

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

FRANKLIN RESOURCES INC
Form 13F-HR
August 12, 2009

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, 2009

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-00734

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: Maria Gray
Title: Secretary
Phone: 800-632-2350

Signature, Place, and Date of Signing:

/s/MARIA GRAY San Mateo, CA August 3, 2009
[Signature] [City,State] [Date]

Report Type (Check only one.):

- [x] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
[] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
[] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

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

Report Summary:

Number of Other Included Managers: 14
 Form 13F Information Table Entry Total: 3691
 Form 13F Information Table Value Total: 90,922,054
 (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
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
4	028-03877	Fiduciary Trust Company International
5	028-12948	Fiduciary International, Inc.
6	028-06154	Franklin Mutual Advisers, LLC
7	028-11855	Franklin Templeton Investments (Asia) Ltd.
8	028-11753	Franklin Templeton Investments Australia Limited
9	028-06143	Franklin Templeton Investments Corp.
10	028-12310	Franklin Templeton Institutional, LLC
11	028-11761	Franklin Templeton Investment Management Limited
12	028-06174	Franklin Templeton Portfolio Advisors, Inc.
13	028-11763	Templeton Asset Management Ltd.
14	028-05454	Templeton Global Advisors Limited
15	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE
 FOR THE PERIOD ENDED 06/30/2009
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMN 9
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST MENT DISCRETION	
3COM CORP	COM	885535104	89	18800	SH		DEFINE	
3M CO	COM	88579Y101	2705	45000	SH		DEFINE	
3M CO	COM	88579Y101	75141	1250270	SH		DEFINE	
3M CO	COM	88579Y101	20499	341082	SH		DEFINE	
3M CO	COM	88579Y101	14485	241127	SH		DEFINE	
3M CO	COM	88579Y101	1034	17204	SH		DEFINE	
3SBIO INC	SPONSORED ADR	88575Y105	995	120800	SH		DEFINE	
A D C TELECOMMUNICATIONS	COM NEW	000886309	508	63812	SH		DEFINE	
ABB LTD	SPONSORED ADR	000375204	26832	1700350	SH		DEFINE	

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

ABB LTD	SPONSORED ADR	000375204	8002	507066	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	1056	66900	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	1	85	SH	DEFINE
ABBOTT LABS	COM	002824100	87424	1858500	SH	DEFINE
ABBOTT LABS	COM	002824100	60550	1287206	SH	DEFINE
ABBOTT LABS	COM	002824100	41730	887116	SH	DEFINE
ABBOTT LABS	COM	002824100	1693	36000	SH	DEFINE
ABBOTT LABS	COM	002824100	50	1060	SH	DEFINE
ABBOTT LABS	COM	002824100	17035	362149	SH	DEFINE
ABBOTT LABS	COM	002824100	4608	97961	SH	DEFINE
ABBOTT LABS	COM	002824100	169	3593	SH	DEFINE
ABBOTT LABS	COM	002824100	3057	64990	SH	DEFINE
ABBOTT LABS	COM	002824100	66568	1415140	SH	DEFINE
ABBOTT LABS	COM	002824100	2325	49426	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	36404	1433770	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	30	1180	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	547	21529	SH	DEFINE
ABERDEEN ASIA PACIFIC INCOM	COM	003009107	149	26670	SH	DEFINE
ABINGTON BANCORP INC	COM	00350L109	6231	782830	SH	DEFINE
ABM INDS INC	COM	000957100	75627	4185234	SH	DEFINE
ABOVENET INC	COM	00374N107	183949	2365963	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	37276	1114056	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	13589	406115	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	565	16900	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	23896	714160	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	6329	189145	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	1804	53930	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	119963	3585268	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	2610	78001	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	2876	85940	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	926881	27701176	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	38372	1146794	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	138	4120	SH	DEFINE
ACE LTD	SHS	H0023R105	329	7440	SH	DEFINE
ACE LTD	SHS	H0023R105	1596	36075	SH	DEFINE
ACE LTD	SHS	H0023R105	478	10800	SH	DEFINE
ACE LTD	SHS	H0023R105	279501	6319252	SH	DEFINE
ACE LTD	SHS	H0023R105	3172	71720	SH	DEFINE
ACE LTD	SHS	H0023R105	5705	128975	SH	DEFINE
ACE LTD	SHS	H0023R105	7841	177280	SH	DEFINE
ACE LTD	SHS	H0023R105	62560	1414417	SH	DEFINE
ACE LTD	SHS	H0023R105	14488	328028	SH	DEFINE
ACE LTD	SHS	H0023R105	1733	39180	SH	DEFINE
ACE LTD	SHS	H0023R105	225791	5104922	SH	DEFINE
ACE LTD	SHS	H0023R105	197899	4474322	SH	DEFINE
ACE LTD	SHS	H0023R105	115	2590	SH	DEFINE
ACTEL CORP	COM	004934105	8989	836931	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	136273	10789564	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	4894	387472	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	1246	98650	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	729	57700	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	1286	101846	SH	DEFINE
ADOBE SYS INC	COM	00724F101	66293	2342493	SH	DEFINE
ADOBE SYS INC	COM	00724F101	15245	538700	SH	DEFINE
ADOBE SYS INC	COM	00724F101	849	30000	SH	DEFINE
ADOBE SYS INC	COM	00724F101	308	10892	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	243	52839	SH	DEFINE
ADVANCED MICRO DEVICES INC	NOTE 5.750% 8/1007903AN7		3100	5000000	PRN	DEFINE
ADVANTAGE ENERGY INCOME FD	TR UNIT	00762L101	1356	321900	SH	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	938	29300	SH	DEFINE
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	3064	202900	SH	DEFINE
AES CORP	COM	00130H105	1138	98010	SH	DEFINE

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

AETERNA ZENTARIS INC	COM	007975204	2612	1510115	SH	DEFINE
AETNA INC NEW	COM	00817Y108	13470	537730	SH	DEFINE
AETNA INC NEW	COM	00817Y108	345	13770	SH	DEFINE
AETNA INC NEW	COM	00817Y108	26	1030	SH	DEFINE
AETNA INC NEW	COM	00817Y108	295	11760	SH	DEFINE
AETNA INC NEW	COM	00817Y108	138	5500	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	56805	1278820	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	59	1331	SH	DEFINE
AFFILIATED COMPUTER SERVICES	CL A	008190100	874	19667	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	69272	1190440	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	820	14095	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	1944	33400	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	838	14404	SH	DEFINE
AFLAC INC	COM	001055102	111636	3590750	SH	DEFINE
AFLAC INC	COM	001055102	52253	1680700	SH	DEFINE
AFLAC INC	COM	001055102	14910	479585	SH	DEFINE
AFLAC INC	COM	001055102	852	27400	SH	DEFINE
AFLAC INC	COM	001055102	2629	84560	SH	DEFINE
AFLAC INC	COM	001055102	285	9169	SH	DEFINE
AGCO CORP	COM	001084102	578	19885	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	42301	2082769	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	2829	139300	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	14	700	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	853	42000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	24	1160	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	284	13990	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	128	6300	SH	DEFINE
AGL RES INC	COM	001204106	146340	4601875	SH	DEFINE
AGL RES INC	COM	001204106	19	600	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	48806	930000	SH	DEFINE
AGRIUM INC	COM	008916108	18	445	SH	DEFINE
AGRIUM INC	COM	008916108	21932	549125	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	60023	929294	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	32295	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	10715	165895	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	129	2000	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	517	8000	SH	DEFINE
AIRGAS INC	COM	009363102	35587	878050	SH	DEFINE
ALAMO GROUP INC	COM	011311107	3232	320000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	24662	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	9130	500000	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	57917	2277499	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	6	250	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	57	2250	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	120	48560	SH	DEFINE
ALCOA INC	COM	013817101	2810	272000	SH	DEFINE
ALCOA INC	COM	013817101	2880	278800	SH	DEFINE
ALCOA INC	COM	013817101	777	75233	SH	DEFINE
ALCOA INC	COM	013817101	14775	1430260	SH	DEFINE
ALCOA INC	COM	013817101	26887	2602850	SH	DEFINE
ALCOA INC	COM	013817101	2445	236720	SH	DEFINE
ALCOA INC	COM	013817101	156206	15121570	SH	DEFINE
ALCOA INC	COM	013817101	561	54340	SH	DEFINE
ALCOA INC	COM	013817101	96	9250	SH	DEFINE
ALCOA INC	NOTE 5.250% 3/1	1013817AT8	9659	5500000	PRN	DEFINE
ALCON INC	COM SHS	H01301102	5806	50000	SH	DEFINE
ALCON INC	COM SHS	H01301102	212	1825	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	2563	109327	SH	DEFINE
ALEXANDERS INC	COM	014752109	156586	580810	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	111	3100	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	451	12600	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	4623	129160	SH	DEFINE

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

ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	64	1800	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	1003	24400	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	720	17500	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	1937	47100	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	29	106	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	226485	835738	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	38438	1498539	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	113	4417	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	27	1060	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	376	14640	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	156	6100	SH	DEFINE
ALLEGIAN T TRAVEL CO	COM	01748X102	28139	709860	SH	DEFINE
ALLEGIAN T TRAVEL CO	COM	01748X102	888	22400	SH	DEFINE
ALLEGIAN T TRAVEL CO	COM	01748X102	2367	59700	SH	DEFINE
ALLEGIAN T TRAVEL CO	COM	01748X102	5285	133398	SH	DEFINE
ALLERGAN INC	COM	018490102	62800	1319873	SH	DEFINE
ALLERGAN INC	COM	018490102	18543	389727	SH	DEFINE
ALLERGAN INC	COM	018490102	1237	26000	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	64977	1577480	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	78	1889	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	53305	1294114	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	989	24022	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	13205	3475000	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	3577	941380	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	442	22000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	4724	235135	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	4420	220000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	659	32800	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	1085	54000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	804	40000	SH	DEFINE
ALLIANCEBERNSTEIN INCOME FUN	COM	01881E101	44	5666	SH	DEFINE
ALLIANCEBERNSTEIN INCOME FUN	COM	01881E101	2120	275000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	33577	1285000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	42	1600	SH	DEFINE
ALLIED CAP CORP NEW	COM	01903Q108	43	12400	SH	DEFINE
ALLSCRIPT MISYS HEALTCAR SOL	COM	01988P108	28739	1812070	SH	DEFINE
ALLSCRIPT MISYS HEALTCAR SOL	COM	01988P108	531	33456	SH	DEFINE
ALLSTATE CORP	COM	020002101	2147	88000	SH	DEFINE
ALLSTATE CORP	COM	020002101	12386	507609	SH	DEFINE
ALLSTATE CORP	COM	020002101	2917	119547	SH	DEFINE
ALLSTATE CORP	COM	020002101	28	1160	SH	DEFINE
ALLSTATE CORP	COM	020002101	374	15320	SH	DEFINE
ALLSTATE CORP	COM	020002101	156	6400	SH	DEFINE
ALLSTATE CORP	COM	020002101	49	2000	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	14929	568270	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	420	16000	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	1132	43100	SH	DEFINE
ALTERA CORP	COM	021441100	18433	1132260	SH	DEFINE
ALTERA CORP	COM	021441100	69	4245	SH	DEFINE
ALTERA CORP	COM	021441100	147	9055	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4712	287520	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4599	280580	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	541355	33029581	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	11	650	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	1963	119740	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	48	2900	SH	DEFINE
ALZA CORP	SDCV	7/202261WAB5	12994	15000000	PRN	DEFINE
AMAZON COM INC	COM	023135106	44654	533760	SH	DEFINE
AMAZON COM INC	COM	023135106	3310	39562	SH	DEFINE
AMAZON COM INC	COM	023135106	5534	66150	SH	DEFINE
AMAZON COM INC	COM	023135106	502	6000	SH	DEFINE
AMAZON COM INC	COM	023135106	1347	16100	SH	DEFINE

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

AMAZON COM INC	COM	023135106	214	2556	SH	DEFINE
AMAZON COM INC	COM	023135106	795	9500	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	213	11300	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	895	47600	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	8899	473120	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	120	6400	SH	DEFINE
AMBAC FINL GROUP INC	COM	023139108	69	75400	SH	DEFINE
AMDOCS LTD	ORD	G02602103	252	11750	SH	DEFINE
AMEREN CORP	COM	023608102	374843	15060000	SH	DEFINE
AMEREN CORP	COM	023608102	852	34221	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	12714	328360	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	24011	620131	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	4646	120000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	747	19300	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	21660	559400	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	367023	9478907	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	620	16000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	3901	101000	SH	DEFINE
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	5676	1650000	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	412620	14282450	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	5254	181873	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	58	2000	SH	OTHER
AMERICAN ELEC PWR INC	COM	025537101	10	350	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	8926	384060	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	10198	438831	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	6680	287450	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	2681	115360	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	439	18900	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	30309	1304174	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	758	32610	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	192752	8293973	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	15937	685770	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	39	1690	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	110	94839	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	115	99199	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	393	339142	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	7150	452500	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	1218	77100	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	3555	225000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	8113	513421	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE	3.250% 7/002744MAA6	14531	15000000	PRN	DEFINE
AMERICAN NATL INS CO	COM	028591105	73127	967550	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	4967	779700	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	136149	4318090	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	14317	454089	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	6621	210000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	946	30000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1778	56400	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1038	32922	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1245	39500	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	25181	1051410	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	33060	1730000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	36	1900	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	727	29964	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	40109	1652622	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	114	6400	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	1408	79380	SH	DEFINE
AMETEK INC NEW	COM	031100100	110220	3187380	SH	DEFINE
AMETEK INC NEW	COM	031100100	1069	30905	SH	DEFINE
AMETEK INC NEW	COM	031100100	1146	33141	SH	DEFINE
AMGEN INC	COM	031162100	95637	1806510	SH	DEFINE
AMGEN INC	COM	031162100	8520	160932	SH	DEFINE

