INTO MOTOROLA	DEB 3.500% 1/1	530715AN1	12446	13050000	PRN	DEFINE
LIBERTY PROPERTY TRUST	SH BEN INT	531172104	130	2950	SH	DEFINE
LIBERTY PROPERTY TRUST	SH BEN INT	531172104	10607	239982	SH	DEFINE
LIBERTY PROPERTY TRUST	SH BEN INT	531172104	35625	806000	SH	DEFINE
LIFECCELL CORP	COMMON SHS	531927101	6067	196200	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	398	12400	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	2	60	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	455	14170	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	0	15	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	19100	594460	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	488	15200	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	19	600	SH	DEFINE
LIMITED BRANDS INC	COMMON SHS	532716107	8	315	SH	DEFINE
LIMITED BRANDS INC	COMMON SHS	532716107	230	9000	SH	DEFINE
LIMITED BRANDS INC	COMMON SHS	532716107	6	253	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	38	1000	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	454	12000	SH	DEFINE
LINCOLN EDUCATIONAL SERVICES	COMMON SHS	533535100	6066	354950	SH	DEFINE
LINCOLN NATIONAL CORP	COMMON SHS	534187109	20944	371083	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	1474	44000	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	203	6070	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	6208	185381	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	14925	445655	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COMMON SHS	536252109	7294	1318958	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	6039	706361	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	2480	290000	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	1	55	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	1273	62500	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	1	72	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	3	124	SH	DEFINE
LIVEPERSON INC	COMMON SHS	538146101	731	150800	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	1674	45160	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	2159	58250	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	8	225	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	569	15340	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	551	14858	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	1406	37950	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	6228	157785	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	316	8000	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	10	136	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	35870	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	7252	101090	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	21	289	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	7184	100140	SH	DEFINE

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

LOEWS CORP	COMMON SHS	540424108	383	10800	SH	DEFINE
LOGITECH INTERNATIONAL SA	SPONSORED ADR	541419107	188	4851	SH	DEFINE
LOGITECH INTERNATIONAL SA	SPONSORED ADR	541419107	958	24700	SH	DEFINE
LOGITECH INTERNATIONAL SA	SPONSORED ADR	541419107	57080	1471890	SH	DEFINE
LOGITECH INTERNATIONAL SA	SPONSORED ADR	541419107	1039	26800	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	26940	498700	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	65	1200	SH	DEFINE
LOUISIANA PACIFIC CORP	COMMON SHS	546347105	212	9698	SH	DEFINE
LOUISIANA PACIFIC CORP	COMMON SHS	546347105	2	70	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	2	32	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	249	4100	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	5804	95667	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	97926	1614082	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	358	5900	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	10	170	SH	DEFINE
LOWE'S COMPANIES INC	NOTE 2/1	548661CF2	1296458	13000000	PRN	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	621	256466	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	678	25000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	17926	660750	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	1267	46700	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	1	42	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	464	20460	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	143	6300	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	187238	8262934	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	426	18800	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	19	860	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	2945	24975	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	11	91	SH	DEFINE
M/I HOMES INC	COMMON SHS	55305B101	33989	968900	SH	DEFINE
MACERICH CO	COMMON SHS	554382101	325	4633	SH	DEFINE
MACERICH CO	COMMON SHS	554382101	1179	16800	SH	DEFINE
MACERICH CO	COMMON SHS	554382101	102197	1455800	SH	DEFINE
MACQUARIE INFRASTRUCTURE CO TR	COMMON SHS	55607X108	582	21100	SH	DEFINE
MAGNA INTERNATIONAL INC	COMMON SHS	559222401	213797	2684540	SH	DEFINE
MAINE & MARITIMES CORP	COMMON SHS	560377103	423	27100	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	10	220	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	19874	446600	SH	DEFINE
MANPOWER INC	COMMON SHS	56418H100	8	130	SH	DEFINE
MANPOWER INC	COMMON SHS	56418H100	2700	41798	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	31770	1000000	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	328188	9278717	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	672	21150	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	10	125	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	2	30	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	2368	28429	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	4831	58000	SH	DEFINE
MARCHEX INC	COMMON SHS	56624R108	43632	2655630	SH	DEFINE
MARCHEX INC	COMMON SHS	56624R108	432	26300	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	4643	177000	SH	DEFINE
MARINER ENERGY INC	COMMON SHS	56845T305	1	80	SH	DEFINE
MARINER ENERGY INC	COMMON SHS	56845T305	23137	1259503	SH	DEFINE
MARINER ENERGY INC	COMMON SHS	56845T305	206	11200	SH	DEFINE
MARKETAXESS HOLDINGS INC	COMMON SHS	57060D108	4100	372400	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	2159	56640	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	2034	75645	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	328	12210	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	946	35178	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	52641	1957635	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	339	12600	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	12	450	SH	DEFINE
MARSHALL & ILSLEY CORP	COMMON SHS	571834100	2249	49161	SH	DEFINE
MARTHA STEWART LIVING OMNIME	CL A	573083102	3	200	SH	DEFINE

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

MARTHA STEWART LIVING OMNIME	CL A	573083102	17963	1075000	SH	PUT	DEFINE
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	10	115	SH		DEFINE
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	1802	19769	SH		DEFINE
MARVEL ENTERTAINMENT INC	COMMON SHS	57383T103	4489	224450	SH		DEFINE
MARVEL ENTERTAINMENT INC	COMMON SHS	57383T103	7	362	SH		DEFINE
MARVELL TECHNOLOGY GROUP LTD	COMMON SHS	G5876H105	68	1527	SH		DEFINE
MARVELL TECHNOLOGY GROUP LTD	COMMON SHS	G5876H105	200	4520	SH		DEFINE
MARVELL TECHNOLOGY GROUP LTD	COMMON SHS	G5876H105	5301	119570	SH		DEFINE
MARVELL TECHNOLOGY GROUP LTD	COMMON SHS	G5876H105	86497	1951201	SH		DEFINE
MARVELL TECHNOLOGY GROUP LTD	COMMON SHS	G5876H105	133	3000	SH		DEFINE
MARVELL TECHNOLOGY GROUP LTD	COMMON SHS	G5876H105	355	8000	SH		DEFINE
MASCO CORP	COMMON SHS	574599106	6918	233400	SH		DEFINE
MASCO CORP	COMMON SHS	574599106	8	275	SH		DEFINE
MASCO CORP	COMMON SHS	574599106	3243	109413	SH		DEFINE
MASCO CORP	COMMON SHS	574599106	6100	205800	SH		DEFINE
MASCO CORP	COMMON SHS	574599106	8	280	SH		DEFINE
MASSEY ENERGY CO	COMMON SHS	576206106	178378	4954942	SH		DEFINE
MASSEY ENERGY CO	COMMON SHS	576206106	173	4800	SH		DEFINE
MATRIA HEALTHCARE INC	COMMON SHS	576817209	4361	203600	SH		DEFINE
MATTEL INC	COMMON SHS	577081102	1401	84860	SH		DEFINE
MATTEL INC	COMMON SHS	577081102	2180	132060	SH		DEFINE
MATTEL INC	COMMON SHS	577081102	215595	13058472	SH		DEFINE
MATTEL INC	COMMON SHS	577081102	9	540	SH		DEFINE
MATTEL INC	COMMON SHS	577081102	16405	993657	SH		DEFINE
MATTEL INC	COMMON SHS	577081102	53	3187	SH		DEFINE
MATTEL INC	COMMON SHS	577081102	536	32490	SH		DEFINE
MATTEL INC	COMMON SHS	577081102	3304	200126	SH		DEFINE
MATTEL INC	COMMON SHS	577081102	102	6160	SH		DEFINE
MAVERICK TUBE CORP	COMMON SHS	577914104	18306	289700	SH		DEFINE
MAVERICK TUBE CORP	COMMON SHS	577914104	1012	16010	SH		DEFINE
MAVERICK TUBE CORP	COMMON SHS	577914104	29	454	SH		DEFINE
MAX RE CAPITAL LTD	COMMON SHS	G6052F103	5241	239960	SH		DEFINE
MAX RE CAPITAL LTD	COMMON SHS	G6052F103	8878	406500	SH		DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	48	1500	SH		DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	2952	91940	SH		DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	135	4200	SH		DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	6	190	SH		DEFINE
MAXIMUS INC	COMMON SHS	577933104	5077	219304	SH		DEFINE
MAXIMUS INC	COMMON SHS	577933104	232	10000	SH		DEFINE
MBIA INC	COMMON SHS	55262C100	11710	200000	SH		DEFINE
MBIA INC	COMMON SHS	55262C100	972	16600	SH		DEFINE
MCCLATCHY COMPANY	COMMON SHS	579489105	28260	704395	SH		DEFINE
MCCLATCHY COMPANY	COMMON SHS	579489105	284	7087	SH		DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	85636	2552495	SH		DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	265	7909	SH		DEFINE
MCDERMOTT INTERNATIONAL INC	COMMON SHS	580037109	209	4589	SH		DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	6408	190700	SH		DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	14748	438923	SH		DEFINE
MCG CAPITAL CORP	COMMON SHS	58047P107	14920	938382	SH		DEFINE
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	3	50	SH		DEFINE
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	22619	450314	SH		DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	24	505	SH		DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	253	5360	SH		DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	177	3750	SH		DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	7215	152601	SH		DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	284	6000	SH		DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	8	170	SH		DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	39732	765100	SH		DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	359	6910	SH		DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	379	7300	SH		DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	140120	2698240	SH		DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	395	7600	SH		DEFINE

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

MDC HOLDINGS INC	COMMON SHS	552676108	16	310	SH	DEFINE
MDS INC	COMMON SHS	55269P302	39425	1937351	SH	DEFINE
MDS INC	COMMON SHS	55269P302	43309	2128200	SH	DEFINE
MDS INC	COMMON SHS	55269P302	16953	833080	SH	DEFINE
MDS INC	COMMON SHS	55269P302	6559	322319	SH	DEFINE
MDS INC	COMMON SHS	55269P302	9609	472195	SH	DEFINE
MDU RESOURCES GROUP INC	COMMON SHS	552690109	690	18853	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	43870	1570700	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	52	1855	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	3744	389600	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	3032	315500	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	2763	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	12163	212340	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	1361	23765	SH	DEFINE
MEDICAL PROPERTIES TRUST INC	COMMON SHS	58463J304	13753	1245700	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	1989	101750	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	62616	3202874	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	631	32300	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	954	35216	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	25845	953682	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	1396	29750	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	211	4491	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	4151	88475	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	49026	1044881	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	39848	849283	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	601	12800	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	12	250	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	282	6000	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	5557	161400	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	1024	29738	SH	DEFINE
MEMC ELECTRONIC MATERIALS INC	COMMON SHS	552715104	9	250	SH	DEFINE
MEMC ELECTRONIC MATERIALS INC	COMMON SHS	552715104	735	19600	SH	DEFINE
MENS WEARHOUSE INC	COMMON SHS	587118100	15327	505850	SH	DEFINE
MENTOR CORP	COMMON SHS	587188103	948	21800	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	41622	1166862	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	72	2025	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	875	24525	SH	DEFINE
MERCER INS GROUP INC	COMMON SHS	587902107	468	25000	SH	DEFINE
MERCER INTERNATIONAL INC	COMMON SHS	588056101	17798	2050500	SH	DEFINE
MERCHANTS GROUP INC	COMMON SHS	588539106	5009	164000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1006272	27622065	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	40438	1110022	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	26162	718140	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	31	844	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	18215	500000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	20268	556365	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	110526	3033915	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1319225	36212601	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	2659	72985	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	5423	148860	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	100823	2767595	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	2782	76374	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1096	30089	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	31968	567119	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	130	2300	SH	DEFINE
MEREDITH CORP	COMMON SHS	589433101	35	700	SH	DEFINE
MEREDITH CORP	COMMON SHS	589433101	256	5167	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	16	500	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	57299	1751260	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	218	4615	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	488	10325	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	64631	1367850	SH	DEFINE