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

AMGEN INC	COM	031162100	23543	444710	SH	DEFINE
AMGEN INC	COM	031162100	10400	196449	SH	DEFINE
AMGEN INC	COM	031162100	49865	941920	SH	DEFINE
AMGEN INC	COM	031162100	177082	3344954	SH	DEFINE
AMGEN INC	COM	031162100	4168	78724	SH	DEFINE
AMGEN INC	COM	031162100	2755	52040	SH	DEFINE
AMGEN INC	COM	031162100	879287	16609127	SH	DEFINE
AMGEN INC	COM	031162100	61806	1167465	SH	DEFINE
AMGEN INC	COM	031162100	180	3400	SH	DEFINE
AMR CORP	COM	001765106	8040	2000000	SH	DEFINE
AMR CORP	COM	001765106	1	288	SH	DEFINE
AMTRUST FINANCIAL SERVICES I	COM	032359309	9585	840831	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	5074	111796	SH	DEFINE
ANADYS PHARMACEUTICALS INC	COM	03252Q408	871	468500	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	6472	3784649	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	4993	341070	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	228986	6251337	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	115	3150	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	1	14	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	555	36625	SH	DEFINE
ANSYS INC	COM	03662Q105	60550	1943200	SH	DEFINE
ANSYS INC	COM	03662Q105	945	30341	SH	DEFINE
ANSYS INC	COM	03662Q105	2478	79528	SH	DEFINE
ANSYS INC	COM	03662Q105	695	22310	SH	DEFINE
AON CORP	COM	037389103	424	11200	SH	DEFINE
AON CORP	COM	037389103	38	1000	SH	DEFINE
AON CORP	COM	037389103	1589	41954	SH	DEFINE
AON CORP	COM	037389103	24221	639590	SH	DEFINE
AON CORP	COM	037389103	77698	2051696	SH	DEFINE
AON CORP	COM	037389103	1367	36086	SH	DEFINE
AON CORP	COM	037389103	1765	46600	SH	DEFINE
AON CORP	COM	037389103	12957	342153	SH	DEFINE
AON CORP	COM	037389103	48	1260	SH	DEFINE
APACHE CORP	COM	037411105	2727	37800	SH	DEFINE
APACHE CORP	COM	037411105	19085	264522	SH	DEFINE
APACHE CORP	COM	037411105	1118	15500	SH	DEFINE
APACHE CORP	COM	037411105	687	9525	SH	DEFINE
APACHE CORP	COM	037411105	440	6100	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	30892	2511550	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	284	4000	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	31805	447200	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	83	1173	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	882	12400	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	471	6625	SH	DEFINE
APOLLO INVT CORP	COM	03761U106	1472	245295	SH	DEFINE
APPLE INC	COM	037833100	288579	2026100	SH	DEFINE
APPLE INC	COM	037833100	65916	462796	SH	DEFINE
APPLE INC	COM	037833100	3984	27975	SH	DEFINE
APPLE INC	COM	037833100	19	130	SH	DEFINE
APPLE INC	COM	037833100	712	5000	SH	DEFINE
APPLE INC	COM	037833100	265	1860	SH	DEFINE
APPLE INC	COM	037833100	1282	9000	SH	DEFINE
APPLE INC	COM	037833100	114	800	SH	DEFINE
APPLE INC	COM	037833100	673	4722	SH	DEFINE
APPLE INC	COM	037833100	783	5500	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	41150	2088850	SH	DEFINE
APPLIED MATLS INC	COM	038222105	955	87074	SH	DEFINE
APTARGROUP INC	COM	038336103	22516	666750	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	595	340000	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	4994	150960	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NOTE 5.000% 5/10	103938LAK0	22610	18000000	PRN	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	521	8900	SH	DEFINE

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

ARCH CAP GROUP LTD	ORD	G0450A105	703	12000	SH	DEFINE
ARCH COAL INC	COM	039380100	5670	368900	SH	DEFINE
ARCH COAL INC	COM	039380100	3	200	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	3651	136379	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	591	22075	SH	DEFINE
ARCHER DANIELS MIDLAND CO	UNIT 99/99/9999	039483201	14596	400000	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	4454	283000	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	154	9800	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	433	27500	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	7651	271110	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	1637	1029800	SH	DEFINE
ARIES MARITIME TRNSPRT LTD	SHS	G0474B105	288	417100	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	13175	500000	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	13192	800000	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	2350	142489	SH	DEFINE
ARQULE INC	COM	04269E107	4407	717700	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	472	38800	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	1308	107600	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	2422	114020	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	1028	48400	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	1042	274328	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	1208	317780	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	3467	912300	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	3532	928620	SH	DEFINE
ARYX THERAPEUTICS INC	COM	043387109	1446	350000	SH	DEFINE
ASHLAND INC NEW	COM	044209104	9843	350900	SH	DEFINE
ASHLAND INC NEW	COM	044209104	4	126	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	498	23000	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	280	12950	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	42367	1896450	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	3791	169680	SH	DEFINE
ASSURANT INC	COM	04621X108	19289	800700	SH	DEFINE
ASSURANT INC	COM	04621X108	15253	633180	SH	DEFINE
ASSURANT INC	COM	04621X108	130	5377	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	4648	375443	SH	DEFINE
ASTEC INDS INC	COM	046224101	9360	315250	SH	DEFINE
ASTEC INDS INC	COM	046224101	1701	57300	SH	DEFINE
ASTEC INDS INC	COM	046224101	306	10300	SH	DEFINE
ASTEC INDS INC	COM	046224101	802	27000	SH	DEFINE
ASTORIA FINL CORP	COM	046265104	259	30153	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	2469	55939	SH	DEFINE
AT&T INC	COM	00206R102	374591	15080139	SH	DEFINE
AT&T INC	COM	00206R102	46505	1872180	SH	DEFINE
AT&T INC	COM	00206R102	48	1936	SH	DEFINE
AT&T INC	COM	00206R102	18055	726447	SH	DEFINE
AT&T INC	COM	00206R102	24633	991678	SH	DEFINE
AT&T INC	COM	00206R102	2772	111602	SH	DEFINE
AT&T INC	COM	00206R102	691	27820	SH	DEFINE
AT&T INC	COM	00206R102	82617	3325950	SH	DEFINE
AT&T INC	COM	00206R102	8951	360340	SH	DEFINE
AT&T INC	COM	00206R102	44	1780	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	38027	1027450	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	792	21400	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	2039	55100	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	652	17615	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	5850	304070	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	581	30200	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	1555	80800	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	10105	257181	SH	DEFINE
ATMEL CORP	COM	049513104	40	10800	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	36940	1475250	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	1127	45000	SH	DEFINE

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

ATMOS ENERGY CORP	COM	049560105	5	200	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	18621	747550	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	55	2200	SH	DEFINE
AUTODESK INC	COM	052769106	38027	2003540	SH	DEFINE
AUTODESK INC	COM	052769106	3061	161294	SH	DEFINE
AUTODESK INC	COM	052769106	3986	210000	SH	DEFINE
AUTODESK INC	COM	052769106	592	31200	SH	DEFINE
AUTODESK INC	COM	052769106	1279	67400	SH	DEFINE
AUTODESK INC	COM	052769106	119	6293	SH	DEFINE
AUTODESK INC	COM	052769106	807	42500	SH	DEFINE
AUTOLIV INC	COM	052800109	31417	1092000	SH	DEFINE
AUTOLIV INC	COM	052800109	81	2804	SH	DEFINE
AUTOLIV INC	COM	052800109	679	23590	SH	DEFINE
AUTOLIV INC	UNIT 99/99/9999	052800208	8383	200000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	24808	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	8682	244969	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	149	4210	SH	OTHER
AVALONBAY CMNTYS INC	COM	053484101	133	2372	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	143	2558	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	240	4299	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	1004	17949	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	9566	171001	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	136	2426	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	12249	477000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	18	700	SH	DEFINE
AVISTA CORP	COM	05379B107	13543	760400	SH	DEFINE
AVON PRODS INC	COM	054303102	11462	444614	SH	DEFINE
AVON PRODS INC	COM	054303102	12709	492987	SH	DEFINE
AVON PRODS INC	COM	054303102	38834	1506358	SH	DEFINE
AXA	SPONSORED ADR	054536107	149	7852	SH	DEFINE
AXA	SPONSORED ADR	054536107	14501	759538	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1025	39140	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	889	33940	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	8009	26600	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	1648	5475	SH	DEFINE
BAKER HUGHES INC	COM	057224107	3250	89200	SH	DEFINE
BAKER HUGHES INC	COM	057224107	335	9181	SH	DEFINE
BAKER HUGHES INC	COM	057224107	57818	1586666	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	5691	288875	SH	DEFINE
BALL CORP	COM	058498106	397	8800	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	281194	19038165	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	15877	1074954	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	2031	137478	SH	DEFINE
BANCO LATINOAMERICANO DE EXP	CL E	P16994132	9929	798810	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	88	7240	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	49	4085	SH	DEFINE
BANK HAWAII CORP	COM	062540109	215	6000	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	38	900	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	127382	3008425	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	52	1400	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	472	12605	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	214128	5714797	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1323	100200	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	788501	59734958	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3234	245033	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	54764	4148795	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1486	112556	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	2323	175974	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	7226	547390	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	48240	3654529	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	818	61960	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	40980	3104543	SH	DEFINE

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

BANK OF AMERICA CORPORATION	COM	060505104	7738	586215	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	32	2460	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	2653	90500	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	753	25680	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	20222	689949	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	608	20750	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	8478	289240	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	5233	178540	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	26077	889683	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	74805	2552189	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1904	64971	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	2330	79490	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	48204	1644619	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	32870	1121459	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	62	2130	SH	DEFINE
BANRO CORP	COM	066800103	8949	4857000	SH	DEFINE
BANRO CORP	-W EXP 09/17/2010	066800111	540	600000	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	23	1250	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	2002	108585	SH	DEFINE
BARD C R INC	COM	067383109	80381	1079660	SH	DEFINE
BARD C R INC	COM	067383109	1660	22300	SH	DEFINE
BARD C R INC	COM	067383109	1090	14638	SH	DEFINE
BARE ESCENTUALS INC	COM	067511105	7022	791725	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	6895	251100	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	369	13450	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	978	35600	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	3289	119647	SH	DEFINE
BARRETT BILL CORP	NOTE 5.000% 3/10	06846NAA2	251	275000	PRN	DEFINE
BARRICK GOLD CORP	COM	067901108	90953	2710983	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	408	12163	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	14113	419225	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	23261	690961	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	1749	635900	SH	DEFINE
BAXTER INTL INC	COM	071813109	62546	1181010	SH	DEFINE
BAXTER INTL INC	COM	071813109	3985	75241	SH	DEFINE
BAXTER INTL INC	COM	071813109	12	220	SH	DEFINE
BAXTER INTL INC	COM	071813109	222	4190	SH	DEFINE
BAXTER INTL INC	COM	071813109	540	10200	SH	DEFINE
BAXTER INTL INC	COM	071813109	64	1200	SH	DEFINE
BAXTER INTL INC	COM	071813109	236	4452	SH	DEFINE
BAYTEX ENERGY TR	TRUST UNIT	073176109	14	825	SH	DEFINE
BAYTEX ENERGY TR	TRUST UNIT	073176109	18064	1072872	SH	DEFINE
BCE INC	COM NEW	05534B760	210	10166	SH	DEFINE
BCE INC	COM NEW	05534B760	43934	2129030	SH	DEFINE
BE AEROSPACE INC	COM	073302101	3286	228800	SH	DEFINE
BE AEROSPACE INC	COM	073302101	541	37700	SH	DEFINE
BE AEROSPACE INC	COM	073302101	1459	101600	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	326	5700	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	180125	2525938	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	13299	186494	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	927	13000	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1952	27375	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	93	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	290	9421	SH	DEFINE
BEMIS INC	COM	081437105	74778	2967389	SH	DEFINE
BEMIS INC	COM	081437105	4723	187425	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	71735	4981571	SH	DEFINE
BERKLEY W R CORP	COM	084423102	754	35117	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	990	11	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	16560	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	3780	42	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	360630	4007	SH	DEFINE

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

BERKSHIRE HATHAWAY INC DEL	CL B	084670207	19352	6683	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	21116	7292	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	29	10	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	684568	236406	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	29	10	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	333	115	SH	DEFINE
BEST BUY INC	COM	086516101	22650	676310	SH	DEFINE
BEST BUY INC	COM	086516101	13621	406726	SH	DEFINE
BEST BUY INC	COM	086516101	569	17000	SH	DEFINE
BEST BUY INC	SDCV 2.250% 1/1	086516AF8	15400	16000000	PRN	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	5108	93337	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	16	300	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	9828	216200	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	5	119	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	1750	38500	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	7957	719520	SH	DEFINE
BIG LOTS INC	COM	089302103	14853	706300	SH	DEFINE
BIODEL INC	COM	09064M105	1127	218500	SH	DEFINE
BIOFORM MEDICAL INC	COM	09065G107	3556	1646100	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	32053	709922	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	1108	24530	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	452	10000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	2792	61840	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	10070	223027	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	850	18831	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	863	19120	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	1587	35160	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	51141	3276140	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	796	51010	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	2020	129380	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	492	31517	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	9347	10300000	PRN	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	47	4600	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	194	19000	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	1923	188000	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	27	2600	SH	DEFINE
BIOVAIL CORP	COM	09067J109	125	9270	SH	DEFINE
BIOVAIL CORP	COM	09067J109	59	4400	SH	DEFINE
BIOVAIL CORP	COM	09067J109	59084	4398915	SH	DEFINE
BIOVAIL CORP	COM	09067J109	2012	149818	SH	DEFINE
BIOVAIL CORP	COM	09067J109	536	39900	SH	DEFINE
BIOVAIL CORP	COM	09067J109	60765	4524090	SH	DEFINE
BIOVAIL CORP	COM	09067J109	16218	1207500	SH	DEFINE
BJ SVCS CO	COM	055482103	654	47990	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	974	33980	SH	DEFINE
BLACKBOARD INC	COM	091935502	595	20600	SH	DEFINE
BLACKBOARD INC	COM	091935502	1599	55400	SH	DEFINE
BLACKROCK INC	COM	09247X101	87892	501030	SH	DEFINE
BLACKROCK INC	COM	09247X101	7425	42325	SH	DEFINE
BLACKROCK INC	COM	09247X101	2478	14125	SH	DEFINE
BLACKROCK INC	COM	09247X101	386	2200	SH	DEFINE
BLACKROCK INC	COM	09247X101	231	1315	SH	DEFINE
BLACKROCK MUNIHLDGS FD INC	COM	09254A101	143	13000	SH	DEFINE
BLACKROCK MUNIYIELD N Y INSD	COM	09255E102	128	11922	SH	DEFINE
BLACKROCK NY INS MUN INC TR	COM	09249U105	442	36750	SH	DEFINE
BLACK H & R INC	COM	093671105	724	42000	SH	DEFINE
BLOCK H & R INC	COM	093671105	55510	3221724	SH	DEFINE
BMB MUNAI INC	COM	09656A105	5339	4809906	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	313	9264	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	1976	87500	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	1021	45200	SH	DEFINE
BOEING CO	COM	097023105	60512	1423810	SH	DEFINE

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

BOEING CO	COM	097023105	7923	186425	SH	DEFINE
BOEING CO	COM	097023105	9	200	SH	DEFINE
BOEING CO	COM	097023105	1014	23891	SH	DEFINE
BOEING CO	COM	097023105	43	1000	SH	DEFINE
BOEING CO	COM	097023105	1510	35540	SH	DEFINE
BORGWARNER INC	COM	099724106	49993	1463930	SH	DEFINE
BORGWARNER INC	COM	099724106	1604	46965	SH	DEFINE
BORGWARNER INC	COM	099724106	741	21698	SH	DEFINE
BORGWARNER INC	NOTE	3.500% 4/1099724AF3	8530	6750000	PRN	DEFINE
BOSTON PROPERTIES INC	COM	101121101	229	4800	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	48	1000	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	587	12300	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	2466	51700	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	23896	500963	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	329	6900	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	142	14003	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	2657	262024	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	10329	1018678	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	24402	2406543	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	1580	155805	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	745	73500	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	284288	28036341	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	13377	1319183	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	6708	744504	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	987	109500	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	2535	281300	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	10281	1141251	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	16698	350200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	43078	903492	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	20939	439167	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3590	75291	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	19310	404398	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	9	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	18876	395890	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	1	15	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	7109	103022	SH	DEFINE
BRADY CORP	CL A	104674106	150679	5998352	SH	DEFINE
BRADY CORP	CL A	104674106	50	2000	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	203	8538	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	16974	1272400	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	5	365	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	83	4080	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	15173	747093	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2201	108359	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	19359	953191	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	72964	3592507	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	1745	85926	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	3057	150510	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	212144	10445300	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	22235	1094792	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	61	2980	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	59792	2017963	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	412	13915	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	18	330	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	4746	85050	SH	DEFINE
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	12531	417421	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	233	14033	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	415	25000	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	57476	3359624	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	30945	671120	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	27	625	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	95432	2220392	SH	DEFINE

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

BROWN SHOE INC NEW	COM	115736100	21417	2958131	SH	DEFINE
BRUNSWICK CORP	COM	117043109	8484	1963800	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	22094	679400	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	270	8300	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	732	22500	SH	DEFINE
BUNGE LIMITED	COM	G16962105	5326	88394	SH	DEFINE
BUNGE LIMITED	COM	G16962105	22622	375470	SH	DEFINE
BUNGE LIMITED	COM	G16962105	14754	244886	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	9531	551870	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	17	1000	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	21	1210	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	251	14530	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	112	6500	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	25886	352000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	31044	422131	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	105646	2025795	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1385	26550	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	853	16348	SH	DEFINE
CA INC	COM	12673P105	198	11336	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	818	42125	SH	DEFINE
CABOT CORP	COM	127055101	14831	1178900	SH	DEFINE
CABOT CORP	COM	127055101	106	8420	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	3488	101398	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	11732	339170	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	39	1120	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	294	49900	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	281	47691	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	359	60830	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	14284	2420948	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	83	14080	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	123	20909	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	3316	562109	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	46	7800	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	6614	662100	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	590	59089	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	1657	165910	SH	DEFINE
CAE INC	COM	124765108	1680	283146	SH	DEFINE
CAL DIVE INTL INC	NOTE 3.250%12/1	1127914AB5	7600	10000000	PRN	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	9950	748767	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	4563	900000	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	73	14300	SH	DEFINE
CALPINE CORP	COM NEW	131347304	41801	3748990	SH	DEFINE
CALPINE CORP	COM NEW	131347304	5	443	SH	DEFINE
CALPINE CORP	COM NEW	131347304	603	54119	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	38	1365	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	127	4600	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	533	19300	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	5022	181950	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	69	2500	SH	DEFINE
CAMECO CORP	COM	13321L108	446	17425	SH	DEFINE
CAMECO CORP	COM	13321L108	15921	620500	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	41346	1461000	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	65	2296	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	481	16981	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	346	11751	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	37	700	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	13	240	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	146904	2794362	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	21523	501000	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	6959	161989	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	56	1300	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	142679	3317850	SH	DEFINE

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

CANADIAN PAC RY LTD	COM	13645T100	19900	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	34	845	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	14651	367315	SH	DEFINE
CANON INC	ADR	138006309	3228	99223	SH	DEFINE
CANON INC	ADR	138006309	3680	113123	SH	DEFINE
CAPE BANCORP INC	COM	139209100	42	4830	SH	DEFINE
CAPE BANCORP INC	COM	139209100	2284	264663	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	32691	545300	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	1321	22040	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	3387	56500	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM	139594105	464	7741	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	58041	2652702	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	205	9385	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1721	352620	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	136	27900	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1	110	SH	DEFINE
CAPITALSOURCE INC	DBCV	4.000% 7/114055XAE2	15426	20000000	PRN	DEFINE
CARBO CERAMICS INC	COM	140781105	2391	69900	SH	DEFINE
CARBO CERAMICS INC	COM	140781105	3	81	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	9165	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	508	16619	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	3089	101100	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	658	21530	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1243	40690	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	2775	745928	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	271	10875	SH	DEFINE
CARLISLE COS INC	COM	142339100	95309	3964594	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	27910	1083040	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	49	1920	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	3591	139350	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	20324	788653	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	463	17950	SH	DEFINE
CARNIVAL CORP	DBCV	2.000% 4/1143658AN2	26469	27500000	PRN	DEFINE
CARNIVAL CORP	DBCV	2.000% 4/1143658AN2	2	2000	PRN	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	6218	3130306	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	33385	1299550	SH	DEFINE
CATALYST HEALTH SOLUTIONS IN	COM	14888B103	316	12680	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	19741	597500	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	7329	221829	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	528	15300	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	620	18774	SH	DEFINE
CATO CORP NEW	CL A	149205106	6976	400000	SH	DEFINE
CAVIUM NETWORKS INC	COM	14965A101	6970	414640	SH	DEFINE
CAVIUM NETWORKS INC	COM	14965A101	34	2000	SH	DEFINE
CBS CORP NEW	CL B	124857202	7601	1098380	SH	DEFINE
CBS CORP NEW	CL B	124857202	60	8599	SH	DEFINE
CBS CORP NEW	CL B	124857202	12	1770	SH	DEFINE
CBS CORP NEW	CL B	124857202	657	92355	SH	DEFINE
CBS CORP NEW	CL B	124857202	64	9300	SH	DEFINE
CBS CORP NEW	CL B	124857202	688	99373	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	40	800	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	77	1542	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	155351	3092460	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW	150602209	56	12300	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW	150602209	231	51200	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW	150602209	2281	504600	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW	150602209	31	6800	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	1817	76500	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	6101	256870	SH	DEFINE
CELANESE CORP DEL	PFD 4.25% CONV	150870202	16310	514700	SH	DEFINE
CELANESE CORP DEL	PFD 4.25% CONV	150870202	364	11500	SH	DEFINE
CELESTICA INC	SUB VTG SHS	15101Q108	2406	355100	SH	DEFINE

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

CELGENE CORP	COM	151020104	195225	4080760	SH	DEFINE
CELGENE CORP	COM	151020104	60799	1270880	SH	DEFINE
CELGENE CORP	COM	151020104	38	800	SH	OTHER
CELGENE CORP	COM	151020104	9348	195400	SH	DEFINE
CELGENE CORP	COM	151020104	27	560	SH	DEFINE
CELGENE CORP	COM	151020104	1091	22800	SH	DEFINE
CELGENE CORP	COM	151020104	298	6220	SH	DEFINE
CELGENE CORP	COM	151020104	2062	43100	SH	DEFINE
CELGENE CORP	COM	151020104	124	2600	SH	DEFINE
CELGENE CORP	COM	151020104	943	19715	SH	DEFINE
CELGENE CORP	COM	151020104	1383	28900	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	482	51630	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	1186	126970	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	88501	7987420	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	11	1000	SH	DEFINE
CENTRAL EUROPEAN DIST CORP	COM	153435102	780	29373	SH	DEFINE
CENTURYTEL INC	COM	156700106	6580	214317	SH	DEFINE
CEPHALON INC	COM	156708109	12276	216700	SH	DEFINE
CEPHALON INC	NOTE 2.500% 5/01	156708AR0	14963	15000000	PRN	DEFINE
CERNER CORP	COM	156782104	62004	995401	SH	DEFINE
CERNER CORP	COM	156782104	1202	19304	SH	DEFINE
CERNER CORP	COM	156782104	888	14255	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	638	8600	SH	DEFINE
CGI GROUP INC	CL A SUB VTG	39945C109	17263	1941575	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	19344	5200000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	88	3770	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	9686	412700	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2106	89740	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	36830	1569236	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2809	119690	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	24166	1028532	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	404	17230	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	150849	6427325	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	191261	8149171	SH	DEFINE
CHECKPOINT SYS INC	COM	162825103	166	10600	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	26444	1328159	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1693	85400	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	13215	666432	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	2845	143458	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	706	35611	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	31396	473900	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	34181	515933	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	14853	224200	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	6000	90571	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	11371	171589	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	70162	1059052	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	2101	31715	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	5566	84020	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	177930	2685730	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	13986	211110	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	150	2260	SH	DEFINE
CHICOPEE BANCORP INC	COM	168565109	3719	286714	SH	DEFINE
CHICOS FAS INC	COM	168615102	50442	5184160	SH	DEFINE
CHICOS FAS INC	COM	168615102	342	35200	SH	DEFINE
CHICOS FAS INC	COM	168615102	44772	4601416	SH	DEFINE
CHIMERA INVT CORP	COM	16934Q109	1487	426000	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	631	12600	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	8126	162260	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	10	200	SH	OTHER
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	5419	107520	SH	DEFINE
CHINA SEC & SURVE TECH INC	COM	16942J105	12490	1656500	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	791	56575	SH	DEFINE

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

CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	25779	516601	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	40282	809520	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	22131	276640	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	458	5720	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	776	9700	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	396	4955	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	1975	28300	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	87	1250	SH	DEFINE
CHIQUITA BRANDS INTL INC	COM	170032809	8311	810000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	27548	4105550	SH	DEFINE
CHUBB CORP	COM	171232101	15944	399800	SH	DEFINE
CHUBB CORP	COM	171232101	11744	294489	SH	DEFINE
CHUBB CORP	COM	171232101	40	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	993	50080	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	130	6568	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	27	1365	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	24276	1224182	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	263	13249	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	62	3126	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	119989	6050875	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONS ADR NEW	0917133Q403	33781	1703538	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	695	12790	SH	DEFINE
CIGNA CORP	COM	125509109	1130	46899	SH	DEFINE
CIGNA CORP	COM	125509109	2277	94500	SH	DEFINE
CINCINNATI FINL CORP	COM	172062101	10500	469800	SH	DEFINE
CINTAS CORP	COM	172908105	39102	1711998	SH	DEFINE
CINTAS CORP	COM	172908105	160	7000	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	12503	529550	SH	DEFINE
CISCO SYS INC	COM	17275R102	172153	9235640	SH	DEFINE
CISCO SYS INC	COM	17275R102	54406	2918754	SH	DEFINE
CISCO SYS INC	COM	17275R102	41	2200	SH	OTHER
CISCO SYS INC	COM	17275R102	1950	104600	SH	DEFINE
CISCO SYS INC	COM	17275R102	18027	967090	SH	DEFINE
CISCO SYS INC	COM	17275R102	5780	310100	SH	DEFINE
CISCO SYS INC	COM	17275R102	32152	1724910	SH	DEFINE
CISCO SYS INC	COM	17275R102	413	22140	SH	DEFINE
CISCO SYS INC	COM	17275R102	107250	5753744	SH	DEFINE
CISCO SYS INC	COM	17275R102	2986	160181	SH	DEFINE
CISCO SYS INC	COM	17275R102	796	42710	SH	DEFINE
CISCO SYS INC	COM	17275R102	393447	21107678	SH	DEFINE
CISCO SYS INC	COM	17275R102	41459	2224218	SH	DEFINE
CISCO SYS INC	COM	17275R102	103	5550	SH	DEFINE
CIT GROUP INC	COM	125581108	1869	869400	SH	DEFINE
CIT GROUP INC	8.75%PFD SER C	125581603	524	30000	SH	DEFINE
CITIGROUP INC	COM	172967101	288	97000	SH	DEFINE
CITIGROUP INC	COM	172967101	102	34202	SH	DEFINE
CITIGROUP INC	COM	172967101	18	6035	SH	DEFINE
CITRIX SYS INC	COM	177376100	469	14700	SH	DEFINE
CITRIX SYS INC	COM	177376100	357	11210	SH	DEFINE
CLARCOR INC	COM	179895107	3479	119151	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	3596	66600	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	1226	22700	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	3655	67700	SH	DEFINE
CLECO CORP NEW	COM	12561W105	22420	1000000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	4302	175800	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	24	1000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	595	24325	SH	DEFINE
CLOROX CO DEL	COM	189054109	56618	1014110	SH	DEFINE
CLOROX CO DEL	COM	189054109	4530	81143	SH	DEFINE
CLOROX CO DEL	COM	189054109	895	16023	SH	DEFINE
CME GROUP INC	COM	12572Q105	6222	20000	SH	DEFINE
CME GROUP INC	COM	12572Q105	3655	11747	SH	DEFINE