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

MERRILL LYNCH & CO INC	COMMON SHS	590188108	242142	3481047	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	1304	18741	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	211	3035	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	12265	176322	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	2732	39280	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	29913	430028	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	2388	34331	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	956	13747	SH	DEFINE
MESA AIR GROUP INC	COMMON SHS	590479101	4433	450000	SH	DEFINE
MESA AIR GROUP INC	COMMON SHS	590479101	659	66900	SH	DEFINE
METAL MANAGEMENT INC	COMMON SHS	591097209	4388	143300	SH	DEFINE
METAL MANAGEMENT INC	COMMON SHS	591097209	9	280	SH	DEFINE
METALLICA RESOURCES INC	COMMON SHS	59125J104	1705	500000	SH	DEFINE
METHANEX CORP	COMMON SHS	59151K108	102534	4357591	SH	DEFINE
METHODE ELECTRONICS INC	COMMON SHS	591520200	16482	1568194	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	24012	468900	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	7	133	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	2388	46640	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	3	57	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	25815	426200	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	40958	676203	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	84441	1394109	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	1696	28000	SH	DEFINE
MEXICO FUND INC	COMMON SHS	592835102	19059	620800	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	1075	50000	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	10759	500400	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	29133	448200	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	208	3200	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	2	38	SH	DEFINE
MICREL INC	COMMON SHS	594793101	250	25000	SH	DEFINE
MICREL INC	COMMON SHS	594793101	3592	358800	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	2986	88989	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	864	25750	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	443	13200	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	228459	6809520	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	2187	65200	SH	DEFINE
MICRON TECHNOLOGY INC	COMMON SHS	595112103	9	585	SH	DEFINE
MICRON TECHNOLOGY INC	COMMON SHS	595112103	11000	730390	SH	DEFINE
MICROS SYSTEMS INC	COMMON SHS	594901100	16869	386200	SH	DEFINE
MICROS SYSTEMS INC	COMMON SHS	594901100	2852	65300	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	421	17262	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	144651	5933170	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	2121	87000	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	132	5400	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	9	360	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	1155491	49591899	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	23749	1019250	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	27673	1187700	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	11653	500150	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	404594	17364559	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	5972	256324	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	23300	1000000	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	9802	420680	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	92902	3987230	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	142028	6095614	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	1924	82560	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	7871	337820	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	85948	3688760	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	3821	163970	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	1719	73790	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	3857	616100	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	12270	1960000	SH	DEFINE

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

MIDCAP SPDR TRUST	UNIT SER 1	595635103	4529	32540	SH	DEFINE
MIDLAND CO	COMMON SHS	597486109	14622	385000	SH	DEFINE
MILACRON INC	COMMON SHS	598709103	21	21200	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	13525	214716	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	25196	400000	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	11593	184040	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	407	6461	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	11649	184936	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	97	1540	SH	DEFINE
MILLS CORP	COMMON SHS	601148109	61314	2292100	SH	DEFINE
MILLS CORP	COMMON SHS	601148109	118	4400	SH	DEFINE
MILLS CORP	COMMON SHS	601148109	134	5000	SH	DEFINE
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	241	100000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	43062	1071200	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	14289	274789	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	26	500	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	15096	290300	SH	DEFINE
MIRAMAR MNG CORP (CAD)	COMMON SHS	60466E100	1265	310700	SH	DEFINE
MIRAMAR MNG CORP (CAD)	COMMON SHS	60466E100	5413	1330000	SH	DEFINE
MITTAL STEEL COMPANY N.V	NY REG SH CL A	60684P101	684	22430	SH	DEFINE
MITTAL STEEL COMPANY N.V	NY REG SH CL A	60684P101	7	223	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	126867	4309340	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	10842	368280	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	143	4860	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	29	1000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	242518	8237700	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	15660	512442	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	20518	671400	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	4917	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	405	12072	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	4208	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	164	5718	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	12274	322576	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	709	18626	SH	DEFINE
MONACO COACH CORP	COMMON SHS	60886R103	25354	1996400	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	63227	751000	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	820	9734	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	38493	2226300	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	43485	2515038	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	8543	494091	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	80	4600	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	3391	196100	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	10	580	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	21	391	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	26576	488000	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	2004	36794	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	32528	597282	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	2637	41719	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	10721	169604	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	4608	72900	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	7890	124823	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	650	10280	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	14081	222773	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	37965	600621	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	1359	21494	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	5430	85907	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	40376	638761	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	2169	34319	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	869	13749	SH	DEFINE
MORTGAGEIT HOLDINGS INC	COMMON SHS	61915Q108	134	11090	SH	DEFINE
MORTGAGEIT HOLDINGS INC	COMMON SHS	61915Q108	30172	2501800	SH	DEFINE
MOSYS INC.	COMMON SHS	619718109	78	10000	SH	DEFINE

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

MOTOROLA INC	COMMON SHS	620076109	8	395	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	6732	334105	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	13719	680840	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	63847	1933000	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	334	10125	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	27	823	SH	DEFINE
MULTI FINELINE ELECTRONIX INC	COMMON SHS	62541B101	4657	140300	SH	DEFINE
MUNI HOLDINGS INSURED FUND INC	COMMON SHS	625930102	160	13000	SH	DEFINE
MUNIYIELD NEW YORK INSURED FUND	COMMON SHS	626301105	192	14492	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	223	3998	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	844	15108	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	71311	1276600	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	1704	30500	SH	DEFINE
MWI VETERINARY SUPPLY INC	COMMON SHS	55402X105	7042	193295	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	633	31642	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	8068	403387	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	356	17795	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	3	174	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	1324	66200	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	273	9400	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	17177	592300	SH	DEFINE
MYRIAD GENETICS INC	COMMON SHS	62855J104	37632	1490370	SH	DEFINE
MYRIAD GENETICS INC	COMMON SHS	62855J104	1613	63900	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	5716	169160	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	6728	199100	SH	DEFINE
NACCO INDUSTRIES INC	COMMON SHS	629579103	65048	473384	SH	DEFINE
NASDAQ 100 INDEX	UNIT SER 1	631100104	19	500	SH	DEFINE
NASDAQ 100 INDEX	UNIT SER 1	631100104	2342	60490	SH	DEFINE
NASDAQ STOCK MARKET INC	COMMON SHS	631103108	1196	40000	SH	DEFINE
NASHUA CORP	COMMON SHS	631226107	3202	477930	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	CAP UTS EXCHBL	632525309	1478	34775	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	SPONSORED ADR	632525408	25534	195966	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	SPONSORED ADR	632525408	147	1125	SH	DEFINE
NATIONAL BANK OF GREECE SA	SPONSORED ADR	633643408	3914	489251	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	4	106	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	76	2100	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	729	20134	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	15902	358872	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	163	3680	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	6558	148000	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	30333	684560	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	1600	36100	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	168	3800	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	7	160	SH	DEFINE
NATIONAL FUEL GAS CO	COMMON SHS	636180101	268	7628	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	10733	391705	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	153	5600	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	17096	623952	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	46448	733551	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	63	1000	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	5016	79222	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	130637	2063123	SH	DEFINE
NATIONAL RV HOLDINGS INC	COMMON SHS	637277104	1596	295000	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COMMON SHS	638522102	35948	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	120944	2743730	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	9	215	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	64	1452	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	10	235	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COMMON SHS	638620104	2337	103800	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COMMON SHS	638620104	1132	50300	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COMMON SHS	638620104	669	29700	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COMMON SHS	638620104	241	10700	SH	DEFINE

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

NAVTEQ CORP	COMMON SHS	63936L100	14309	320251	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	21003	470080	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	121	2700	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	536	12000	SH	DEFINE
NBTY INC	COMMON SHS	628782104	26294	1099700	SH	DEFINE
NBTY INC	COMMON SHS	628782104	57	2400	SH	DEFINE
NEC CORP	ADR	629050204	79	14815	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	5159	281300	SH	DEFINE
NETFLIX COM INC	COMMON SHS	64110L106	1478	54300	SH	DEFINE
NETGEAR INC	COMMON SHS	64111Q104	12315	568800	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COMMON SHS	64118B100	6247	193700	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COMMON SHS	64118B100	28107	871530	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	44	1240	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	415	11750	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	64908	1838753	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	1502	141700	SH	DEFINE
NEUSTAR INC	COMMON SHS	64126X201	299	8846	SH	DEFINE
NEUSTAR INC	COMMON SHS	64126X201	77147	2285850	SH	DEFINE
NEUSTAR INC	COMMON SHS	64126X201	2501	74100	SH	DEFINE
NEVSUN RESOURCES LTD	COMMON SHS	64156L101	2815	877000	SH	DEFINE
NEW AMER HIGH INCOME FD INC	COMMON SHS	641876107	22	10044	SH	DEFINE
NEW IRELAND FUND INC	COMMON SHS	645673104	3301	135000	SH	DEFINE
NEW YORK COMMUNITY BANCORP INC	COMMON SHS	649445103	174	10520	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	4291	174853	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	2429	99000	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COMMON SHS	65105M108	139	5490	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COMMON SHS	65105M108	44313	1750100	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	213	8250	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	265	10270	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	614	12550	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	328	6700	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	168561	3444247	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	2878	58800	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	40577	766620	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	2280	43076	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	39365	743714	SH	DEFINE
NEWPARK RESOURCES INC	COMMON SHS	651718504	1384	225000	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1343030	70022423	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	92566	4826189	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	695898	36282502	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	18935	987230	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	9512	495929	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1703	88810	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	2705	141055	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	78917	4114548	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	90	4690	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	3141	163756	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1258	65594	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	3701	183386	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	261	12925	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	2029	100529	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	8735	432867	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	7202	356900	SH	DEFINE
NEXEN INC	COMMON SHS	65334H102	273119	4342118	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COMMON SHS	65411N105	3733	208100	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COMMON SHS	65411N105	768	42800	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	420	7450	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	902	16000	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	232331	4120810	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	3281	58200	SH	DEFINE
NIKE INC	COMMON SHS	654106103	2066	25500	SH	DEFINE
NIKE INC	COMMON SHS	654106103	4289	52950	SH	DEFINE