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

CME GROUP INC	COM	12572Q105	477	1534	SH	DEFINE
CMS ENERGY CORP	COM	125896100	11476	950000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	12080	1000000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	2191	181340	SH	DEFINE
CMS ENERGY CORP	NOTE 5.500% 6/1	125896BD1	78375	75000000	PRN	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	19583	1394800	SH	DEFINE
CNINSURE INC	SPONSORED ADR	18976M103	10552	786850	SH	DEFINE
COACH INC	COM	189754104	7680	285698	SH	DEFINE
COAST DISTR SYS	COM	190345108	161	66800	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	637	540000	SH	DEFINE
COCA COLA CO	COM	191216100	23760	495100	SH	DEFINE
COCA COLA CO	COM	191216100	25838	538401	SH	DEFINE
COCA COLA CO	COM	191216100	981	20426	SH	DEFINE
COCA COLA CO	COM	191216100	1724	35917	SH	DEFINE
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	16	400	SH	DEFINE
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	2823	70370	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	10032	1230372	SH	DEFINE
COHERENT INC	COM	192479103	4583	221600	SH	DEFINE
COHERENT INC	COM	192479103	296	14300	SH	DEFINE
COHERENT INC	COM	192479103	796	38500	SH	DEFINE
COHERENT INC	COM	192479103	14110	682373	SH	DEFINE
COHU INC	COM	192576106	18909	2105650	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	11473	162188	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	35	500	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	351	4964	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	12076	833380	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1022	70511	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	682	47090	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	6	420	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	7540	520390	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	6429	443700	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	242	17150	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	969	68735	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	576701	40900749	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	12383	878210	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2848	202010	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	38754	2748532	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	57	4025	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	524	37190	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	601043	42627172	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	22265	1579086	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	106	7530	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	16912	1055000	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	3	200	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	59722	2365209	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	675	26750	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	227462	9008410	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1768	70000	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	796	31538	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	520	38690	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	296	13240	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	5714	163245	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	59546	2477972	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	3617	236436	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	572	37400	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	1542	100800	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	10742	280270	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	44300	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	999	22561	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	264	13850	SH	DEFINE
CONCHO RES INC	COM	20605P101	56403	1965920	SH	DEFINE
CONCHO RES INC	COM	20605P101	677	23588	SH	DEFINE

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

CONCUR TECHNOLOGIES INC	COM	206708109	63108	2030465	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	834	26841	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1399	45000	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	549	17680	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	1422	33800	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	409900	9745610	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	18913	449658	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	36	860	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	7820	185948	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	139	3300	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	1393	33118	SH	DEFINE
CONSECO INC	COM NEW	208464883	17032	7186497	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	6154	181200	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	792	23325	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	278779	7450000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	987	26365	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	8515	227540	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	499	39329	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	82907	3119162	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	88	3300	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	245208	9225286	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	31	1170	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	311	11690	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	144	5400	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	8860	1000000	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	722	81500	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	1354	120000	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	18619	670930	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	31	1100	SH	DEFINE
CON-WAY INC	COM	205944101	1155	32720	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	242	5925	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	47171	1155592	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	53044	1980000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	4510	168340	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	804	30000	SH	DEFINE
CORNING INC	COM	219350105	3545	220760	SH	DEFINE
CORNING INC	COM	219350105	18344	1142231	SH	DEFINE
CORNING INC	COM	219350105	1124	70000	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	155	5300	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	645	22000	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	6373	217300	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	88	3000	SH	DEFINE
CORUS BANKSHARES INC	COM	220873103	585	2125526	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	2619	1773605	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	2241	49033	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	24897	544786	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	27	580	SH	OTHER
COSTCO WHSL CORP NEW	COM	22160K105	112	2450	SH	DEFINE
COURIER CORP	COM	222660102	4280	280440	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	167	19614	SH	DEFINE
COVANCE INC	COM	222816100	19228	390820	SH	DEFINE
COVANCE INC	COM	222816100	1929	39216	SH	DEFINE
COVANCE INC	COM	222816100	21	430	SH	DEFINE
COVANCE INC	COM	222816100	199	4050	SH	DEFINE
COVANCE INC	COM	222816100	113	2300	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	14366	383702	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	1623	43337	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	12956	346053	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	5417	144672	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	9105	243182	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	32358	864264	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	1169	31229	SH	DEFINE

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

COVIDIEN PLC	SHS	G2554F105	1159	30950	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	451202	12051337	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	15576	416017	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	81	2166	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	84594	1453500	SH	DEFINE
CREE INC	COM	225447101	1176	40000	SH	DEFINE
CREE INC	COM	225447101	2326	79150	SH	DEFINE
CRH PLC	ADR	12626K203	4881	212318	SH	DEFINE
CROSSTEX ENERGY INC	COM	22765Y104	2	400	SH	DEFINE
CSX CORP	COM	126408103	511	14769	SH	DEFINE
CTC MEDIA INC	COM	12642X106	51066	4320337	SH	DEFINE
CTRIIP COM INTL LTD	ADR	22943F100	698	15080	SH	DEFINE
CTRIIP COM INTL LTD	ADR	22943F100	1133	24599	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	277	6000	SH	DEFINE
CUMMINS INC	COM	231021106	576	16350	SH	DEFINE
CURIS INC	COM	231269101	1958	1231300	SH	DEFINE
CVR ENERGY INC	COM	12662P108	2553	348300	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	104937	3292654	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	20165	632735	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	127	4000	SH	OTHER
CVS CAREMARK CORPORATION	COM	126650100	2046	64200	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	588324	18460121	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	758	23780	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	599	18780	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	720	22580	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	454	14242	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1274	39990	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	121220	3803580	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	10496	329334	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	3063	200200	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	1077	70400	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	1372	89700	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	2015	213900	SH	DEFINE
CYTEC INDS INC	COM	232820100	618	33190	SH	DEFINE
CYTEC INDS INC	COM	232820100	6169	331316	SH	DEFINE
D R HORTON INC	COM	23331A109	52435	5602000	SH	DEFINE
D R HORTON INC	COM	23331A109	110	11773	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	1512	41690	SH	DEFINE
DANAHER CORP DEL	COM	235851102	111491	1805810	SH	DEFINE
DANAHER CORP DEL	COM	235851102	18576	300867	SH	DEFINE
DANAHER CORP DEL	COM	235851102	6341	102700	SH	DEFINE
DANAHER CORP DEL	COM	235851102	803	13000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1716	27800	SH	DEFINE
DANAHER CORP DEL	COM	235851102	996	16138	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1111	18000	SH	DEFINE
DANVERS BANCORP INC	COM	236442109	712	52901	SH	DEFINE
DAVITA INC	COM	23918K108	61161	1236570	SH	DEFINE
DAVITA INC	COM	23918K108	58	1170	SH	DEFINE
DAVITA INC	COM	23918K108	932	18836	SH	DEFINE
DEALERTRACK HLDGS INC	COM	242309102	4675	275000	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	1533	79900	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	12	620	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	622	32400	SH	DEFINE
DEERE & CO	COM	244199105	3995	100000	SH	DEFINE
DEERE & CO	COM	244199105	1731	43333	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	411	43778	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	3	357	SH	DEFINE
DELL INC	COM	24702R101	16160	1176970	SH	DEFINE
DELL INC	COM	24702R101	1476	107499	SH	DEFINE
DELL INC	COM	24702R101	426270	31046631	SH	DEFINE
DELL INC	COM	24702R101	44	3170	SH	DEFINE
DELL INC	COM	24702R101	504	36720	SH	DEFINE

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

DELL INC	COM	24702R101	8885	647108	SH	DEFINE
DELTA AIR LINES INC DEL	COM NEW	247361702	174	30000	SH	DEFINE
DELTA AIR LINES INC DEL	COM NEW	247361702	3046	526042	SH	DEFINE
DELTA APPAREL INC	COM	247368103	5504	800000	SH	DEFINE
DENDREON CORP	COM	24823Q107	14174	570400	SH	DEFINE
DENDREON CORP	COM	24823Q107	294	11849	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	391	12800	SH	DEFINE
DEPOMED INC	COM	249908104	64	19749	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	449	7400	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	233	3815	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	3	637	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	127	26103	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	532	109092	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	5116	1048449	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	71	14621	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	2098	38500	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	81268	1491160	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	21413	392896	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	491	9000	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	25	460	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	264	4850	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	114	2100	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	234	4286	SH	DEFINE
DEXCOM INC	COM	252131107	4279	691300	SH	DEFINE
DEXCOM INC	COM	252131107	699	113000	SH	DEFINE
DEXCOM INC	COM	252131107	1830	295700	SH	DEFINE
DHT MARITIME INC	COM	Y2065G105	2122	407200	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	30463	532100	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	20493	357950	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	74	1300	SH	OTHER
DIAGEO P L C	SPON ADR NEW	25243Q205	739	12900	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	15	260	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	7618	132950	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	160	2800	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	1940	33892	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	382	4600	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	756	9100	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	32538	1891730	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	31	1800	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	487	28319	SH	DEFINE
DIEBOLD INC	COM	253651103	5798	219950	SH	DEFINE
DIEBOLD INC	COM	253651103	78	2950	SH	DEFINE
DIEBOLD INC	COM	253651103	50	1900	SH	DEFINE
DIGI INTL INC	COM	253798102	1992	204186	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	6146	171450	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	172	4800	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	721	20100	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	6962	194200	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	93	2600	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	5581	290700	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	298	15500	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	801	41700	SH	DEFINE
DILLARDS INC	CL A	254067101	6440	700000	SH	DEFINE
DIONEX CORP	COM	254546104	15258	250000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	18614	753310	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1714	69347	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	32	1300	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	6622	267981	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1100	44520	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	130	5265	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	47166	1908789	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	3128	126600	SH	DEFINE

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

DISCOVER FINL SVCS	COM	254709108	2690	261900	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	230	22388	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	0	25	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	761	46925	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	54572	2339142	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	33480	1435047	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	105	4502	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	3134	134330	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	1	22	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	36785	1576727	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	115	4913	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	167802	7192536	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	6655	285240	SH	DEFINE
DIVX INC	COM	255413106	2143	390300	SH	DEFINE
DIVX INC	COM	255413106	433	78800	SH	DEFINE
DIVX INC	COM	255413106	1425	259600	SH	DEFINE
DIVX INC	COM	255413106	1803	328304	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	1397	480000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	10598	284270	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	1485	39825	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	479243	14340000	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	3688	110343	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	77549	4677240	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	133	8032	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	1451	87434	SH	DEFINE
DONALDSON INC	COM	257651109	36447	1052156	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	80	8900	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	334	37200	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	3224	358570	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	42	4700	SH	DEFINE
DOVER CORP	COM	260003108	130656	3948496	SH	DEFINE
DOVER CORP	COM	260003108	2427	73338	SH	DEFINE
DOVER CORP	COM	260003108	13	400	SH	OTHER
DOVER CORP	COM	260003108	26	800	SH	DEFINE
DOW CHEM CO	COM	260543103	2179	135000	SH	DEFINE
DOW CHEM CO	COM	260543103	4314	267305	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	45	2128	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	11	498	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	458458	21635562	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	5724	270151	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	29000	1368550	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	105489	4978239	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	2230	105242	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	388	18320	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	14676	692587	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	30042	1417725	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	81	3810	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	3223	123500	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	198	7600	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	3869	317900	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	354	29100	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	953	78300	SH	DEFINE
DRIL-QUIP INC	COM	262037104	12443	326600	SH	DEFINE
DRIL-QUIP INC	COM	262037104	507	13300	SH	DEFINE
DRIL-QUIP INC	COM	262037104	1364	35800	SH	DEFINE
DRIL-QUIP INC	COM	262037104	361	9480	SH	DEFINE
DST SYS INC DEL	COM	233326107	70	1900	SH	DEFINE
DST SYS INC DEL	COM	233326107	27700	749661	SH	DEFINE
DTE ENERGY CO	COM	233331107	1014	31700	SH	DEFINE
DTE ENERGY CO	COM	233331107	164816	5150500	SH	DEFINE
DTE ENERGY CO	COM	233331107	206	6445	SH	DEFINE
DTS INC	COM	23335C101	544	20100	SH	DEFINE

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

DTS INC	COM	23335C101	1451	53600	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	728	28400	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	25519	996047	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	5069	197850	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	22084	861980	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1042	40676	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1721	67180	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	44095	1721120	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	7103	277242	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	3872	238000	SH	DEFINE
DUCOMMUN INC DEL	COM	264147109	2198	117000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	650349	44575000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	9053	620514	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	58	4000	SH	OTHER
DUKE ENERGY CORP NEW	COM	26441C105	1095	75437	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	1780	122001	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	56074	6393800	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	14	1600	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	9908	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	343	4218	SH	DEFINE
E M C CORP MASS	COM	268648102	20963	1600240	SH	DEFINE
E M C CORP MASS	COM	268648102	19859	1515958	SH	DEFINE
E M C CORP MASS	COM	268648102	1611	123000	SH	DEFINE
E M C CORP MASS	COM	268648102	17	1310	SH	DEFINE
E M C CORP MASS	COM	268648102	272	20750	SH	DEFINE
E M C CORP MASS	COM	268648102	102	7800	SH	DEFINE
E M C CORP MASS	NOTE	1.750%12/0268648AM4	10250	10000000	PRN	DEFINE
EASTGROUP PPTY INC	COM	277276101	86	2600	SH	DEFINE
EASTGROUP PPTY INC	COM	277276101	350	10600	SH	DEFINE
EASTGROUP PPTY INC	COM	277276101	3451	104500	SH	DEFINE
EASTGROUP PPTY INC	COM	277276101	53	1600	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	7	2378	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	50346	17008742	SH	DEFINE
EATON CORP	COM	278058102	2810	63000	SH	DEFINE
EATON CORP	COM	278058102	2542	56989	SH	DEFINE
EATON CORP	COM	278058102	2721	61000	SH	DEFINE
EBAY INC	COM	278642103	7123	415818	SH	DEFINE
ECOLAB INC	COM	278865100	114162	2927970	SH	DEFINE
ECOLAB INC	COM	278865100	732	18780	SH	DEFINE
ECOLAB INC	COM	278865100	1086	27866	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	2841	199811	SH	DEFINE
EDISON INTL	COM	281020107	58610	1863000	SH	DEFINE
EDISON INTL	COM	281020107	88	2793	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	4082	60000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	288	4240	SH	DEFINE
EL PASO CORP	COM	28336L109	247	26770	SH	DEFINE
EL PASO CORP	COM	28336L109	193	20952	SH	DEFINE
EL PASO CORP	COM	28336L109	10528	1140599	SH	DEFINE
EL PASO CORP	COM	28336L109	16616	1800220	SH	DEFINE
EL PASO CORP	COM	28336L109	40757	4415719	SH	DEFINE
EL PASO CORP	COM	28336L109	866	93873	SH	DEFINE
EL PASO CORP	COM	28336L109	252441	27350057	SH	DEFINE
EL PASO CORP	COM	28336L109	4723	511750	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	31045	3445000	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	9	1000	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	11544	1031582	SH	DEFINE
EMBARQ CORP	COM	29078E105	2213	52609	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	295	17800	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	407	24592	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	91	5500	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1195	72170	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	3009	180274	SH	DEFINE