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

NIKE INC	COMMON SHS	654106103	15018	185405	SH	DEFINE
NIKE INC	COMMON SHS	654106103	243	3000	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	811	33150	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	167	6815	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	23108	944329	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	291	11883	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	367	15000	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	853	34845	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	167	6814	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	327	14953	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	174283	7980000	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	92956	1249070	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	11	150	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	43	576	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	915	12297	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	4287	57600	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	389	8300	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	8669	185000	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	2133	105257	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	1	35	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	15128	746673	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	62951	3107163	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	21686	1153498	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	329	17514	SH	DEFINE
NORDSON CORP	COMMON SHS	655663102	22574	459000	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	19	512	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	2606	71392	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	72305	1358600	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	8758	164564	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	61	1150	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	24	9628	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	97	43121	SH	DEFINE
NORTEL NETWORKS CORP	NOTE 4.250% 9/0	656568AB8	528277	560766000	PRN	DEFINE
NORTH EUROPEAN OIL ROYALTY TRUST	COMMON SHS	659310106	221	6000	SH	DEFINE
NORTH FORK BANCORP INC	COMMON SHS	659424105	106802	3540021	SH	DEFINE
NORTH FORK BANCORP INC	COMMON SHS	659424105	3669	121600	SH	DEFINE
NORTH FORK BANCORP INC	COMMON SHS	659424105	348433	11549000	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	35387	1712000	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	70	3400	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	40751	1971500	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	237	4281	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	4	77	SH	DEFINE
NORTHGATE MINERALS CORP	COMMON SHS	666416102	4692	1150000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	66945	1045041	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	64060	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	9724	151790	SH	DEFINE
NORTHSTAR NEUROSCIENCE INC	COMMON SHS	66704V101	583	56200	SH	DEFINE
NORTHSTAR NEUROSCIENCE INC	COMMON SHS	66704V101	566	54500	SH	DEFINE
NORTHWEST PIPE COMPANY	COMMON SHS	667746101	8425	333000	SH	DEFINE
NORTHWESTERN CORP	*W EXP99/99/999	668074115	1033	106864	SH	DEFINE
NORTHWESTERN CORP	COMMON SHS	668074305	68323	1989028	SH	DEFINE
NOVAGOLD RES INC	COMMON SHS	66987E206	5769	450000	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	5145	95420	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	4827	89514	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	2902	53820	SH	DEFINE
NOVELIS INC	COMMON SHS	67000X106	584	24466	SH	DEFINE
NOVELIS INC	COMMON SHS	67000X106	13388	561118	SH	DEFINE
NOVELIS INC	COMMON SHS	67000X106	52	2277	SH	DEFINE
NRG ENERGY INC	COMMON SHS	629377508	297	6159	SH	DEFINE
NRG ENERGY INC	COMMON SHS	629377508	125	2600	SH	DEFINE
NRG ENERGY INC	COMMON SHS	629377508	10	209	SH	DEFINE
NSTAR	COMMON SHS	67019E107	386	13480	SH	DEFINE

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

NTL INC	COMMON SHS	62941W101	572021	22972732	SH	DEFINE
NTL INC	COMMON SHS	62941W101	1267	50873	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	67020Y100	289	28766	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	67020Y100	5498	546479	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	67020Y100	83424	8292614	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	67020Y100	1275	126724	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	214288	3950002	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	114	2107	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	12877	237364	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	15	268	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	COMMON SHS	670656107	507	38600	SH	DEFINE
NUVEEN INVESTMENTS INC	COMMON SHS	67090F106	314	7301	SH	DEFINE
NUVEEN INVESTMENTS INC	COMMON SHS	67090F106	93386	2169236	SH	DEFINE
NUVEEN INVESTMENTS INC	COMMON SHS	67090F106	2092	48600	SH	DEFINE
NUVEEN NEW JERSEY PREMIUM INCOME M	COMMON SHS	67101N106	178	12598	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	COMMON SHS	6706K4105	298	25000	SH	DEFINE
NUVELO INC	COMMON SHS	67072M301	14209	853365	SH	DEFINE
NVIDIA CORP	COMMON SHS	67066G104	7	320	SH	DEFINE
NVIDIA CORP	COMMON SHS	67066G104	2589	121600	SH	DEFINE
NVR INC	COMMON SHS	62944T105	296	603	SH	DEFINE
NVR INC	COMMON SHS	62944T105	147	300	SH	DEFINE
NVR INC	COMMON SHS	62944T105	79493	161817	SH	DEFINE
NVR INC	COMMON SHS	62944T105	1523	3100	SH	DEFINE
NYSE GROUP INC	COMMON SHS	62949W103	5572	81372	SH	DEFINE
NYSE GROUP INC	COMMON SHS	62949W103	5478	80000	SH	DEFINE
O'REILLY AUTOMOTIVE INC	COMMON SHS	686091109	9260	296900	SH	DEFINE
OAKLEY INC	COMMON SHS	673662102	233	13833	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	5538	54000	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	9	86	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	975	9512	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	13198	128700	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	337	8880	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	8	203	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	267	7015	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	6983	183759	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	5179	127100	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	1577	38700	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	257	6300	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	452	11100	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	9204	225863	SH	DEFINE
OGE ENERGY CORP	COMMON SHS	670837103	210	6000	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	8666	252800	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	22697	662100	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	31394	915800	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	245609	11493183	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	356993	16705332	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	1890	88455	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	19653	919638	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	7	312	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COMMON SHS	681936100	401	30300	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COMMON SHS	681936100	1683	127300	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COMMON SHS	681936100	1066	80600	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	19333	893000	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	422	19500	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	291	6127	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	283	5960	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	120027	2531140	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	2162	45600	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	503	10600	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	15	320	SH	DEFINE
OMNICARE INC	DCV 3.250%12/1	681904AL2	14580	16000000	PRN	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	3100	34791	SH	DEFINE

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

ONEOK INC	COMMON SHS	682680103	102	3000	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	158943	4669300	SH	DEFINE
ONYX PHARMACEUTICALS INC	COMMON SHS	683399109	2299	136600	SH	DEFINE
OPEN TEXT CORP	COMMON SHS	683715106	27945	1745455	SH	DEFINE
OPEN TEXT CORP	COMMON SHS	683715106	20371	1272388	SH	DEFINE
OPEN TEXT CORP	COMMON SHS	683715106	4679	292256	SH	DEFINE
OPEN TEXT CORP	COMMON SHS	683715106	157	9800	SH	DEFINE
OPEN TEXT CORP	COMMON SHS	683715106	4196	262100	SH	DEFINE
OPTIONSPRESS HOLDINGS INC	COMMON SHS	684010101	63	2703	SH	DEFINE
OPTIONSPRESS HOLDINGS INC	COMMON SHS	684010101	5009	214900	SH	DEFINE
OPTIONSPRESS HOLDINGS INC	COMMON SHS	684010101	119	5100	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	530867	36636780	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	4651	320960	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	6	445	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	7245	500000	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	29	2000	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	8636	596018	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	7	459	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	2416	166710	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	2912	201000	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	1588	109580	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	625	43100	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	64	3961	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	10841	671700	SH	DEFINE
ORBOTECH LTD	COMMON SHS	M75253100	16167	705050	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	92015	2369090	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	1204	31000	SH	DEFINE
ORIENTAL FINANCIAL GROUP INC	COMMON SHS	68618W100	4538	355664	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	46684	982400	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	36	767	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	428	9000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	98551	2073880	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	1402	29500	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	7	140	SH	DEFINED
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	4751	144150	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	75115	1269900	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	13	218	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	13858	484554	SH	DEFINE
PACER INTERNATIONAL INC	COMMON SHS	69373H106	26973	827886	SH	DEFINE
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	279	8959	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	DCV 3.000%10/1	695112AG7	6759	2000000	PRN	DEFINE
PACTIV CORP	COMMON SHS	695257105	45834	1851879	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	795	32120	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	74	3004	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	11	464	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	626	25290	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	2190	88488	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	10658	430620	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	731	29522	SH	DEFINE
PALL CORP	COMMON SHS	696429307	14000	500000	SH	DEFINE
PALL CORP	COMMON SHS	696429307	572	20415	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	0	9	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	4470	809700	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	114	1700	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	13972	207800	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COMMON SHS	69888P106	11459	620760	SH	DEFINE
PARALLEL PETROLEUM CORP	COMMON SHS	699157103	3089	125000	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173209	9415	740751	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173209	12	960	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	19194	665300	SH	DEFINE
PARKER HANNIFIN CORP	COMMON SHS	701094104	10	135	SH	DEFINE
PARKER HANNIFIN CORP	COMMON SHS	701094104	198	2550	SH	DEFINE

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

PARKWAY PROPERTIES INC	COMMON SHS	70159Q104	55	1210	SH	DEFINE
PARKWAY PROPERTIES INC	COMMON SHS	70159Q104	18428	405000	SH	DEFINE
PARTNERRE LTD	COMMON SHS	G6852T105	456	7125	SH	DEFINE
PATHMARK STORES INC	*WEXP 09/10/201	70322A119	10	30000	SH	DEFINE
PATRIOT CAPITAL FUNDING INC	COMMON SHS	70335Y104	4884	440000	SH	DEFINE
PATTERSON COS INC	COMMON SHS	703395103	3534	101175	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	119	4200	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	212	7500	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	43	1104	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	238	6110	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	20619	528953	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	88634	2273824	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	253	6500	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	11	280	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	312	8000	SH	DEFINE
PDL BIOPHARMA INC.	COMMON SHS	69329Y104	1289	70000	SH	DEFINE
PDL BIOPHARMA INC.	COMMON SHS	69329Y104	264	14340	SH	DEFINE
PDL BIOPHARMA INC.	COMMON SHS	69329Y104	17046	925900	SH	DEFINE
PDL BIOPHARMA INC.	COMMON SHS	69329Y104	230	12500	SH	DEFINE
PDL BIOPHARMA INC.	COMMON SHS	69329Y104	8	460	SH	DEFINE
PDL BIOPHARMA INC.	COMMON SHS	74369LAD5	13664	12550000	PRN	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	109303	1960600	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	44	797	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	16285	292110	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	52808	947222	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	151	2700	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	7	120	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	223	4000	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	815	18000	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	1	21	SH	DEFINE
PENGROWTH ENERGY TRUST	TRUST UNIT A	706902301	77	2897	SH	DEFINE
PENGROWTH ENERGY TRUST	TRUST UNIT A	706902301	253	10500	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	29275	754900	SH	DEFINE
PENN VIRGINIA CORP	COMMON SHS	707882106	210	3000	SH	DEFINE
PENN VIRGINIA RESOURCES PARTNERS L	COMMON SHS	707884102	231	8600	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	27	402	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	2361	34971	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	10	152	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	SH BEN INT	709102107	44	1085	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	SH BEN INT	709102107	42	1050	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	SH BEN INT	709102107	10347	256300	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COMMON SHS	709754105	17611	806736	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	26323	882147	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	36	1200	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	1666	70668	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	72	3056	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	127332	5400000	SH	DEFINE
PEPSIAMERICAS INC	COMMON SHS	71343P200	500	22600	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	1921	32000	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	66	1107	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	6068	101066	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	86124	1434442	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	59710	994496	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	408	6800	SH	DEFINE
PERKINELMER INC	COMMON SHS	714046109	451	21568	SH	DEFINE
PETRO-CANADA	COMMON SHS	71644E102	316795	5981785	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	8388	77688	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	432	4000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	1779	22280	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	22	270	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	1597	20000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	705870	8841054	SH	DEFINE