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

EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	68454	4133725	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	128513	7760457	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	16590	824550	SH	DEFINE
EMERSON ELEC CO	COM	291011104	33113	1022000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	15202	469193	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	8631	637000	SH	DEFINE
EMULEX CORP	COM NEW	292475209	1568	160300	SH	DEFINE
ENBRIDGE INC	COM NEW	29250N105	32969	949971	SH	DEFINE
ENCANA CORP	COM	292505104	35	700	SH	DEFINE
ENCANA CORP	COM	292505104	4446	89874	SH	DEFINE
ENCANA CORP	COM	292505104	136573	2755110	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	745	41600	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	10	585	SH	DEFINE
ENERGEN CORP	COM	29265N108	31856	798400	SH	DEFINE
ENERGEN CORP	COM	29265N108	156	3900	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	1137	21768	SH	DEFINE
ENERGY FOCUS INC	COM	29268T102	11	15000	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	529	24627	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	8779	406877	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	168	3537	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	27478	579572	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	16560	349204	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	4553	96040	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	973	27896	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	1852	53121	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	724	20750	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	6656	113109	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	48977	631800	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	114673	1479270	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	1819	23471	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	101572	1310272	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	4854	194647	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	574	23000	SH	DEFINE
EOG RES INC	COM	26875P101	16029	236000	SH	DEFINE
EOG RES INC	COM	26875P101	576	8474	SH	DEFINE
EPIQ SYS INC	COM	26882D109	3328	216800	SH	DEFINE
EPIQ SYS INC	COM	26882D109	307	20000	SH	DEFINE
EPIQ SYS INC	COM	26882D109	827	53900	SH	DEFINE
EQUIFAX INC	COM	294429105	10440	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	193	7380	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	1666	22900	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	178	4800	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	725	19500	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	7403	199100	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	97	2600	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1	33	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	5668	254968	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	307	13800	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1296	58300	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	12529	563619	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	171	7700	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	4507	460818	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	0	42	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	37175	3801150	SH	DEFINE
ERIE INDY CO	CL A	29530P102	143546	4014163	SH	DEFINE
ERIE INDY CO	CL A	29530P102	29	800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	51556	1150800	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	2353	153299	SH	DEFINE
ESSA BANCORP INC	COM	29667D104	626	45830	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	14684	1417350	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	8	751	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	699	9773	SH	DEFINE

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

EXELON CORP	COM	30161N101	132174	2581020	SH	DEFINE
EXELON CORP	COM	30161N101	10063	196497	SH	DEFINE
EXELON CORP	COM	30161N101	405	7900	SH	DEFINE
EXELON CORP	COM	30161N101	201038	3925765	SH	DEFINE
EXELON CORP	COM	30161N101	45	870	SH	DEFINE
EXELON CORP	COM	30161N101	3921	76732	SH	DEFINE
EXELON CORP	COM	30161N101	246	4800	SH	DEFINE
EXELON CORP	COM	30161N101	641	12526	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	4535	300100	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	657	43490	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	164106	10860779	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	101949	3057850	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	171	5142	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	947	28418	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	161620	2350830	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	6891	100234	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	22	320	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	320	4660	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	110	1600	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1477	21479	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	19569	1220000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	102823	6410426	SH	DEFINE
EXTERRAN HLDGS INC	NOTE	4.250% 6/130225XAA1	18675	20000000	PRN	DEFINE
EXXON MOBIL CORP	COM	30231G102	3740	53500	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	65521	937218	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	253177	3621475	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	1643	23500	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	67	960	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	12308	176013	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	350	5000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2162	30925	SH	DEFINE
F M C CORP	COM NEW	302491303	1594	33700	SH	DEFINE
F M C CORP	COM NEW	302491303	556	11750	SH	DEFINE
F M C CORP	COM NEW	302491303	4349	91919	SH	DEFINE
F5 NETWORKS INC	COM	315616102	39946	1154836	SH	DEFINE
F5 NETWORKS INC	COM	315616102	7766	224508	SH	DEFINE
F5 NETWORKS INC	COM	315616102	458	13230	SH	DEFINE
FACET BIOTECH CORP	SHS	30303Q103	2118	228020	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	69289	1389390	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	1730	34700	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	800	16043	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	143250	5061830	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	59	2100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	76	2700	SH	DEFINE
FARMER BROS CO	COM	307675108	47900	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	4802	309200	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	539	34700	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	1461	94100	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	6665	429140	SH	DEFINE
FASTENAL CO	COM	311900104	498	15000	SH	DEFINE
FASTENAL CO	COM	311900104	1253	37783	SH	DEFINE
FASTENAL CO	COM	311900104	411	12400	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	5014	606994	SH	DEFINE
FBR CAPITAL MARKETS CORP	COM	30247C301	61	13000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	412	8000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	283	5500	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	1180	22900	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	11587	224900	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	149	2900	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	8	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	34825	4552264	SH	DEFINE
FEDERATED INVS INC PA	CL B	314211103	246	10200	SH	DEFINE

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

FEDEX CORP	COM	31428X106	9513	171029	SH	DEFINE
FEDEX CORP	COM	31428X106	3007	54056	SH	DEFINE
FEDEX CORP	COM	31428X106	1001	18000	SH	DEFINE
FEDEX CORP	COM	31428X106	5152	92630	SH	DEFINE
FEDEX CORP	COM	31428X106	1835	33000	SH	DEFINE
FEDEX CORP	COM	31428X106	14521	261081	SH	DEFINE
FEDEX CORP	COM	31428X106	1751	31480	SH	DEFINE
FEDEX CORP	COM	31428X106	194479	3496573	SH	DEFINE
FEDEX CORP	COM	31428X106	4613	82940	SH	DEFINE
FEDEX CORP	COM	31428X106	82	1480	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	7669	3117400	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	232	94400	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	626	254300	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	118	48070	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	21939	3849000	SH	DEFINE
FERRO CORP	COM	315405100	31	11137	SH	DEFINE
FGX INTERNATIONAL HLDGS LTD	ORD SHS	G3396L102	5602	492224	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	45	3314	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	1199	88649	SH	DEFINE
FIRST CLOVER LEAF FIN CORP	COM	31969M105	3096	436070	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	3055	235000	SH	DEFINE
FIRST SOLAR INC	COM	336433107	6454	39810	SH	DEFINE
FIRST SOLAR INC	COM	336433107	57	350	SH	DEFINE
FIRST SOLAR INC	COM	336433107	770	4750	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	211575	5460000	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	2053	52986	SH	DEFINE
FISERV INC	COM	337738108	1137	24886	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	1886	225000	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	1140	277320	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	138	33543	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	2873	699080	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	2605	633760	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	44166	10745910	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	12705	3091226	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	72	17546	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	1095	266340	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	217777	52987097	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	104239	25362315	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	35	8610	SH	DEFINE
FLIR SYS INC	COM	302445101	162349	7196249	SH	DEFINE
FLIR SYS INC	COM	302445101	28	1220	SH	DEFINE
FLIR SYS INC	COM	302445101	141	6230	SH	DEFINE
FLIR SYS INC	COM	302445101	160	7100	SH	DEFINE
FLIR SYS INC	COM	302445101	5483	243017	SH	DEFINE
FLOTEK INDS INC DEL	COM	343389102	639	314724	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	76892	1101440	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	59	850	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	13	180	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	908	13005	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	70	1000	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	815	11670	SH	DEFINE
FLUOR CORP NEW	COM	343412102	1015	19785	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	143218	3810996	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	161	4280	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	1157	30787	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	325	40300	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	10	300	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	160545	4979682	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	56623	1756312	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	11486	1299340	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	537	60700	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	1440	162900	SH	DEFINE

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

FORCE PROTECTION INC	COM NEW	345203202	10023	1133014	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	9914	450000	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	90	4100	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	6677	1100000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	469	77255	SH	DEFINE
FOREST LABS INC	COM	345838106	113	4493	SH	DEFINE
FOREST LABS INC	COM	345838106	636	25325	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	6	533	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	26644	2242753	SH	DEFINE
FORMFACTOR INC	COM	346375108	69318	4020754	SH	DEFINE
FORMFACTOR INC	COM	346375108	664	38500	SH	DEFINE
FORMFACTOR INC	COM	346375108	1790	103800	SH	DEFINE
FORMFACTOR INC	COM	346375108	735	42628	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	4127	118800	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	409	11762	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	54	1544	SH	DEFINE
FORWARD AIR CORP	COM	349853101	10560	495333	SH	DEFINE
FOSSIL INC	COM	349882100	23451	973886	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	770	32425	SH	DEFINE
FPL GROUP INC	COM	302571104	493118	8672500	SH	DEFINE
FPL GROUP INC	COM	302571104	17010	299158	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	18689	815522	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	9704	425415	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	15899	613382	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	13	500	SH	DEFINE
FRANKLIN RES INC	COM	354613101	39080	542704	SH	DEFINE
FRANKLIN RES INC	COM	354613101	2	25	SH	DEFINE
FRANKLIN TEMPLETON LTD DUR I	COM	35472T101	116	11159	SH	SOLE
FREDS INC	CL A	356108100	33779	2680900	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	7943	100000	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	5545	69815	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	387	4875	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	700	8814	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4584	91473	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4763	95049	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1490	33100	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	4216	590535	SH	DEFINE
FTI CONSULTING INC	COM	302941109	5772	113800	SH	DEFINE
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	13965	444872	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	10634	2384200	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	7183	2370709	SH	DEFINE
GAIAM INC	CL A	36268Q103	2483	453862	SH	DEFINE
GAIAM INC	CL A	36268Q103	598	109240	SH	DEFINE
GAIAM INC	CL A	36268Q103	1587	290200	SH	DEFINE
GAIAM INC	CL A	36268Q103	2093	382405	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	53826	2522300	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	6	300	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	45	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	4500	204463	SH	DEFINE
GAMMON GOLD INC	COM	36467T106	22556	3405100	SH	DEFINE
GANNETT INC	COM	364730101	41	11516	SH	DEFINE
GAP INC DEL	COM	364760108	740	45140	SH	DEFINE
GAP INC DEL	COM	364760108	449	27349	SH	DEFINE
GAP INC DEL	COM	364760108	1304	79500	SH	DEFINE
GAP INC DEL	COM	364760108	279	17020	SH	DEFINE
GAP INC DEL	COM	364760108	635	38700	SH	DEFINE
GAP INC DEL	COM	364760108	92945	5667361	SH	DEFINE
GAP INC DEL	COM	364760108	1918	116950	SH	DEFINE
GARDNER DENVER INC	COM	365558105	22890	909400	SH	DEFINE
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	2470	113700	SH	DEFINE
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	4	168	SH	DEFINE
GENCORP INC	COM	368682100	5787	3029590	SH	DEFINE

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

GENERAL DYNAMICS CORP	COM	369550108	55390	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	4481	80906	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	55	1000	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	17126	1461300	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	34913	2978920	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	67476	5757372	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	41	3500	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	1063	90700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	7729	659450	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	3783	322814	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	24628	2101576	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	47555	4057613	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2097	178883	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	623	53130	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	286345	24432136	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	26070	2224440	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	60	5080	SH	DEFINE
GENERAL MARITIME CORP NEW	SHS	Y2693R101	1937	195900	SH	DEFINE
GENERAL MARITIME CORP NEW	SHS	Y2693R101	5	500	SH	DEFINE
GENERAL MLS INC	COM	370334104	3617	64571	SH	DEFINE
GENERAL MLS INC	COM	370334104	21	375	SH	DEFINE
GENERAL MLS INC	COM	370334104	136263	2432395	SH	DEFINE
GENERAL MLS INC	COM	370334104	9559	170640	SH	DEFINE
GENESEE & WYO INC	CL A	371559105	27928	1053500	SH	DEFINE
GENTEX CORP	COM	371901109	25168	2169650	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	1993	1083000	SH	DEFINE
GENUINE PARTS CO	COM	372460105	100	2965	SH	DEFINE
GENUINE PARTS CO	COM	372460105	6316	188195	SH	DEFINE
GENUINE PARTS CO	COM	372460105	676	20148	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	11184	1600000	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	1	115	SH	DEFINE
GENZYME CORP	COM	372917104	47387	851210	SH	DEFINE
GENZYME CORP	COM	372917104	1080	19404	SH	DEFINE
GENZYME CORP	COM	372917104	21	370	SH	DEFINE
GENZYME CORP	COM	372917104	247	4440	SH	DEFINE
GENZYME CORP	COM	372917104	111	2000	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	26746	3921750	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	5	700	SH	DEFINE
GIBRALTAR INDS INC	COM	374689107	23128	3366549	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	37	2500	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	108535	7365846	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	167004	3565390	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	30963	661040	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	37	800	SH	OTHER
GILEAD SCIENCES INC	COM	375558103	7811	166750	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	33	700	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	984	21000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	256	5470	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1916	40900	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	112	2400	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	437	9334	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1288	27500	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/0	375558AH6	12963	10000000	PRN	DEFINE
GLATFELTER	COM	377316104	19221	2159700	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1598	45232	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	3804	107685	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	18355	518922	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	19844	3505950	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	3240	572400	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	2772	74000	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	11	282	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	5	136	SH	DEFINE

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

GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	53650	4452298	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	146	12150	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	59	4900	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	115041	3309980	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	174	5000	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	8570	246500	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	6491	3150000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	8109	55000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	6148	41695	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	487	3300	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	12	1100	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	75266	6684392	SH	DEFINE
GOOGLE INC	CL A	38259P508	157616	373860	SH	DEFINE
GOOGLE INC	CL A	38259P508	16635	39458	SH	DEFINE
GOOGLE INC	CL A	38259P508	103	245	SH	OTHER
GOOGLE INC	CL A	38259P508	1703	4040	SH	DEFINE
GOOGLE INC	CL A	38259P508	29	68	SH	DEFINE
GOOGLE INC	CL A	38259P508	346	820	SH	DEFINE
GOOGLE INC	CL A	38259P508	126	300	SH	DEFINE
GOOGLE INC	CL A	38259P508	559	1326	SH	DEFINE
GPO AEROPORTUARIO DEL PAC SA	SPON ADR B	400506101	25426	990876	SH	DEFINE
GRACO INC	COM	384109104	46804	2125533	SH	DEFINE
GRACO INC	COM	384109104	599	27225	SH	DEFINE
GRACO INC	COM	384109104	62	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	794	9700	SH	DEFINE
GRAINGER W W INC	COM	384802104	45034	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	336	4100	SH	DEFINE
GRAN TIERRA ENERGY INC	COM	38500T101	4541	1316100	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	19422	14205500	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	7439	478400	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	15083	969940	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	148	9494	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	3	180	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	322	20702	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	48	3100	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	48	3114	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	13879	892533	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	5831	375005	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	33849	589500	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	4040	70360	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	75	1300	SH	OTHER
GREATBATCH INC	COM	39153L106	11040	488374	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	5255	168000	SH	DEFINE
GRIFFON CORP	COM	398433102	1257	151100	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	35378	1359640	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	2696	2751248	SH	DEFINE
GTSI CORP	COM	36238K103	3222	600000	SH	DEFINE
GUANGSHEN RY LTD	SPONSORED ADR	40065W107	409	17400	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	20514	10740191	SH	DEFINE
GUESS INC	COM	401617105	80504	3122710	SH	DEFINE
GUESS INC	COM	401617105	255	9900	SH	DEFINE
GUESS INC	COM	401617105	657	25500	SH	DEFINE
GUESS INC	COM	401617105	861	33391	SH	DEFINE
GYMBOREE CORP	COM	403777105	13649	384700	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	34057	2181720	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	996	63830	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	2594	166200	SH	DEFINE
HALLIBURTON CO	COM	406216101	41045	1982860	SH	DEFINE
HALLIBURTON CO	COM	406216101	331	16004	SH	DEFINE
HALLIBURTON CO	COM	406216101	6763	326720	SH	DEFINE
HALLIBURTON CO	COM	406216101	2164	104520	SH	DEFINE
HALLIBURTON CO	COM	406216101	1179	56842	SH	DEFINE

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

HALLIBURTON CO	COM	406216101	34048	1644813	SH	DEFINE
HALLIBURTON CO	COM	406216101	2503	120920	SH	DEFINE
HALLIBURTON CO	COM	406216101	2847	137520	SH	DEFINE
HALLIBURTON CO	COM	406216101	103610	5005311	SH	DEFINE
HALLIBURTON CO	COM	406216101	5921	286040	SH	DEFINE
HALLIBURTON CO	COM	406216101	92	4450	SH	DEFINE
HALOZYME THERAPEUTICS INC	COM	40637H109	824	118200	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	2300	70788	SH	DEFINE
HANESBRANDS INC	COM	410345102	151	10091	SH	DEFINE
HANESBRANDS INC	COM	410345102	1	100	SH	DEFINE
HANSEN NAT CORP	COM	411310105	63185	2050105	SH	DEFINE
HANSEN NAT CORP	COM	411310105	13089	424706	SH	DEFINE
HANSEN NAT CORP	COM	411310105	957	31050	SH	DEFINE
HANSEN NAT CORP	COM	411310105	633	20550	SH	DEFINE
HARDINGE INC	COM	412324303	5259	1237400	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	533	32900	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	17830	1099946	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	422	26050	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	68245	4210060	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	2289	121770	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	2	88	SH	DEFINE
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	32168	3117059	SH	DEFINE
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	68	6550	SH	DEFINE
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	28	2700	SH	DEFINE
HARRIS CORP DEL	COM	413875105	1085	38248	SH	DEFINE
HARRIS CORP DEL	COM	413875105	6	226	SH	DEFINE
HARRIS STRATEX NTRKRS INC	CL A	41457P106	77	11905	SH	DEFINE
HARRIS STRATEX NTRKRS INC	CL A	41457P106	0	53	SH	DEFINE
HARTE-HANKS INC	COM	416196103	416	45000	SH	DEFINE
HARVEST ENERGY TR	TRUST UNIT	41752X101	626	115000	SH	DEFINE
HASBRO INC	COM	418056107	34275	1414000	SH	DEFINE
HASBRO INC	COM	418056107	15	600	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	12783	1397000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	7624	400000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	69	3625	SH	DEFINE
HCP INC	COM	40414L109	32	1500	SH	DEFINE
HCP INC	COM	40414L109	375	17700	SH	DEFINE
HCP INC	COM	40414L109	1587	74900	SH	DEFINE
HCP INC	COM	40414L109	15290	721571	SH	DEFINE
HCP INC	COM	40414L109	210	9900	SH	DEFINE
HEADWATERS INC	NOTE 2.875% 6/04	42210PAB8	1150	2120000	PRN	DEFINE
HEALTH CARE REIT INC	COM	42217K106	303	8900	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	1313	38500	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	12634	370510	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	177	5200	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	10476	585900	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	7360	500000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	17	1181	SH	DEFINE
HECLA MNG CO	COM	422704106	3216	1200000	SH	DEFINE
HEICO CORP NEW	COM	422806109	4797	132289	SH	DEFINE
HEICO CORP NEW	COM	422806109	152	4200	SH	DEFINE
HEICO CORP NEW	COM	422806109	410	11300	SH	DEFINE
HEINZ H J CO	COM	423074103	9050	253510	SH	DEFINE
HELICOS BIOSCIENCES CORP	COM	42326R109	313	762200	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	23693	2179700	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	7266	668400	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	341	31400	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	926	85200	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	751	24325	SH	DEFINE
HERSHEY CO	COM	427866108	974	27065	SH	DEFINE
HESS CORP	COM	42809H107	8259	153650	SH	DEFINE
HESS CORP	COM	42809H107	933	17352	SH	DEFINE

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

HEWLETT PACKARD CO	COM	428236103	3594	93000	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	134907	3490485	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	26075	674653	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	1654	42800	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	38	980	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	438	11340	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	135	3500	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	449	11617	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	32678	1815460	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	150	6700	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	638	28500	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	6227	278350	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	85	3800	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	42459	2617705	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	23	1400	SH	DEFINE
HILLENBRAND INC	COM	431571108	46291	2781904	SH	DEFINE
HILLENBRAND INC	COM	431571108	55687	3346560	SH	DEFINE
HILLENBRAND INC	COM	431571108	23	1400	SH	DEFINE
HILLTOP HOLDINGS INC	COM	432748101	4528	381500	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	43458	1250591	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	778	22400	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	2075	59700	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	407	11702	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	2036	50000	SH	DEFINE
HOLLY CORP	COM PAR \$0.01	435758305	3948	219600	SH	DEFINE
HOLOGIC INC	COM	436440101	508	35700	SH	DEFINE
HOME DEPOT INC	COM	437076102	3774	159700	SH	DEFINE
HOME DEPOT INC	COM	437076102	14893	630250	SH	DEFINE
HOME DEPOT INC	COM	437076102	16523	699257	SH	DEFINE
HOME DEPOT INC	COM	437076102	14	600	SH	OTHER
HOME DEPOT INC	COM	437076102	1321	55900	SH	DEFINE
HOME DEPOT INC	COM	437076102	1138	48045	SH	DEFINE
HOME DEPOT INC	COM	437076102	5351	226432	SH	DEFINE
HOME DEPOT INC	COM	437076102	1383	58516	SH	DEFINE
HOME DEPOT INC	COM	437076102	851	36000	SH	DEFINE
HOME DEPOT INC	COM	437076102	181876	7696844	SH	DEFINE
HOME DEPOT INC	COM	437076102	2065	87380	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	3510	128255	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	18659	594248	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	964	30688	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	18545	1615434	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	2950	137900	SH	DEFINE
HOSPIRA INC	COM	441060100	763	19813	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	28	2335	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	57	4800	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	275	23100	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	2654	223200	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	37	3100	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	31	3700	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	378	45100	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	1582	188600	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	14990	1786695	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	211	25100	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	2548	213383	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	5	117	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	12613	301960	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	835	20000	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	3600	85766	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	234	5595	SH	DEFINE
HSN INC	COM	404303109	634	60020	SH	DEFINE
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	303	10800	SH	DEFINE
HUB GROUP INC	CL A	443320106	560	27120	SH	DEFINE

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

HUB GROUP INC	CL A	443320106	1300	63000	SH	DEFINE
HUBBELL INC	CL B	443510201	385	11999	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	5183	390000	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	158	11909	SH	DEFINE
HUMANA INC	COM	444859102	811	25150	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	885	29000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	12960	424500	SH	DEFINE
HURCO COMPANIES INC	COM	447324104	1186	75878	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	12082	261340	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	1325	28670	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	3617	78232	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	2408	150050	SH	DEFINE
IAMGOLD CORP	COM	450913108	32016	3162300	SH	DEFINE
IAMGOLD CORP	COM	450913108	10	1000	SH	DEFINE
IAMGOLD CORP	COM	450913108	2252	222300	SH	DEFINE
ICF INTL INC	COM	44925C103	1228	44500	SH	DEFINE
ICF INTL INC	COM	44925C103	201	7300	SH	DEFINE
ICF INTL INC	COM	44925C103	538	19500	SH	DEFINE
ICICI BK LTD	ADR	45104G104	4649	157578	SH	DEFINE
ICICI BK LTD	ADR	45104G104	4411	149519	SH	DEFINE
ICICI BK LTD	ADR	45104G104	218	7380	SH	DEFINE
ICICI BK LTD	ADR	45104G104	14604	489182	SH	DEFINE
ICICI BK LTD	ADR	45104G104	142413	4827575	SH	DEFINE
ICICI BK LTD	ADR	45104G104	66937	2269036	SH	DEFINE
IDACORP INC	COM	451107106	15721	601400	SH	DEFINE
IDEXX LABS INC	COM	45168D104	4592	99400	SH	DEFINE
IDEXX LABS INC	COM	45168D104	847	18343	SH	DEFINE
IDEXX LABS INC	COM	45168D104	2093	45300	SH	DEFINE
IESI-BFC LTD	COM	44951D108	123	10700	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	3252	87100	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	37340	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2149	57561	SH	DEFINE
ILLUMINA INC	COM	452327109	46536	1195060	SH	DEFINE
ILLUMINA INC	COM	452327109	308	7916	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	1261	171300	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	3434	466204	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	613	15927	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	23247	599162	SH	DEFINE
IMS HEALTH INC	COM	449934108	6350	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	475	37393	SH	DEFINE
INDIA FD INC	COM	454089103	418	13422	SH	DEFINE
INDIA FD INC	COM	454089103	809	26000	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	67	1818	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	18147	493400	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	35	3500	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	2797	275824	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	9439	930146	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	460	45335	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	20942	1002000	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	444	21238	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	161	7700	SH	DEFINE
INGERSOLL-RAND GLOBAL HLDG C	NOTE 4.500% 4/1	45687AAD4	12094	9000000	PRN	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	882	107023	SH	DEFINE
INTEL CORP	COM	458140100	132737	8020390	SH	DEFINE
INTEL CORP	COM	458140100	59057	3568408	SH	DEFINE
INTEL CORP	COM	458140100	45	2700	SH	OTHER
INTEL CORP	COM	458140100	1112	67200	SH	DEFINE
INTEL CORP	COM	458140100	28	1710	SH	DEFINE
INTEL CORP	COM	458140100	1428	87120	SH	DEFINE
INTEL CORP	COM	458140100	144	8700	SH	DEFINE
INTEL CORP	COM	458140100	2398	144918	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	1690	2000000	PRN	DEFINE