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

PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	1599	17900	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	161	1800	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	3840	43000	SH	DEFINE
PETROLEUM & RESOURCES CORP	COMMON SHS	716549100	5099	150000	SH	DEFINE
PETSMART INC	COMMON SHS	716768106	20620	805482	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	831941	35446985	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	55661	2371571	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	72637	3094900	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	117	5000	SH CALL	DEFINE
PFIZER INC	COMMON SHS	717081103	168942	7198230	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	549933	23431333	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	7508	319885	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	46940	2000000	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	40927	1743821	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	76934	3277987	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	1290386	54980228	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	2870	122286	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	8201	349446	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	87843	3742762	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	189	8060	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	3853	164169	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	459	19561	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	45	1144	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	587908	14967111	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	11955	340400	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	15524	442016	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	162	4600	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	171035	4870030	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	2648	75400	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	852	50000	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	5104	299700	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	1248	15188	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	156	1900	SH	DEFINE
PHI INC.	COMMON SHS	69336T106	2966	95100	SH	DEFINE
PHI INC.	COMMON SHS	69336T205	18144	546499	SH	DEFINE
PHI INC.	COMMON SHS	69336T205	5000	150600	SH	DEFINE
PHI INC.	COMMON SHS	69336T205	2324	70000	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	426	12351	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	6172	178801	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	8812	255259	SH	DEFINE
PHILLIPS VAN HEUSEN CORP	COMMON SHS	718592108	635	16632	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	550	78760	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	11640	1667680	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	10652	1526100	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	15249	2184680	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	183	26160	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	3129	448210	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	1	25	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	84	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	277087	6942800	SH	DEFINE
PIONEER DRILLING CO	COMMON SHS	723655106	3551	230000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	4506	97100	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	93	2000	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	2518	60979	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	1794	43430	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	24454	592100	SH	DEFINE
PLATINUM UNDERWRITER HLDGS LTD	COMMON SHS	G7127P100	3423	122340	SH	DEFINE
PLUM CREEK TIMBER CO INC	COMMON SHS	729251108	9215	259569	SH	DEFINE
PLUM CREEK TIMBER CO INC	COMMON SHS	729251108	12890	363085	SH	DEFINE
PLUM CREEK TIMBER CO INC	COMMON SHS	729251108	178	5000	SH	DEFINE
PMC-SIERRA INC	COMMON SHS	69344F106	283	30126	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	61507	1379700	SH	DEFINE

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

PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	5238	74647	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	46508	1863300	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	206	8250	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	115130	2497390	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	710	15400	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	2	37	SH	DEFINE
POLYONE CORP	COMMON SHS	73179P106	12292	1400000	SH	DEFINE
POLYONE CORP	COMMON SHS	73179P106	1	75	SH	DEFINE
PORTALPLAYER INC	COMMON SHS	736187204	5877	599065	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	86	7162	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	22933	1903153	SH	DEFINE
POSCO	SPONSORED ADR	693483109	30611	457557	SH	DEFINE
POSCO	SPONSORED ADR	693483109	9	133	SH	DEFINE
POSCO	SPONSORED ADR	693483109	707	10575	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1216	18169	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1586	23704	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1194	17844	SH	DEFINE
POTLATCH CORP	COMMON SHS	737630103	213866	5665329	SH	DEFINE
POWELL INDUSTRIES INC	COMMON SHS	739128106	5595	233800	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	10083	576844	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	23449	1341500	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	9	530	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	704	100000	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	2824	401100	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	7467	1060638	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	10	150	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	3041	46082	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	198	3000	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	395	12217	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	216423	6700400	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	189706	3513078	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	150	2770	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	14845	274913	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	30348	562000	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	270	5000	SH	DEFINE
PRECISION CASTPARTS CORP	COMMON SHS	740189105	450	7523	SH	DEFINE
PRECISION CASTPARTS CORP	COMMON SHS	740189105	93665	1567360	SH	DEFINE
PRECISION CASTPARTS CORP	COMMON SHS	740189105	1894	31700	SH	DEFINE
PRECISION DRILLING TRUST	COMMON SHS	740215108	1912	51532	SH	DEFINE
PRECISION DRILLING TRUST	COMMON SHS	740215108	4425	119268	SH	DEFINE
PRECISION DRILLING TRUST	COMMON SHS	740215108	7	200	SH	DEFINE
PREMIUM STANDARD FARMS INC	COMMON SHS	74060C105	31649	1950000	SH	DEFINE
PREPAID LEGAL SERVICES INC	COMMON SHS	740065107	286	8300	SH	DEFINE
PRESIDENTIAL LIFE CORP	COMMON SHS	740884101	12467	507200	SH	DEFINE
PRESSTEK INC	COMMON SHS	741113104	3925	421600	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	12521	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	53	950	SH	DEFINE
PRINTRONIX INC	COMMON SHS	742578107	1742	130000	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	167228	3007700	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	431	7748	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	23130	416012	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	88459	1590987	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	89326	1606580	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	878	15800	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	34	610	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	3146	73387	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	485331	11321000	SH	DEFINE
PROGRESSIVE CORP	COMMON SHS	743315103	645	25088	SH	DEFINE
PROLIANCE INTERNATIONAL INC	COMMON SHS	74340R104	3806	823800	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	254	4869	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	1687	32371	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	80418	1542934	SH	DEFINE

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

PROSPERITY BANCSHARES INC	COMMON SHS	743606105	5027	152837	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	12336	264600	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	51	1100	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	5	101	SH	DEFINE
PROVIDENCE & WORCHESTER RAILROAD C	COMMON SHS	743737108	4182	205000	SH	DEFINE
PROVIDENCE SERVICE CORP	COMMON SHS	743815102	204	7500	SH	DEFINE
PROVIDENT ENERGY TRUST	TR UNIT	74386K104	401	32395	SH	DEFINE
PROVIDIAN FINANCIAL CORP	NOTE 4.000% 5/1	74406AAC6	13894	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	112665	1450000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	223598	2877706	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	12	158	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	1025	13192	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	20	255	SH	DEFINE
PS BUSINESS PARKS INC	COMMON SHS	69360J107	202	3420	SH	DEFINE
PS BUSINESS PARKS INC	COMMON SHS	69360J107	63090	1069325	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COMMON SHS	74439H108	21918	764770	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	9434	142685	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	479404	7250511	SH	DEFINE
PUBLIC STORAGE INC	COMMON SHS	74460D109	178	2348	SH	DEFINE
PUBLIC STORAGE INC	COMMON SHS	74460D109	1568	20662	SH	DEFINE
PUBLIC STORAGE INC	COMMON SHS	74460D109	50906	670700	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	21	1000	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	238241	11091300	SH	DEFINE
PULTE HOMES INC	COMMON SHS	745867101	75110	2608900	SH	DEFINE
PULTE HOMES INC	COMMON SHS	745867101	157	5470	SH	DEFINE
PULTE HOMES INC	COMMON SHS	745867101	12400	430700	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	SH BEN INT	746922103	332	30000	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	56	1405	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	264	6580	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	56943	1421077	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	117319	2927849	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	248	6200	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	100	2500	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	16	390	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	681	17000	SH	DEFINE
QUANTA SERVICES INC	COMMON SHS	74762E102	22529	1300000	SH	DEFINE
QUEBECOR WORLD INC	COMMON SHS	748203106	53381	4304933	SH	DEFINE
QUEBECOR WORLD INC	COMMON SHS	748203106	51016	4114214	SH	DEFINE
QUEBECOR WORLD INC	COMMON SHS	748203106	9957	802950	SH	DEFINE
QUEBECOR WORLD INC	COMMON SHS	748203106	39786	3208566	SH	DEFINE
QUEBECOR WORLD INC	COMMON SHS	748203106	4081	329124	SH	DEFINE
QUEBECOR WORLD INC	COMMON SHS	748203106	4395	354473	SH	DEFINE
QUEBECOR WORLD INC	COMMON SHS	748203106	8528	687732	SH	DEFINE
QUEENSTAKE RES LTD YUKON	COMMON SHS	748314101	23	59916	SH	DEFINE
QUEENSTAKE RES LTD YUKON	COMMON SHS	748314101	3188	7500000	SH	DEFINE
QUEST CAPITAL CORP	COMMON SHS	74835U109	249	92500	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	46	764	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	29960	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	2	40	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	33263	555119	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	39816	664490	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	15861	1129732	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	19751	1406738	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	2424	30113	SH	DEFINE
QWEST COMMUNICATIONS INTERNATIONAL	COMMON SHS	749121109	8	1018	SH	DEFINE
QWEST COMMUNICATIONS INTERNATIONAL	COMMON SHS	749121109	361	44645	SH	DEFINE
R & G FINANCIAL CORP	COMMON SHS	749136107	455	52990	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	142519	4460700	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	3336	104410	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	3288	102900	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	700	21920	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	8376	262145	SH	DEFINE

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

R R DONNELLEY & SONS CO	COMMON SHS	257867101	362	11337	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	23975	750400	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	21337	667821	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	421	7786	SH	DEFINE
RACKABLE SYSTEMS INC	COMMON SHS	750077109	6867	173900	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	49949	808500	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	4448	72000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	513	8300	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	2	110	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	300	21440	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	1699	121350	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	14529	1037750	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	384	27400	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	14	990	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	140	10000	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	85	3165	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	20	759	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	11731	435600	SH	DEFINE
RANDGOLD RESOURCES LTD	ADR	752344309	44680	2127600	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	478281	10731005	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	5476	122870	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	8354	187426	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	26742	600000	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	1732	38871	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	6514	146161	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	33539	752500	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	16014	359304	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	267	6000	SH	DEFINE
RC2 CORP	COMMON SHS	749388104	8884	229810	SH	DEFINE
RC2 CORP	COMMON SHS	749388104	748	19358	SH	DEFINE
RC2 CORP	COMMON SHS	749388104	121	3120	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	153	14262	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	2	191	SH	DEFINE
RED HAT INC	COMMON SHS	756577102	7	310	SH	DEFINE
RED HAT INC	COMMON SHS	756577102	1380	58970	SH	DEFINE
RED LION HOTELS CORP	COMMON SHS	756764106	6123	559200	SH	DEFINE
REDBACK NETWORKS INC	COMMON SHS	757209507	9968	543500	SH	DEFINE
REDWOOD TRUST INC	COMMON SHS	758075402	44	905	SH	DEFINE
REDWOOD TRUST INC	COMMON SHS	758075402	17808	364700	SH	DEFINE
REED ELSEVIER NV	SPONSORED ADR	758204101	23295	776511	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	6539	321800	SH	DEFINE
REGENCY CENTERS CORP	COMMON SHS	758849103	128	2060	SH	DEFINE
REGENCY CENTERS CORP	COMMON SHS	758849103	1199	19300	SH	DEFINE
REGENCY CENTERS CORP	COMMON SHS	758849103	32722	526500	SH	DEFINE
REGIONS FINANCIAL CORP	COMMON SHS	7591EP100	821	24776	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	46895	1316900	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	356	10000	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	13124	755107	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	9088	522900	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	123040	1483300	SH	DEFINE
RELIANT ENERGY INC	COMMON SHS	75952B105	57206	4775140	SH	DEFINE
RELIANT ENERGY INC	COMMON SHS	75952B105	9	788	SH	DEFINE
RELIANT ENERGY INC	NOTE 5.000% 8/1	75952BAD7	8288	6000000	PRN	DEFINE
RENAISSANCE HOLDINGS LTD	COMMON SHS	G7496G103	999	20625	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	5980	240560	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	256	10300	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	10	420	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	30570	1089434	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	20257	721913	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	215	7675	SH	DEFINE
REPUBLIC AIRWAYS HOLDINGS INC	COMMON SHS	760276105	17578	1032762	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	129163	3201855	SH	DEFINE