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

INTEL CORP	SDCV	2.950%12/1458140AD2	4	5000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	232	2035	SH	DEFINE
INTERMEC INC	COM	458786100	13	1041	SH	DEFINE
INTERMEC INC	COM	458786100	3790	293979	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	30773	294700	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	109038	1044230	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	131987	1263997	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1880	18000	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	58	560	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	5384	51510	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	324	3100	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	962	9213	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	646	40652	SH	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	10110	375000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	182	35974	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	2896	573370	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	810	900000	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	234	258920	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	559	60020	SH	DEFINE
INTL PAPER CO	COM	460146103	572	37821	SH	DEFINE
INTL PAPER CO	COM	460146103	225498	14904062	SH	DEFINE
INTUIT	COM	461202103	1457	51725	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	74698	456420	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	1723	10530	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	721	4408	SH	DEFINE
INVESCO LTD	SHS	G491BT108	13082	734120	SH	DEFINE
INVESCO LTD	SHS	G491BT108	4379	245730	SH	DEFINE
INVESCO LTD	SHS	G491BT108	957	53700	SH	DEFINE
INVESCO LTD	SHS	G491BT108	5064	284150	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1301	73030	SH	DEFINE
INVESCO LTD	SHS	G491BT108	5594	313932	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1199	67290	SH	DEFINE
INVESCO LTD	SHS	G491BT108	96713	5427222	SH	DEFINE
INVESCO LTD	SHS	G491BT108	106756	5990769	SH	DEFINE
INVESCO LTD	SHS	G491BT108	59	3317	SH	DEFINE
INVITROGEN CORP	NOTE	3.250% 6/146185RAM2	1548	1480000	PRN	DEFINE
IPC HLDGS LTD	ORD	G4933P101	91035	3329750	SH	DEFINE
IPC HLDGS LTD	ORD	G4933P101	1721	62930	SH	DEFINE
IPC HLDGS LTD	ORD	G4933P101	2964	108421	SH	DEFINE
IRON MTN INC	COM	462846106	8788	305654	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	856	9380	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	2	25	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	491	29210	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	1950	116050	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	1597	30150	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	3684	69550	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	207	6818	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	378	40054	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	349	37050	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	847	61610	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	982	27763	SH	DEFINE
ISHARES TR	BARCLYS TIPS BD	464287176	13472	132556	SH	DEFINE
ISHARES TR	BARCLYS TIPS BD	464287176	2033	20000	SH	DEFINE
ISHARES TR	FTSE XNHUA IDX	464287184	8944	233092	SH	DEFINE
ISHARES TR	FTSE XNHUA IDX	464287184	3404	88710	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	2197	23810	SH	DEFINE
ISHARES TR	BARCLYS US AGG B	464287226	250	2446	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	57510	1784364	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	129	4000	SH	OTHER
ISHARES TR	MSCI EMERG MKT	464287234	4263	132270	SH	DEFINE
ISHARES TR	IBOXX INV CPBD	464287242	8583	85595	SH	DEFINE
ISHARES TR	S&P NA NAT RES	464287374	375	13530	SH	DEFINE

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

ISHARES TR	BARCLYS 7-10 YR	464287440	459	5066	SH	DEFINE
ISHARES TR	BARCLYS 1-3 YR	464287457	1006	12015	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	18881	412152	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	284	4907	SH	DEFINE
ISHARES TR	COHEN&ST RLTY	464287564	205	5707	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	524	11000	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	4705	114676	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	1505	29533	SH	DEFINE
ISHARES TR	RUSSELL 3000	464287689	238	4420	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	292	4375	SH	DEFINE
ISHARES TR	S&P SMLCAP 600	464287804	419	9425	SH	DEFINE
ISHARES TR	S&P SMLCP VALU	464287879	1639	34784	SH	DEFINE
ISHARES TR	S&P SMLCP GROW	464287887	1723	37163	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	857	10750	SH	DEFINE
ISHARES TR	BARCLYS MBS BD	464288588	348	3301	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	20991	209931	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	1568	48785	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	916	28500	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	50	3000	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1571	95200	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	2499	151453	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1788	108360	SH	DEFINE
ISTAR FINL INC	COM	45031U101	36941	13007281	SH	DEFINE
ISTAR FINL INC	COM	45031U101	146	51300	SH	DEFINE
ISTAR FINL INC	FRNT	10/045031UBF7	127491	332700000	PRN	DEFINE
ITAU UNIBANCO BANCO MULTIPL	SPONS ADR	465562106	76	4800	SH	DEFINE
ITAU UNIBANCO BANCO MULTIPL	SPONS ADR	465562106	473825	29932062	SH	DEFINE
ITAU UNIBANCO BANCO MULTIPL	SPONS ADR	465562106	1171	74004	SH	DEFINE
ITRON INC	COM	465741106	570	10350	SH	DEFINE
ITRON INC	COM	465741106	1663	30200	SH	DEFINE
ITT CORP NEW	COM	450911102	1393	31299	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	7347	72980	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	755	7500	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	2	23	SH	DEFINE
ITURAN LOCATION AND CONTROL	SHS	M6158M104	3575	433308	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	17221	3082300	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	258	46300	SH	DEFINE
IXIA	COM	45071R109	4049	600800	SH	DEFINE
IXIA	COM	45071R109	902	133800	SH	DEFINE
IXIA	COM	45071R109	2460	365000	SH	DEFINE
IXIA	COM	45071R109	7430	1101439	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	46836	1112750	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	4173	99137	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	13	300	SH	OTHER
JACOBS ENGR GROUP INC DEL	COM	469814107	1035	24600	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	519	12331	SH	DEFINE
JAKKS PAC INC	COM	47012E106	13767	1073050	SH	DEFINE
JARDEN CORP	COM	471109108	18750	1000000	SH	DEFINE
JARDEN CORP	COM	471109108	24	1300	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	493993	8697055	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	122538	2157357	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	136	2400	SH	OTHER
JOHNSON & JOHNSON	COM	478160104	1193	21000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	44	770	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	19437	342253	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	239	4200	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	2241	39455	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	120164	5532430	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	443	20410	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	1024	47129	SH	DEFINE
JOHNSON OUTDOORS INC	CL A	479167108	689	125000	SH	DEFINE
JOY GLOBAL INC	COM	481165108	2428	67965	SH	DEFINE

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

JPMORGAN CHASE & CO	COM	46625H100	450772	13215250	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	32076	940376	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	14	400	SH	OTHER
JPMORGAN CHASE & CO	COM	46625H100	1197	35100	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	7543	221150	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	11373	333185	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	24303	712497	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	2136	62628	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	2025	59370	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	85147	2496256	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	10044	294460	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	49438	2094791	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	143	6045	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	596	25272	SH	DEFINE
K V PHARMACEUTICAL CO	CL A	482740206	3678	1145150	SH	DEFINE
K12 INC	COM	48273U102	5162	240300	SH	DEFINE
K12 INC	COM	48273U102	816	38000	SH	DEFINE
K12 INC	COM	48273U102	2215	103100	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	8191	304389	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	17839	1107350	SH	DEFINE
KAYDON CORP	COM	486587108	1729	53100	SH	DEFINE
KAYDON CORP	COM	486587108	834	25600	SH	DEFINE
KAYDON CORP	COM	486587108	2254	69221	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1137	34137	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	7562	227010	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1404	42161	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	10277	309200	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	215	6460	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	35890	1077450	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	91454	2745535	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	40	1200	SH	DEFINE
KBR INC	COM	48242W106	195	10588	SH	DEFINE
KELLOGG CO	COM	487836108	2617	56204	SH	DEFINE
KELLOGG CO	COM	487836108	908	19500	SH	DEFINE
KELLY SVCS INC	CL A	488152208	25733	2350000	SH	DEFINE
KENNAMETAL INC	COM	489170100	28532	1487600	SH	DEFINE
KENNAMETAL INC	COM	489170100	1174	61200	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	2962	56500	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4488	85594	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	118	11700	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	64	6400	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	344	34200	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	1440	143300	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	13960	1389054	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	192	19100	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	9683	189415	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	82	1600	SH	OTHER
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	1056	20650	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	64342	5201448	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	COM	496904103	11445	3991879	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	63402	3478012	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	66	3650	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	3797	600834	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	4370	692171	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	1428	33406	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	233	12654	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	5095	276619	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	11280	610615	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	10125	549664	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	4847	191275	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	299088	11802989	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	10276	405505	SH	DEFINE

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

KRAFT FOODS INC	CL A	50075N104	1123	44320	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	2610	103000	SH	DEFINE
KROGER CO	COM	501044101	490	22240	SH	DEFINE
KROGER CO	COM	501044101	215394	9768436	SH	DEFINE
KROGER CO	COM	501044101	22748	1031667	SH	DEFINE
KROGER CO	COM	501044101	17593	797850	SH	DEFINE
KROGER CO	COM	501044101	4643	210560	SH	DEFINE
K-SWISS INC	CL A	482686102	19817	2331420	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	940	65442	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	9295	647299	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	2434	169470	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	55	3820	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	183527	12780463	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	10245	713464	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	3961	57098	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	87	1250	SH	OTHER
LA Z BOY INC	COM	505336107	13082	2771620	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1708	25200	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1213	17891	SH	DEFINE
LADISH INC	COM NEW	505754200	243	18738	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	63020	2423830	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	31	1200	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	784	30165	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	143	11600	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	4029	123318	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	1263	61745	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	18	900	SH	DEFINE
LAZARD LTD	SHS A	G54050102	988	36689	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	12035	5255380	SH	DEFINE
LECG CORP	COM	523234102	5531	1695674	SH	DEFINE
LEGG MASON INC	COM	524901105	2484	101870	SH	DEFINE
LEGG MASON INC	COM	524901105	109	4480	SH	DEFINE
LEGG MASON INC	COM	524901105	2765	113400	SH	DEFINE
LEGG MASON INC	COM	524901105	38685	1586770	SH	DEFINE
LEGG MASON INC	COM	524901105	36278	1488022	SH	DEFINE
LEGG MASON INC	COM	524901105	1065	43692	SH	DEFINE
LEGG MASON INC	COM	524901105	613	25150	SH	DEFINE
LEGG MASON INC	COM	524901105	873	35790	SH	DEFINE
LEGG MASON INC	COM	524901105	614	25200	SH	DEFINE
LEGG MASON INC	UNIT 99/99/9999	524901303	90808	3603500	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	33319	2187694	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	34	2200	SH	DEFINE
LENDER PROCESSING SVCS INC	COM	52602E102	833	30000	SH	DEFINE
LENDER PROCESSING SVCS INC	COM	52602E102	53	1906	SH	DEFINE
LENNAR CORP	CL A	526057104	4651	480000	SH	DEFINE
LENNAR CORP	CL A	526057104	10	1000	SH	DEFINE
LENNAR CORP	CL B	526057302	365	48000	SH	DEFINE
LENNAR CORP	CL B	526057302	1	100	SH	DEFINE
LENNOX INTL INC	COM	526107107	12555	391000	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	27288AX2	3969	3600000	PRN	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	1030	64830	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	30715AN1	3015	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	30715AR2	3950	10000000	PRN	DEFINE
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	79	15827	SH	DEFINE
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	43469	1625000	SH	DEFINE
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	410	15339	SH	DEFINE
LIBERTY MEDIA CORP NEW	ENT COM SER A	53071M500	737	27535	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	2710	117633	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	60	2600	SH	OTHER
LIBERTY PPTY TR	SH BEN INT	531172104	230	10000	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	963	41800	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	9887	429140	SH	DEFINE

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

LIBERTY PPTY TR	SH BEN INT	531172104	131	5700	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	107816	2584260	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	1204	28865	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	911	21831	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	423	16100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	576	21930	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	734	27960	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	231	8810	SH	DEFINE
LILLY ELI & CO	COM	532457108	13856	400000	SH	DEFINE
LILLY ELI & CO	COM	532457108	7361	212502	SH	DEFINE
LILLY ELI & CO	COM	532457108	792	22875	SH	DEFINE
LILLY ELI & CO	COM	532457108	7	200	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	23482	651550	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	3	81	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	3253	189001	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	6216	3377115	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	4742	846800	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	826	147500	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	2326	415400	SH	DEFINE
LIONS GATE ENTMNT CORP	NOTE 3.625% 3/1	535919AG9	7700	10000000	PRN	DEFINE
LIZ CLAIBORNE INC	COM	539320101	3	1000	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	431	149750	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	5324	1848666	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	179	62230	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1410	489590	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	40325	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	5459	67691	SH	DEFINE
LOEWS CORP	COM	540424108	554	20232	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	2100	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	548	39150	SH	DEFINE
LORILLARD INC	COM	544147101	623	9193	SH	DEFINE
LORILLARD INC	COM	544147101	618138	9121111	SH	DEFINE
LOWES COS INC	COM	548661107	11540	594540	SH	DEFINE
LOWES COS INC	COM	548661107	6874	354148	SH	DEFINE
LOWES COS INC	COM	548661107	4950	255000	SH	DEFINE
LOWES COS INC	COM	548661107	774	39900	SH	DEFINE
LOWES COS INC	COM	548661107	1537	79200	SH	DEFINE
LOWES COS INC	COM	548661107	971	50000	SH	DEFINE
LSI CORPORATION	COM	502161102	1	322	SH	DEFINE
LSI CORPORATION	COM	502161102	237794	52147888	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	258	19800	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	2261	108800	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	642	30900	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	2529	121700	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	727	35000	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	894	43000	SH	DEFINE
M & T BK CORP	COM	55261F104	25182	494440	SH	DEFINE
M & T BK CORP	COM	55261F104	291	5710	SH	DEFINE
M & T BK CORP	COM	55261F104	597	11723	SH	DEFINE
M D C HLDGS INC	COM	552676108	44004	1461450	SH	DEFINE
M/I HOMES INC	COM	55305B101	16116	1646150	SH	DEFINE
MACERICH CO	COM	554382101	160	9094	SH	DEFINE
MACERICH CO	COM	554382101	667	37861	SH	DEFINE
MACERICH CO	COM	554382101	6377	362151	SH	DEFINE
MACERICH CO	COM	554382101	83	4700	SH	DEFINE
MACK CALI RLTY CORP	COM	554489104	14	600	SH	DEFINE
MACK CALI RLTY CORP	COM	554489104	119	5200	SH	DEFINE
MACK CALI RLTY CORP	COM	554489104	490	21500	SH	DEFINE
MACK CALI RLTY CORP	COM	554489104	4982	218500	SH	DEFINE
MACK CALI RLTY CORP	COM	554489104	66	2900	SH	DEFINE
MACYS INC	COM	55903Q104	6497	1425600	SH	DEFINE
MAGNA INTL INC	CL A	559222401	1	25	SH	DEFINE