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

REPUBLIC SERVICES INC	COMMON SHS	760759100	292	7250	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	134879	1733660	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	46	655	SH	DEFINE
RESMED INC	COMMON SHS	761152107	45	963	SH	DEFINE
RESMED INC	COMMON SHS	761152107	27273	580900	SH	DEFINE
RESOURCES CONNECTION INC	COMMON SHS	76122Q105	11752	469700	SH	DEFINE
REUTERS GROUP PLC	SPONSORED ADR	76132M102	789	18570	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	116429	3796200	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	46	1500	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	1208	39388	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	668764	5800208	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	404	3500	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	3	24	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COMMON SHS	76657R106	6883	412656	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COMMON SHS	76657R106	14368	861400	SH	DEFINE
RIO NARCEA GOLD MINES LTD	COMMON SHS	766909105	17891	8169400	SH	DEFINE
RIO NARCEA GOLD MINES LTD	COMMON SHS	766909105	7227	3300000	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	10841	51695	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	419	2000	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	89477	1857136	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	82	1700	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	7	137	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	471	11206	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	12600	300000	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	1430	34050	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	159649	3801164	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	2432	57900	SH	DEFINE
ROCKFORD CORP	COMMON SHS	77316P101	2409	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	65	896	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	31	425	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	535	7435	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	54815	761214	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	473	8474	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	5587	100000	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	566	10135	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	167530	2998560	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	2699	48300	SH	DEFINE
ROGERS COMMUNICATIONS INC	COMMON SHS	775109200	352	7835	SH	DEFINE
ROGERS COMMUNICATIONS INC	COMMON SHS	775109200	171	4225	SH	DEFINE
ROGERS COMMUNICATIONS INC	COMMON SHS	775109200	29976	667950	SH	DEFINE
ROHM & HAAS CO	COMMON SHS	775371107	1428	28495	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	246228	5266900	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	122	2600	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	4	76	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	194	6920	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	705	25150	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	51917	1850869	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	1052	37500	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	11	380	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	17016	478100	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	181	5073	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	202	5678	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	81296	2284241	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	1726	48500	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	421732	9305639	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	352	8640	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COMMON SHS	V7780T103	2272	59392	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	18068	258599	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	159018	2275914	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	26607	380802	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	8008	114607	SH	DEFINE
ROYAL DUTCH SHELL	SPON ADR B	780259107	360	5152	SH	DEFINE

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

ROYAL DUTCH SHELL	SPONS ADR A	780259206	13769	205570	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	6774	101130	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	268	4000	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	18754	280000	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	308	4600	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	38899	580761	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	295639	4413843	SH	DEFINE
ROYAL DUTCH SHELL	SPONS ADR A	780259206	9	140	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	COMMON SHS	779915107	51208	4096600	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	COMMON SHS	779915107	6410	512800	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	31667	1759300	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	10446	580307	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	13800	507528	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	41	1500	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	13234	237000	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	47357	848090	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	2060	36900	SH	DEFINE
RUDOLPH TECHNOLOGIES INC	COMMON SHS	781270103	4190	288966	SH	DEFINE
RUSS BERRIE & CO INC	COMMON SHS	782233100	28455	2321000	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	42464	2338318	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	7	385	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COMMON SHS	783332109	6559	321200	SH	DEFINE
RYLAND GROUP INC	COMMON SHS	783764103	45694	1048743	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	UNIT SER 1	78462F103	5158	40528	SH	DEFINE
SABRE HOLDINGS CORP	COMMON SHS	785905100	110	5000	SH	DEFINE
SABRE HOLDINGS CORP	COMMON SHS	785905100	97	4400	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	352	6250	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	18	314	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	3329	70000	SH	DEFINE
SAFeway INC	COMMON SHS	786514208	464	17855	SH	DEFINE
SAKS INC	COMMON SHS	79377W108	28298	1750000	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	19	720	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	33959	1273794	SH	DEFINE
SALISBURY BANCORP INC	COMMON SHS	795226109	297	7550	SH	DEFINE
SANDISK CORP	COMMON SHS	80004C101	516	10130	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	332	6813	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	26824	550797	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	2465	50612	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	51	971	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	243	4620	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	25963	494342	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	75001	1428043	SH	DEFINE
SAPIENT CORP	COMMON SHS	803062108	25072	4730540	SH	DEFINE
SAPPI LTD	SPON ADR NEW	803069202	667	53420	SH	DEFINE
SAPPI LTD	SPON ADR NEW	803069202	64725	5182110	SH	DEFINE
SAPPI LTD	SPON ADR NEW	803069202	17	1350	SH	DEFINE
SAPPI LTD	SPON ADR NEW	803069202	13343	1068270	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	13	800	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	2711	169221	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	3362	209860	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	210	13100	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	12	770	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	1835	55372	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	8945	269910	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	5	160	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	143	4300	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	ADR	804098101	10	316	SH	DEFINE
SAUL CENTERS INC	COMMON SHS	804395101	408	10000	SH	DEFINE
SBA COMMUNICATIONS CORP	COMMON SHS	78388J106	312	11942	SH	DEFINE
SBA COMMUNICATIONS CORP	COMMON SHS	78388J106	70208	2685850	SH	DEFINE
SBA COMMUNICATIONS CORP	COMMON SHS	78388J106	1968	75300	SH	DEFINE
SCANA CORP	COMMON SHS	80589M102	797	20662	SH	DEFINE

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

SCHERING-PLOUGH CORP	COMMON SHS	806605101	763	40118	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	320	16840	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	3831	201291	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	68631	3606483	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	255	13400	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	9	470	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	1154	22926	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	3449	68525	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	442899	8799900	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	80	1226	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	278	4265	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	76528	1175359	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	25758	395610	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	208	3200	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	716	11000	SH	DEFINE
SCHLUMBERGER LTD	DCV 1.500% 6/0	806857AC2	23660	13000000	PRN	DEFINE
SCHNITZER STEEL INDUSTRIES INC	COMMON SHS	806882106	1109	31250	SH	DEFINE
SCHNITZER STEEL INDUSTRIES INC	COMMON SHS	806882106	1004	28300	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	9446	363740	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	313	12050	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	3	123	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	132	5070	SH	DEFINE
SCI SYSTEMS INC	NOTE3.000% 3/1	783890AF3	64185	66000000	PRN	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	253	7098	SH	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	717	20117	SH	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	70069	1967131	SH	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	1289	36200	SH	DEFINE
SCOTTS MIRACLE-GRO HOLDING CO	COMMON SHS	810186106	152	3600	SH	DEFINE
SCOTTS MIRACLE-GRO HOLDING CO	COMMON SHS	810186106	3809	90000	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	691620	30548596	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	4756	210072	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	14970	661200	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	4701	207644	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	2568	113440	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	999	44130	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	3009	132926	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	29829	1317545	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	1043	46085	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	652	28777	SH	DEFINE
SEARS HOLDING CORP	COMMON SHS	812350106	395	2550	SH	DEFINE
SEI INVESTMENT CO	COMMON SHS	784117103	25	510	SH	DEFINE
SEI INVESTMENT CO	COMMON SHS	784117103	15422	315501	SH	DEFINE
SEI INVESTMENT CO	COMMON SHS	784117103	220	4500	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	36316	650000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	25	452	SH	DEFINE
SEMCO ENERGY INC	COMMON SHS	78412D109	723	130000	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	315	6928	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	292391	6429000	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	17877	1237148	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070105	2819	121500	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070501	5894	256600	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	75685	1324560	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	1251	21900	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	751	92210	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	17871	2195470	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	954	117250	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	10730	1318196	SH	DEFINE
SERVICEMASTER CO	COMMON SHS	81760N109	135	13087	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	10415	937400	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	10001	900219	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	2320	208800	SH	DEFINE

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

SHERWIN-WILLIAMS CO	COMMON SHS	824348106	424	8933	SH	DEFINE
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	6	116	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPN ADR RESTRD	824596100	17857	188963	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPN ADR RESTRD	824596100	312	3297	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	380	8590	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	18060	408314	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	97	2200	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	11672	263890	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	6069	185150	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	41274	475400	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	28664	330156	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	365	4200	SH	DEFINE
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	14	300	SH	DEFINE
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	18588	412800	SH	DEFINE
SIERRA HEALTH SERVICES INC	DCV 2.250% 3/1	826322AB5	9868	2000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	87345	6238900	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	48615	3472473	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	683	9400	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	14528	200000	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	2302	31696	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	9080	125000	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	5634	1370840	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	78	18900	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	74	18010	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	1315	319890	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	4352	134400	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	7653	236347	SH	DEFINE
SIGNET GROUP PLC	SP ADR REP 10	82668L872	1395	78500	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	93259	2653164	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	1350	38400	SH	DEFINE
SIMON PROPERTY GROUP INC	COMMON SHS	828806109	432	5212	SH	DEFINE
SIMON PROPERTY GROUP INC	COMMON SHS	828806109	9290	112013	SH	DEFINE
SIMON PROPERTY GROUP INC	COMMON SHS	828806109	58166	701308	SH	DEFINE
SIMON PROPERTY GROUP INC	COMMON SHS	828806109	1493	18000	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	484	7069	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	13700	200000	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COMMON SHS	829073105	8	230	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COMMON SHS	829073105	505	14000	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	40	1250	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	535	16600	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	72193	2240630	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	586	18200	SH	DEFINE
SIX FLAGS INC	NOTE 4.500% 5/1	83001PAJ8	10612	10000000	PRN	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	219952	9391611	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	114607	4893572	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	14229	607562	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	26199	1118680	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	1976	84352	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	4575	195329	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	3575	152630	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	62	2660	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	2186	93344	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	25755	1038500	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	20	800	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	40	1600	SH	DEFINE
SLM CORP	COMMON SHS	78442P106	3703	69969	SH	DEFINE
SMITH & NEPHEW PLC	SPDN ADR NEW	83175M205	925	24018	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	58	1304	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	462	10400	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	38624	868541	SH	DEFINE
SMITHTOWN BANCORP INC	COMMON SHS	832449102	1738	71952	SH	DEFINE
SMUCKER J M CO (THE)	COMMON SHS	832696405	1646	36816	SH	DEFINE

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

SOCIEDAD QUIMICA Y MINERA DE CHILE	SPON ADR SER B	833635105	8998	86400	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	192	56000	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	148	43309	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COMMON SHS	834453102	2342	150000	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	5623	1135900	SH	DEFINE
SONY CORP	ADR NEW	835699307	28643	650375	SH	DEFINE
SONY CORP	ADR NEW	835699307	29177	662501	SH	DEFINE
SONY CORP	ADR NEW	835699307	72	1643	SH	DEFINE
SONY CORP	ADR NEW	835699307	927	21055	SH	DEFINE
SONY CORP	ADR NEW	835699307	2642	60000	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COMMON SHS	838518108	450	16415	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	645	20118	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	768902	23990700	SH	DEFINE
SOUTHERN COPPER CORPORATION	COMMON SHS	84265V105	229	2565	SH	DEFINE
SOUTHERN COPPER CORPORATION	COMMON SHS	84265V105	3034	34037	SH	DEFINE
SOUTHERN UNION CO	COMMON SHS	844030106	202	7450	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	1	57	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	1067	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	368	22460	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	2829	172833	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	33961	2074587	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	473	28900	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	23	1380	SH	DEFINE
SOUTHWESTERN ENERGY CO	COMMON SHS	845467109	374	12008	SH	DEFINE
SOUTHWESTERN ENERGY CO	COMMON SHS	845467109	132107	4239650	SH	DEFINE
SOUTHWESTERN ENERGY CO	COMMON SHS	845467109	2247	72100	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	356399	17547968	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	249	12254	SH	DEFINE
SOVRAN SELF STORAGE INC	COMMON SHS	84610H108	442	8700	SH	DEFINE
SOVRAN SELF STORAGE INC	COMMON SHS	84610H108	109	2150	SH	DEFINE
SOVRAN SELF STORAGE INC	COMMON SHS	84610H108	290	5700	SH	DEFINE
SPANSION INC	COMMON SHS	84649R101	22571	1415987	SH	DEFINE
SPARTON CORP	COMMON SHS	847235108	2047	242252	SH	DEFINE
SPIRIT FINANCE CORP	COMMON SHS	848568309	698	62000	SH	DEFINE
SPIRIT FINANCE CORP	COMMON SHS	848568309	1612	143200	SH	DEFINE
SPIRIT FINANCE CORP	COMMON SHS	848568309	1203	106800	SH	DEFINE
SPIRIT FINANCE CORP	COMMON SHS	848568309	191	17000	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	306087	15312029	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	2	99	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	475	23785	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	4808	240532	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	19809	990967	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	380	19000	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	10	523	SH	DEFINE
SPSS INC	COMMON SHS	78462K102	10338	321661	SH	DEFINE
SPX CORP	COMMON SHS	784635104	214	3820	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	65887	1415700	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	99017	2127573	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	93	2000	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	2723	58500	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	692	21350	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	25634	575000	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	161493	3622549	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	1861	41745	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	2417	54219	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	24046	539400	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	71447	1403400	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	3	64	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COMMON SHS	853626109	8223	376700	SH	DEFINE
STANDARD PACIFIC CORP	COMMON SHS	85375C101	25014	973300	SH	DEFINE
STANLEY WORKS	COMMON SHS	854616109	1261	26700	SH	DEFINE
STANLEY WORKS	COMMON SHS	854616109	287	6080	SH	DEFINE

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

STANTEC INC	COMMON SHS	85472N109	20947	992741	SH	DEFINE
STAPLES INC	COMMON SHS	855030102	5	209	SH	DEFINE
STAPLES INC	COMMON SHS	855030102	36	1500	SH	DEFINE
STAPLES INC	COMMON SHS	855030102	9627	395841	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	63	1661	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	5334	141259	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	60413	1599910	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COMMON SHS	85590A401	1355	22460	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COMMON SHS	85590A401	42217	699660	SH	DEFINE
STATE NATIONAL BANCSHARES INC	COMMON SHS	857124101	68171	1882936	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	153334	2639600	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	23	400	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	22275	383462	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	424	6221	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	118386	1738920	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	2642	38800	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	65569	997400	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	1292	19650	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	25	385	SH	DEFINE
STEINER LEISURE LTD	COMMON SHS	P8744Y102	20733	524479	SH	DEFINE
STEINER LEISURE LTD	COMMON SHS	P8744Y102	725	18337	SH	DEFINE
STEINER LEISURE LTD	COMMON SHS	P8744Y102	17120	433100	SH	DEFINE
STEINER LEISURE LTD	COMMON SHS	P8744Y102	2428	61420	SH	DEFINE
STEINER LEISURE LTD	COMMON SHS	P8744Y102	103	2600	SH	DEFINE
STEINER LEISURE LTD	COMMON SHS	P8744Y102	1380	34910	SH	DEFINE
STEREOTAXIS INC	COMMON SHS	85916J102	16076	1489870	SH	DEFINE
STEREOTAXIS INC	COMMON SHS	85916J102	345	32000	SH	DEFINE
STERICYCLE INC	COMMON SHS	858912108	43	663	SH	DEFINE
STERICYCLE INC	COMMON SHS	858912108	43184	663350	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	24510	1072200	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	249	10900	SH	DEFINE
STILLWATER MINING CO	COMMON SHS	86074Q102	3211	253246	SH	DEFINE
STORA ENSO OYJ	SPON ADR REP R	86210M106	30	2120	SH	DEFINE
STORA ENSO OYJ	SPON ADR REP R	86210M106	22589	1615829	SH	DEFINE
STORA ENSO OYJ	SPON ADR REP R	86210M106	111	7966	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COMMON SHS	86272T106	361	17400	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COMMON SHS	86272T106	30550	1473000	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COMMON SHS	86272T106	1043	50300	SH	DEFINE
STRAYER EDUCATION INC	COMMON SHS	863236105	12577	129500	SH	DEFINE
STRETRACKS GOLD TRUST	GOLD SHS	863307104	2824	46125	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	21	500	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	9480	225129	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	8422	200000	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	4403	105470	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	18240	436878	SH	DEFINE
SUMMA INDUSTRIES	COMMON SHS	86562T105	135	13698	SH	DEFINE
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	245534	5536282	SH	DEFINE
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	188	4720	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	6640	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	618	148860	SH	DEFINE
SUNCOR ENERGY INC	COMMON SHS	867229106	203910	2257135	SH	DEFINE
SUNCOR ENERGY INC	COMMON SHS	867229106	474	5850	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	1851	26718	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	641	9246	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	21159	305372	SH	DEFINE
SUNOPTA INC	COMMON SHS	8676EP108	24319	2620565	SH	DEFINE
SUNPOWER CORP	COMMON SHS	867652109	26	918	SH	DEFINE
SUNPOWER CORP	COMMON SHS	867652109	4	150	SH	DEFINE
SUNPOWER CORP	COMMON SHS	867652109	22420	800133	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	4551	164600	SH	DEFINE
SUNSTONE HOTEL INVESTORS INC	COMMON SHS	867892101	1808	62200	SH	DEFINE
SUNSTONE HOTEL INVESTORS INC	COMMON SHS	867892101	18093	622600	SH	DEFINE

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

SUNSTONE HOTEL INVESTORS INC	COMMON SHS	867892101	994	34200	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	101823	1335209	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	102	1336	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	3202	41986	SH	DEFINE
SUPERGEN INC	COMMON SHS	868059106	1584	436500	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	28732	847542	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	65187	1922911	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	6221	183500	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	34716	1898076	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	18	1000	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COMMON SHS	868358102	6043	461300	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	1756	112981	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	4	243	SH	DEFINE
SYMS CORP	COMMON SHS	871551107	26312	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	2068	77846	SH	DEFINE
SYNOPSYS INC	COMMON SHS	871607107	458	24400	SH	DEFINE
SYNOPSYS INC	COMMON SHS	871607107	2422	129020	SH	DEFINE
SYNOPSYS INC	COMMON SHS	871607107	5444	290024	SH	DEFINE
SYNOPSYS INC	COMMON SHS	871607107	30	1590	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	1925	63000	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	2	66	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	538	17620	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	25506	834628	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	16408	536912	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	507	16600	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	20	650	SH	DEFINE
T ROWE PRICE GROUP INC	COMMON SHS	74144T108	38	998	SH	DEFINE
T ROWE PRICE GROUP INC	COMMON SHS	74144T108	442	11682	SH	DEFINE
T ROWE PRICE GROUP INC	COMMON SHS	74144T108	27057	715600	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	2364	257498	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	473	51500	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	31253	3404424	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	22	2367	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	288	31384	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	30533	1567427	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	4764	272550	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COMMON SHS	875378101	5594	540000	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COMMON SHS	875465106	92	2840	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COMMON SHS	875465106	136	4200	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COMMON SHS	875465106	14508	448200	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	389	7950	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	25380	519341	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	1696	34700	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	4377	89571	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	1466	29995	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	15789	323080	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	55549	1136669	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	837	17119	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	17801	364255	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	157	3210	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	17	350	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	11946	1125956	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	48	4500	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	25558	2408902	SH	DEFINE
TASER INTERNATIONAL INC	COMMON SHS	87651B104	4372	552748	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	1688	97828	SH	DEFINE
TCF FINANCIAL CORP	COMMON SHS	872275102	466	17600	SH	DEFINE
TD AMERITRADE HOLDING CORP	COMMON SHS	87236Y108	6	415	SH	DEFINE
TD AMERITRADE HOLDING CORP	COMMON SHS	87236Y108	43	2909	SH	DEFINE
TD AMERITRADE HOLDING CORP	COMMON SHS	87236Y108	13903	938780	SH	DEFINE
TDK CORP	AMERN DEP SH	872351408	220	2900	SH	DEFINE
TECHNIP SA	SPONSORED ADR	878546209	3638	66000	SH	DEFINE

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

TECO ENERGY INC	COMMON SHS	872375100	92798	6211390	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	285	19100	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	140361	9395000	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	448	30000	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	4194	280737	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	5123	322799	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	24672	1285000	SH	DEFINE
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	76668	1832400	SH	DEFINE
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	28	681	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	33997	1155563	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	150	5098	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	191144	6497070	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	3298	112100	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	135954	10663091	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	119437	9367600	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	15	1192	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	12924	1013620	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	116	9100	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	14632	1147600	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	373	29290	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	1388	108890	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	564	44210	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COMMON SHS	879360105	6895	210480	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	106173	1965441	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	80	1475	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	27010	500000	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	162	3000	SH	DEFINE
TELEFONICA MOVILES SA	SPONSORED ADR	87938V105	259	18500	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	1673	33644	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	209882	4219589	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	23087	464161	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	97301	1956196	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	4506	90591	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	30	612	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	3517	70714	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	249	5000	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPON ADR ORD L	879403780	450100	21608250	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPON ADR ORD L	879403780	265724	12756782	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPON ADR ORD L	879403780	14886	714628	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPON ADR ORD L	879403780	83629	4014838	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPON ADR ORD L	879403780	1479	71004	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPON ADR ORD L	879403780	11	533	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPON ADR ORD L	879403780	112946	5422276	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPON ADR ORD L	879403780	3502	168100	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPON ADR ORD L	879403780	11643	558933	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPON ADR ORD L	879403780	697	33474	SH	DEFINE
TELENOR ASA	SPON ADR ORD L	87944W105	32	866	SH	DEFINE
TELENOR ASA	SPON ADR ORD L	87944W105	26588	728647	SH	DEFINE
TELENOR ASA	SPON ADR ORD L	87944W105	2611	71545	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433100	298	7200	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433860	202	5200	SH	DEFINE
TELETECH HOLDINGS INC	COMMON SHS	879939106	6270	495300	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	51209	3103590	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	690	41800	SH	DEFINE
TELUS CORP	COMMON SHS	87971M202	205770	4567601	SH	DEFINE
TELUS CORP	COMMON SHS	87971M202	8415	208400	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	428055	9984961	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	9	200	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	2255	52600	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	5402	126002	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	257	6000	SH	DEFINE
TEMPLETON DRAGON FUND INC	COMMON SHS	88018T101	226	10935	SH	SOLE

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

TEMPLETON DRAGON FUND INC	COMMON SHS	88018T101	17	800	SH	DEFINE
TEMPLETON EMERGING MARKETS FUND	COMMON SHS	880191101	1144	62908	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	COMMON SHS	880192109	171	14279	SH	SOLE
TEMPLETON EMERGING MARKETS INCOME	COMMON SHS	880192109	34	2800	SH	DEFINE
TEMPLETON GLOBAL INCOME FUND	COMMON SHS	880198106	278	32380	SH	DEFINE
TEMPLETON RUSSIA & EAST EUROPEAN	COMMON SHS	88022F105	768	11042	SH	SOLE
TEMPUR PEDIC INTL INC	COMMON SHS	88023U101	204	15100	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	503294	72105156	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	25748	3688870	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	3444	493474	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	16440	2355290	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	463	66300	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	1214	173970	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	1809	259102	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	2909	416729	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	28231	4044600	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	108	15440	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	1395	199859	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	559	80039	SH	DEFINE
TENNECO INC	COMMON SHS	880349105	57723	2220110	SH	DEFINE
TENNECO INC	COMMON SHS	880349105	996	38300	SH	DEFINE
TEPPCO PARTNERS L.P.	UT LTD PARTNER	872384102	582	16500	SH	DEFINE
TERADYNE INC	COMMON SHS	880770102	152	10900	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	597	6049	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	6	65	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	127235	1289105	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	2922	29600	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	26435	1093700	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	1422	45000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	75885	2402169	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	10677	338000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	422	13370	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	951	30100	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	ADR	881624209	790	25000	SH	DEFINE
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	6571	282000	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	42480	800000	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	1	12	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	10	184	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	8	270	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	15599	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	30074	992867	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	5	149	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	303	10000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	48395	525000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	650	7051	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	7	72	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	28438	516400	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	2639	47926	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	686	30000	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	4933	215600	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	461	12724	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	52721	1454760	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	12	230	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	25650	500000	SH	DEFINE
THOMAS WEISEL PARTNERS GROUP	COMMON SHS	884481102	4315	227000	SH	DEFINE
THOMSON CORP	COMMON SHS	884903105	48491	1127446	SH	DEFINE
THOMSON CORP	COMMON SHS	884903105	82	2124	SH	DEFINE
THOR INDUSTRIES INC	COMMON SHS	885160101	53809	1110600	SH	DEFINE
THQ INC	COMMON SHS	872443403	286	13250	SH	DEFINE
THQ INC	COMMON SHS	872443403	12581	582450	SH	DEFINE
TIBCO SOFTWARE INC	COMMON SHS	88632Q103	2996	425000	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	12315	250300	SH	DEFINE

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

TIDEWATER INC	COMMON SHS	886423102	10	200	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	42	850	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	2649	80222	SH	DEFINE
TIM HORTONS INC	COMMON SHS	88706M103	5745	200331	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	14378	550900	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	19	740	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	1	47	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	461512	26676982	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	28141	1626660	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	25197	1456500	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	585100	33820785	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	23355	1350000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	1393	80535	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	10938	632276	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	2	128	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	1658	95840	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	38138	2204500	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	110	6360	SH	DEFINE
TIMKEN CO	COMMON SHS	887389104	45017	1343400	SH	DEFINE
TITAN PHARMACEUTICALS INC	COMMON SHS	888314101	1048	489700	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	156	6825	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	803	35130	SH	DEFINE
TNT NV	SPONSORED ADR	87260W101	1461	40800	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	2103	82244	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	24767	968604	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	675	23161	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	583	20000	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	395959	6521064	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	13436	221280	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	1609	26502	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	1137	18730	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	884	14561	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	3163	52090	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	934	15380	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	4815	79300	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	50632	833853	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	3826	63010	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	1505	24780	SH	DEFINE
TORONTO DOMINION BANK	COMMON SHS	891160509	160748	2836063	SH	DEFINE
TORONTO DOMINION BANK	COMMON SHS	891160509	467	9208	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	28608	436636	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	4979	75992	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	8422	128544	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	10077	153798	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1402	13400	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	1202	11490	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	44	800	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	17084	309100	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	437	34497	SH	DEFINE
TRAMMELL CROW CO	COMMON SHS	89288R106	6978	198400	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COMMON SHS	893521104	1019	18227	SH	DEFINE
TRANSCANADA CORP	COMMON SHS	89353D107	46811	1469743	SH	DEFINE
TRANSCANADA CORP	COMMON SHS	89353D107	539	18800	SH	DEFINE
TRANSGLOBE ENERGY CORP	COMMON SHS	893662106	60	11150	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	6	77	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	28812	358710	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	3614	45000	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	NT CV JR 2032	89420G307	208	8500	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	NT CV JR 2032	89420G307	7356	300000	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	17571	1110680	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	7376	466214	SH	DEFINE
TRIAD GUARANTY INC	COMMON SHS	895925105	4419	90403	SH	DEFINE

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

TRIBUNE CO	COMMON SHS	896047107	29599	912700	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	1379	42522	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	2205	68000	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COMMON SHS	895919108	4282	225613	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COMMON SHS	895919108	6842	360481	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	572	12823	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	897	20100	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	148528	3327230	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	2490	55790	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	1149	100000	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	17381	1512735	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	92112	2280000	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	224	5547	SH	DEFINE
TRIZEC PROPERTIES INC	COMMON SHS	89687P107	1710	59700	SH	DEFINE
TRIZETTO GROUP INC	COMMON SHS	896882107	12610	852600	SH	DEFINE
TRIZETTO GROUP INC	COMMON SHS	896882107	1026	69400	SH	DEFINE
TRUMP ENTERTAINMENT RESORTS INC	COMMON SHS	89816T103	103608	5141843	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	11094	1006709	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	67	6085	SH	DEFINE
TRUSTREET PROPERTIES INC	COMMON SHS	898404108	356	27025	SH	DEFINE
TRUSTREET PROPERTIES INC	COMMON SHS	898404108	663	50300	SH	DEFINE
TRUSTREET PROPERTIES INC	COMMON SHS	898404108	458	34700	SH	DEFINE
TRUSTREET PROPERTIES INC	COMMON SHS	898404108	277	21006	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	27858	2118500	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	7969	606004	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	156	11850	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	1532	116470	SH	DEFINE
TUMBLEWEED COMMUNICATIONS CORP	COMMON SHS	899690101	3972	1393800	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPON ADR NEW	900111204	1127	95003	SH	DEFINE
TXU CORP	COMMON SHS	873168108	322	5380	SH	DEFINE
TXU CORP	COMMON SHS	873168108	5791	96856	SH	DEFINE
TXU CORP	COMMON SHS	873168108	57385	959774	SH	DEFINE
TXU CORP	COMMON SHS	873168108	221	3700	SH	DEFINE
TXU CORP	COMMON SHS	873168108	10	160	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	1061902	38614620	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	37062	1347719	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	1596	58020	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	674246	24518050	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	5103	185551	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	42626	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	22655	823826	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	2315	84167	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	67151	2441858	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	2496	90760	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	7207	262080	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	82361	2994929	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	92	3360	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	3845	139816	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	1498	54475	SH	DEFINE
U-STORE-IT TRUST	COMMON SHS	91274F104	153	8135	SH	DEFINE
U-STORE-IT TRUST	COMMON SHS	91274F104	473	25100	SH	DEFINE
U-STORE-IT TRUST	COMMON SHS	91274F104	46224	2450900	SH	DEFINE
U-STORE-IT TRUST	COMMON SHS	91274F104	1435	76100	SH	DEFINE
UBS AG	COMMON SHS	H8920M855	2740	24975	SH	DEFINE
UBS AG	COMMON SHS	H8920M855	34147	311273	SH	DEFINE
UBS AG	COMMON SHS	H8920M855	2640	24068	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	12023	726906	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	34949	2112971	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	2074	125400	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COMMON SHS	90385D107	4934	257540	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	6228	186800	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	187	5594	SH	DEFINE

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

UMB FINANCIAL CORP	COMMON SHS	902788108	4771	143100	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GDR REP PFD UT	90458E107	1672	25180	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GDR REP PFD UT	90458E107	289168	4355600	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	429	19020	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	32590	1445237	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	1416	62786	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	1375	60957	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	19578	868200	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	27888	300000	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	14644	157525	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COMMON SHS	90933T109	4526	217168	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	18614	563704	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	2231	27103	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	1135	13785	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	58870	715051	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	29625	359827	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	123	1500	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	906	11000	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	103841	1480900	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	39669	565730	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	638	9100	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	2565	36580	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	547	7800	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	5181	172289	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	21602	718400	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	215360	3395780	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	91	1435	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	50736	800000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	4211	66400	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	58723	925937	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	57973	914106	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	558	8800	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	20	320	SH	DEFINE
UNITED THERAPEUTICS CORP	COMMON SHS	91307C102	2455	42500	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	2	43	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	356	7960	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	20987	468665	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	17521	391258	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	399	8900	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	14	320	SH	DEFINE
UNITRIN INC	COMMON SHS	913275103	489	11220	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	53525	850000	SH	DEFINE
UNIVERSAL CORP	COMMON SHS	913456109	23285	625600	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	201	4000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	8729	173674	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	133553	3986669	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	137	4100	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	24872	742447	SH	DEFINE
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	1702	93900	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	11618	540636	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	685	39150	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	3717	212508	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	33	1910	SH	DEFINE
US BANCORP	COMMON SHS	902973304	4712	152592	SH	DEFINE
US BANCORP	COMMON SHS	902973304	152378	4934524	SH	DEFINE
US BANCORP	COMMON SHS	902973304	110864	3590150	SH	DEFINE
US BANCORP	COMMON SHS	902973304	2933	94978	SH	DEFINE
US BANCORP	COMMON SHS	902973304	372	12050	SH	DEFINE
US BANCORP	COMMON SHS	902973304	8710	282057	SH	DEFINE
US BANCORP	COMMON SHS	902973304	28425	920500	SH	DEFINE
UST INC	COMMON SHS	902911106	249	5506	SH	DEFINE
V F CORP	COMMON SHS	918204108	33960	500000	SH	DEFINE

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

V F CORP	COMMON SHS	918204108	795	11700	SH	DEFINE
V F CORP	COMMON SHS	918204108	457	6724	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	56578	1525000	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	8324	224364	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	7	179	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	117998	6973863	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	3477	205500	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	144	8530	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	11	164	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	1785	26841	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	10854	163172	SH	DEFINE
VALLEY NATIONAL BANCORP	COMMON SHS	919794107	364	14174	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	12576	819300	SH	DEFINE
VANDA PHARMACEUTICALS INC	COMMON SHS	921659108	625	75000	SH	DEFINE
VANDA PHARMACEUTICALS INC	COMMON SHS	921659108	8386	1006695	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	23984	577777	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	47669	1148372	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	535	12900	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	290	6115	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	180	3800	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	176807	3734051	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	2476	52300	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	9619	294978	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	49459	1516685	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	642	20092	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	319	10000	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	178923	5603610	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	2631	82400	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	272	9979	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	21800	800000	SH	DEFINE
VENTAS INC	COMMON SHS	92276F100	100814	2975630	SH	DEFINE
VENTAS INC	COMMON SHS	92276F100	247	7300	SH	DEFINE
VENTAS INC	COMMON SHS	92276F100	51888	1531530	SH	DEFINE
VENTAS INC	COMMON SHS	92276F100	840	24800	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	201	8681	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	126	5450	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	57523	2482644	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	1525	65800	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	1607	47997	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	645084	19261982	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	2729	81499	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	1288	38455	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	49072	1465271	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	453752	13548878	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	445	13300	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	18	550	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	268	8000	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COMMON SHS	92532F100	1204	32800	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COMMON SHS	92532F100	1255	34200	SH	DEFINE
VIACOM INC	COMMON SHS	92553P102	3595	100000	SH	DEFINE
VIACOM INC	COMMON SHS	92553P102	1194	33222	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	582647	16256888	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	28712	801130	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	194023	5413588	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	1792	50000	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	1513	42220	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	3137	87537	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	17	486	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	2070	57770	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	51660	1441400	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	98	2730	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	15895	618957	SH	DEFINE

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

VIASAT INC	COMMON SHS	92552V100	26962	1049903	SH	DEFINE
VICEROY EXPLORATION LTD	COMMON SHS	925621104	222	26400	SH	DEFINE
VILLAGE SUPER MARKET INC	COMMON SHS	927107409	7529	115175	SH	DEFINE
VIMPEL COMMUNICATIONS	SPONSORED ADR	68370R109	1046	22825	SH	DEFINE
VIROPHARMA INC	COMMON SHS	928241108	1293	150000	SH	DEFINE
VIROPHARMA INC	COMMON SHS	928241108	52	6000	SH	DEFINE
VIROPHARMA INC	COMMON SHS	928241108	7251	841236	SH	DEFINE
VISICU INC	COMMON SHS	92831L204	1620	91800	SH	DEFINE
VIVUS INC	COMMON SHS	928551100	385	100000	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W100	73404	3446180	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W100	16337	767008	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W100	700	32849	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W100	15955	749045	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W100	277	13000	SH	DEFINE
VOLCOM INC	COMMON SHS	92864N101	4543	142000	SH	DEFINE
VOLVO AB	ADR B	928856400	1067	21773	SH	DEFINE
VOLVO AB	ADR B	928856400	98	2000	SH	DEFINE
VORNADO REALTY TRUST	SH BEN INT	929042109	273	2794	SH	DEFINE
VORNADO REALTY TRUST	SH BEN INT	929042109	1785	18300	SH	DEFINE
VORNADO REALTY TRUST	SH BEN INT	929042109	61096	626300	SH	DEFINE
VOTORANTIM CELULOSE E PAPEL SA	SPONSORED ADR	92906P106	19827	1272600	SH	DEFINE
VOTORANTIM CELULOSE E PAPEL SA	AMER DEP RECPT	92906P106	2540	163000	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	37850	2464200	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	8875	164100	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	196370	3631100	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	4130	76360	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	1342	24820	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	27525	508970	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	42576	787275	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	281	5200	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	9	170	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	3707	76960	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	1993	41371	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	5328	110601	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	36545	758673	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	70835	1470529	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	501	10400	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	22	450	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	251	5600	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	19075	425404	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	6148	137099	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	224	5000	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	9	190	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	35	1162	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	30000	1000000	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	220	7322	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	56728	1890930	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	69730	2324336	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	288	9600	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	13	420	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	450	15000	SH	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	17700	16000000	PRN	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	25456	1362744	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	326	17440	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	4937	264300	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	13842	740988	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	379	20300	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	15	820	SH	DEFINE
WARRIOR ENERGY SVC CRP	COMMON SHS	936258102	112	4600	SH	DEFINE
WARRIOR ENERGY SVC CRP	COMMON SHS	936258102	976	40100	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	126661	2778870	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	367373	8059958	SH	DEFINE

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

WASHINGTON MUTUAL INC	COMMON SHS	939322103	4432	97227	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	2295	50359	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	9780	214558	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	27025	592921	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	383220	491301	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	1610	2064	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	2227	62070	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	678	18901	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	705	19660	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	20301	565800	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	501	11285	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	22200	500000	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	273	6140	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	1130	25460	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	149269	3361910	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	2957	66600	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	231	5200	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	12	280	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	8960	384870	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	37246	1599900	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	8222	353200	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	2	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	626	26870	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	18105	777700	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	17936	534600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	54	1600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	3	90	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	1069	21534	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	22939	462300	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	5	102	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	382	7705	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	3843	77450	SH	DEFINE
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	590	16600	SH	DEFINE
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	2559	72000	SH	DEFINE
WEBMD HEALTH CORP	COMMON SHS	94770V102	4418	93400	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	13023	1319440	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	6181	626200	SH	DEFINE
WELLCARE HEALTH PLANS INC	COMMON SHS	94946T106	9797	199730	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	2	21	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	335	4600	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	2146	29495	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	31143	427970	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	451	6200	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	15	200	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	3062	45650	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	55	815	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	11169	166501	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	34399	512813	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	72846	1085962	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	13	200	SH	DEFINE
WENDYS INTERNATIONAL INC	COMMON SHS	950590109	443	7592	SH	DEFINE
WESCO INTERNATIONAL INC	COMMON SHS	95082P105	296	4283	SH	DEFINE
WESCO INTERNATIONAL INC	COMMON SHS	95082P105	123033	1783086	SH	DEFINE
WESCO INTERNATIONAL INC	COMMON SHS	95082P105	1918	27800	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	26844	1991430	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	27701	2055000	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	155	11500	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	302	22380	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	3155	234070	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	131445	3623073	SH	DEFINE
WESTAR ENERGY INC	COMMON SHS	95709T100	18945	900000	SH	DEFINE
WESTERN REFINING INC	COMMON SHS	959319104	5762	267000	SH	DEFINE

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

WESTERN REFINING INC	COMMON SHS	959319104	20954	971000	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	55440	1860400	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	19	625	SH	DEFINE
WESTWOOD ONE INC	COMMON SHS	961815107	19732	2630970	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	1116216	17931176	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	3186	51173	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	1096	17600	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	2166	34798	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	11264	23130	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	970573	1992963	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	365	750	SH	DEFINE
WHITNEY HOLDING CORP	COMMON SHS	966612103	241	6806	SH	DEFINE
WHITNEY HOLDING CORP	COMMON SHS	966612103	236	6664	SH	DEFINE
WHITNEY HOLDING CORP	COMMON SHS	966612103	19144	541254	SH	DEFINE
WHITNEY HOLDING CORP	COMMON SHS	966612103	1012	28600	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	130	2005	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	14182	219403	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	40803	631240	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	814	12600	SH	DEFINE
WILD OATS MARKETS INC	COMMON SHS	96808B107	235	12000	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	1	45	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	144	6150	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	3326	142400	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	41971	1796706	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	213	9100	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	7	280	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	210	9000	SH	DEFINE
WILLIAMS-SONOMA INC	COMMON SHS	969904101	232	6800	SH	DEFINE
WILLIAMS-SONOMA INC	COMMON SHS	969904101	2	54	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	503108	15673140	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	11694	364300	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2669	83150	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	26084	812601	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	76	1800	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	886	21010	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COMMON SHS	973491103	0	5	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COMMON SHS	973491103	155	10600	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COMMON SHS	973491103	518	35500	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COMMON SHS	973491103	682	46700	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	38204	1230800	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	5185	404100	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	617	15300	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	40300	1000000	SH	DEFINE
WITNESS SYSTEMS INC	COMMON SHS	977424100	5244	260000	SH	DEFINE
WITNESS SYSTEMS INC	COMMON SHS	977424100	13478	668200	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	555	12240	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	15763	347503	SH	DEFINE
WOLVERINE WORLD WIDE INC	COMMON SHS	978097103	73704	3159184	SH	DEFINE
WOLVERINE WORLD WIDE INC	COMMON SHS	978097103	1701	72900	SH	DEFINE
WPP GROUP PLC	SPON ADR 0905	929309409	1394	23125	SH	DEFINE
WPP GROUP PLC	SPON ADR 0905	929309409	21	350	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COMMON SHS	98235T107	21057	1006060	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COMMON SHS	98235T107	569	27200	SH	DEFINE
WYETH	COMMON SHS	983024100	29417	662400	SH	DEFINE
WYETH	COMMON SHS	983024100	2588	58280	SH	DEFINE
WYETH	COMMON SHS	983024100	77364	1742030	SH	DEFINE
WYETH	COMMON SHS	983024100	328	7384	SH	DEFINE
WYETH	COMMON SHS	983024100	26646	600000	SH	DEFINE
WYETH	COMMON SHS	983024100	232	5220	SH	DEFINE
WYETH	COMMON SHS	983024100	24040	541322	SH	DEFINE
WYETH	COMMON SHS	983024100	32884	740465	SH	DEFINE
WYETH	COMMON SHS	983024100	266	6000	SH	DEFINE

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

X-RITE INC	COMMON SHS	983857103	4981	453211	SH	DEFINE
XANSER CORP	COMMON SHS	98389J103	14140	2800000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	16840	878000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	7	351	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	287	14955	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	131233	6842200	SH	DEFINE
XENOPORT INC	COMMON SHS	98411C100	1811	100000	SH	DEFINE
XEROX CORP	COMMON SHS	984121103	5	371	SH	DEFINE
XEROX CORP	COMMON SHS	984121103	578	41563	SH	DEFINE
XILINX INC	COMMON SHS	983919101	178	7840	SH	DEFINE
XILINX INC	COMMON SHS	983919101	301	13291	SH	DEFINE
XILINX INC	COMMON SHS	983919101	3515	155199	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	676579	11037178	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	180174	2939218	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	19710	321539	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	41530	677480	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	684	11163	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	3595	58649	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	2048	33408	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	4577	74671	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	39868	650372	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	514	8389	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	7	120	SH	DEFINE
XL CAPITAL LTD	COMMON SHS	G98255105	644	10501	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	701	47880	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	528	36037	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	5510	376143	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	130107	8881050	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	2735	186700	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	136	3066	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	3674	83000	SH	DEFINE
XYRATEX (BM) LTD	COMMON SHS	G98268108	8686	328400	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	33	995	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	52800	1600000	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	11240	340612	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	100719	3052091	SH	DEFINE
YAHOO INC	FRNT 4/0	984332AB2	1798500	11000000	PRN	DEFINE
YAMANA GOLD INC	COMMON SHS	98462Y100	6713	612477	SH	DEFINE
YAMANA GOLD INC	COMMON SHS	98462Y100	16779	1530940	SH	DEFINE
YUM! BRANDS INC	COMMON SHS	988498101	1409	28032	SH	DEFINE
ZALE CORP	COMMON SHS	988858106	37361	1550900	SH	DEFINE
ZILOG INC	COMMON SHS	989524301	527	155790	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	2	39	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	3630	64000	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	281	4960	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	52437	924484	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	19333	340842	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	318	5600	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	170	3000	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	11	190	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	681	12000	SH	DEFINE
ZOLTEK COMPANIES INC	COMMON SHS	98975W104	418	14000	SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	77528	2063560	SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	3051	81200	SH	DEFINE

GRAND TOTAL

145687307