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

MAGNA INTL INC	CL A	559222401	7081	166861	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	3704	564590	SH	DEFINE
MANPOWER INC	COM	56418H100	768	18135	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	16830	970000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	40	2300	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	456	26278	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	148745	8506188	SH	DEFINE
MARATHON OIL CORP	COM	565849106	40036	1328760	SH	DEFINE
MARATHON OIL CORP	COM	565849106	1427	47353	SH	DEFINE
MARATHON OIL CORP	COM	565849106	256726	8520612	SH	DEFINE
MARATHON OIL CORP	COM	565849106	40	1340	SH	DEFINE
MARATHON OIL CORP	COM	565849106	440	14590	SH	DEFINE
MARATHON OIL CORP	COM	565849106	181	6000	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	9185	781700	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	573	48800	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	1268	107900	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	4171	354921	SH	DEFINE
MARKEL CORP	COM	570535104	576	2045	SH	DEFINE
MARKEL CORP	COM	570535104	507	1800	SH	DEFINE
MARKET VECTORS ETF TR	GBL ALTER ENRG	57060U407	337	13825	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	262	7610	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	11530	572770	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	859	42650	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2764	137310	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1676	83252	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1292	64160	SH	DEFINE
MARSHALL & ILSLEY CORP NEW	COM	571837103	143	29764	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	4922	62400	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	1151	14591	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	155	13300	SH	DEFINE
MASCO CORP	COM	574599106	1351	141000	SH	DEFINE
MASCO CORP	COM	574599106	38	4011	SH	DEFINE
MASIMO CORP	COM	574795100	30154	1250690	SH	DEFINE
MASIMO CORP	COM	574795100	608	25200	SH	DEFINE
MASIMO CORP	COM	574795100	1618	67100	SH	DEFINE
MASIMO CORP	COM	574795100	427	17721	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	196597	1175040	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	839	5014	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	1819	10875	SH	DEFINE
MATTEL INC	COM	577081102	8	487	SH	DEFINE
MATTEL INC	COM	577081102	373196	23252105	SH	DEFINE
MATTEL INC	COM	577081102	13448	837907	SH	DEFINE
MATTEL INC	COM	577081102	984	61300	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	735	39800	SH	DEFINE
MAX CAPITAL GROUP LTD	SHS	G6052F103	2093	113400	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	52155	3324090	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	1464	93300	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	137660	8773736	SH	DEFINE
MBIA INC	COM	55262C100	1528	353000	SH	DEFINE
MCAFEE INC	COM	579064106	59231	1403900	SH	DEFINE
MCAFEE INC	COM	579064106	650	15416	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	130025	3997072	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	483	14859	SH	DEFINE
MCDONALDS CORP	COM	580135101	2587	45000	SH	DEFINE
MCDONALDS CORP	COM	580135101	15802	274858	SH	DEFINE
MCDONALDS CORP	COM	580135101	57	1000	SH	DEFINE
MCDONALDS CORP	COM	580135101	10685	185881	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	12356	410350	SH	DEFINE
MCKESSON CORP	COM	58155Q103	246	5600	SH	DEFINE
MCMORAN EXPLORATION CO	COM	582411104	11882	1993569	SH	DEFINE
MDS INC	COM	55269P302	27002	5139494	SH	DEFINE
MDS INC	COM	55269P302	3751	713937	SH	DEFINE

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

MDS INC	COM	55269P302	981	186690	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM CL A	582839106	48354	1522010	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM CL A	582839106	2978	93730	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM CL A	582839106	817	25723	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	25808	1572700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	135048	8229587	SH	DEFINE
MECHEL OAO	SPONSORED ADR	583840103	3199	383105	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	4400	96480	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	16259	356477	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	32	700	SH	OTHER
MEDTRONIC INC	COM	585055106	25009	716790	SH	DEFINE
MEDTRONIC INC	COM	585055106	11480	329034	SH	DEFINE
MEDTRONIC INC	COM	585055106	41	1180	SH	DEFINE
MEDTRONIC INC	COM	585055106	3444	98710	SH	DEFINE
MEDTRONIC INC	COM	585055106	265	7600	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	3041	170745	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	36513	1903700	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	2688	100000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1194	44410	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	2481	156046	SH	DEFINE
MERCER INTERNATIONAL INC	NOTE 8.500%10/1	588056AG6	2590	7000000	PRN	DEFINE
MERCER INTL INC	COM	588056101	434	761400	SH	DEFINE
MERCK & CO INC	COM	589331107	4194	150000	SH	DEFINE
MERCK & CO INC	COM	589331107	801437	28663710	SH	DEFINE
MERCK & CO INC	COM	589331107	63100	2256780	SH	DEFINE
MERCK & CO INC	COM	589331107	11	400	SH	OTHER
MERCK & CO INC	COM	589331107	1507	53900	SH	DEFINE
MERCK & CO INC	COM	589331107	12740	455654	SH	DEFINE
MERCK & CO INC	COM	589331107	6122	218967	SH	DEFINE
MERCK & CO INC	COM	589331107	20166	721519	SH	DEFINE
MERCK & CO INC	COM	589331107	105831	3785102	SH	DEFINE
MERCK & CO INC	COM	589331107	3045	108915	SH	DEFINE
MERCK & CO INC	COM	589331107	3548	126890	SH	DEFINE
MERCK & CO INC	COM	589331107	406451	14536888	SH	DEFINE
MERCK & CO INC	COM	589331107	29861	1067993	SH	DEFINE
MERCK & CO INC	COM	589331107	173	6185	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	15820	473219	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	77	2300	SH	DEFINE
METHANEX CORP	COM	59151K108	116	9500	SH	DEFINE
METHANEX CORP	COM	59151K108	32930	2702064	SH	DEFINE
METHODE ELECTRS INC	COM	591520200	2713	386453	SH	DEFINE
METLIFE INC	COM	59156R108	19446	648000	SH	DEFINE
METLIFE INC	COM	59156R108	614	20444	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	32920	426700	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	47263	612608	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	6681	86610	SH	DEFINE
MI DEVS INC	CL A SUB VTG	55304X104	16374	2118100	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	49578	2198590	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	6842	303430	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	20	900	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	130	5760	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	927	41123	SH	DEFINE
MICROCHIP TECHNOLOGY INC	SDCV 2.125%12/15	595017AB0	29959	39550000	PRN	DEFINE
MICRON TECHNOLOGY INC	NOTE 1.875% 6/05	595112AH6	11900	20000000	PRN	DEFINE
MICROSEMI CORP	COM	595137100	2728	197700	SH	DEFINE
MICROSEMI CORP	COM	595137100	5413	392452	SH	DEFINE
MICROSOFT CORP	COM	594918104	4992	210000	SH	DEFINE
MICROSOFT CORP	COM	594918104	71414	3004390	SH	DEFINE
MICROSOFT CORP	COM	594918104	66435	2794893	SH	DEFINE
MICROSOFT CORP	COM	594918104	59	2500	SH	OTHER
MICROSOFT CORP	COM	594918104	837736	35243414	SH	DEFINE
MICROSOFT CORP	COM	594918104	32138	1352060	SH	DEFINE

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

MICROSOFT CORP	COM	594918104	10985	462146	SH	DEFINE
MICROSOFT CORP	COM	594918104	45734	1924112	SH	DEFINE
MICROSOFT CORP	COM	594918104	185589	7807689	SH	DEFINE
MICROSOFT CORP	COM	594918104	5912	248701	SH	DEFINE
MICROSOFT CORP	COM	594918104	6786	285470	SH	DEFINE
MICROSOFT CORP	COM	594918104	1219462	51302564	SH	DEFINE
MICROSOFT CORP	COM	594918104	54873	2308512	SH	DEFINE
MICROSOFT CORP	COM	594918104	256	10750	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	2604	1113000	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	405	172900	SH	DEFINE
MICROTUNE INC DEL	COM	59514P109	980	418600	SH	DEFINE
MIDCAP SPDR TR	UNIT SER 1	595635103	2070	19655	SH	DEFINE
MIDCAP SPDR TR	UNIT SER 1	595635103	95	900	SH	DEFINE
MILLER INDS INC TENN	COM NEW	600551204	3181	361500	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	3517	62520	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	755	13420	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	3458	61460	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	447	7950	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	1542	27402	SH	DEFINE
MILLIPORE CORP	COM	601073109	28084	400000	SH	DEFINE
MILLIPORE CORP	COM	601073109	478	6814	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	1159	41510	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	27031	1121600	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	2803	77770	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	26	4266	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	5968	971950	SH	DEFINE
MOBILE MINI INC	COM	60740F105	5316	362400	SH	DEFINE
MOBILE MINI INC	COM	60740F105	861	58700	SH	DEFINE
MOBILE MINI INC	COM	60740F105	2335	159200	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	235	6350	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	122805	3325352	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	32235	872880	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	13072	353960	SH	DEFINE
MOLEX INC	COM	608554101	1112	71483	SH	DEFINE
MOLEX INC	CL A	608554200	1914	133100	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	18043	242700	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	16184	217702	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	693	9325	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	29459	2216650	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	35	2600	SH	DEFINE
MOODYS CORP	COM	615369105	5270	200000	SH	DEFINE
MOODYS CORP	COM	615369105	306	11594	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1460	51200	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	5160	180997	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1237	43400	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	2297	80553	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	3108	109000	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	637	22350	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	667	23379	SH	DEFINE
MORGAN STANLEY INDIA INVS FD	COM	61745C105	369	17400	SH	DEFINE
MOSAIC CO	COM	61945A107	8975	202600	SH	DEFINE
MOSAIC CO	COM	61945A107	57	1279	SH	DEFINE
MOSAIC CO	COM	61945A107	606	13675	SH	DEFINE
MOTOROLA INC	COM	620076109	602	90836	SH	DEFINE
MOTOROLA INC	COM	620076109	187299	28250181	SH	DEFINE
MSCI INC	CL A	55354G100	9593	392500	SH	DEFINE
MUELLER INDS INC	COM	624756102	48937	2352750	SH	DEFINE
MUELLER INDS INC	COM	624756102	303	14566	SH	DEFINE
MURPHY OIL CORP	COM	626717102	7469	137500	SH	DEFINE
MURPHY OIL CORP	COM	626717102	523	9631	SH	DEFINE
MURPHY OIL CORP	COM	626717102	775	14275	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	2186	62700	SH	DEFINE

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

MYLAN INC	COM	628530107	3205	245625	SH	DEFINE
MYLAN INC	COM	628530107	595	45575	SH	DEFINE
MYLAN INC	PFD CONV	628530206	3499	4073	SH	DEFINE
MYLAN INC	PFD CONV	628530206	9415	10961	SH	DEFINE
MYLAN INC	PFD CONV	628530206	159	185	SH	OTHER
MYLAN INC	NOTE 1.250% 3/1	628530AG2	10986	12610000	PRN	DEFINE
MYRIAD GENETICS INC	COM	62855J104	99799	2799368	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	17	480	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	209	5870	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	89	2500	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	865	24277	SH	DEFINE
MYRIAD PHARMACEUTICALS INC	COM	62856H107	28	6078	SH	DEFINE
MYRIAD PHARMACEUTICALS INC	COM	62856H107	0	1	SH	DEFINE
MYRIAD PHARMACEUTICALS INC	COM	62856H107	26	5612	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	4358	279700	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	1440	92425	SH	DEFINE
NACCO INDS INC	CL A	629579103	7865	273854	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	476	22341	SH	SOLE
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	82	14872	SH	DEFINE
NATIONAL BK GREECE S A	SPONSORED ADR	633643408	435	79150	SH	DEFINE
NATIONAL FUEL GAS CO N J	COM	636180101	245	6800	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	43	940	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	4908	108151	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	1858	82356	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	27631	846010	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	6355	194582	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	931	28500	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	12	360	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	148	4530	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	62	1900	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	1741	53320	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	16170	495112	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	179	10300	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	763	44000	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	7375	425100	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	101	5800	SH	DEFINE
NATIONAL SEMICONDUCTOR CORP	COM	637640103	516	41100	SH	DEFINE
NATIONAL SEMICONDUCTOR CORP	COM	637640103	0	6	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	20198	173000	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	659	25600	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	250	9700	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	1084	42100	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	10443	405694	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	147	5700	SH	DEFINE
NETAPP INC	COM	64110D104	21329	1081580	SH	DEFINE
NETAPP INC	COM	64110D104	3420	173403	SH	DEFINE
NETAPP INC	COM	64110D104	29	1450	SH	DEFINE
NETAPP INC	COM	64110D104	343	17370	SH	DEFINE
NETAPP INC	COM	64110D104	148	7500	SH	DEFINE
NETEASE COM INC	SPONSORED ADR	64110W102	4	100	SH	DEFINE
NETEASE COM INC	SPONSORED ADR	64110W102	1309	37200	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	28781	789370	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	959	26300	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	2570	70500	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	1557	482000	SH	DEFINE
NEVSUN RES LTD	COM	64156L101	1041	877000	SH	DEFINE
NEW GOLD INC	COM	644535106	1192	450000	SH	DEFINE
NEW JERSEY RES	COM	646025106	283	7650	SH	DEFINE
NEW ORIENTAL ED & TECH GRP I	SPON ADR	647581107	5733	85110	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	989	179450	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	141	13568	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	207976	5088714	SH	DEFINE

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

NEWMONT MINING CORP	COM	651639106	923	22576	SH	DEFINE
NEWMONT MINING CORP	NOTE 3.000% 2/1	651639AK2	8494	7500000	PRN	DEFINE
NEWS CORP	CL A	65248E104	815	89440	SH	DEFINE
NEWS CORP	CL A	65248E104	1319	144838	SH	DEFINE
NEWS CORP	CL A	65248E104	435857	47843843	SH	DEFINE
NEWS CORP	CL A	65248E104	10791	1184506	SH	DEFINE
NEWS CORP	CL A	65248E104	465	51040	SH	DEFINE
NEWS CORP	CL A	65248E104	18391	2018780	SH	DEFINE
NEWS CORP	CL A	65248E104	82991	9109856	SH	DEFINE
NEWS CORP	CL A	65248E104	1670	183289	SH	DEFINE
NEWS CORP	CL A	65248E104	524	57530	SH	DEFINE
NEWS CORP	CL A	65248E104	589350	64692654	SH	DEFINE
NEWS CORP	CL A	65248E104	43947	4823988	SH	DEFINE
NEWS CORP	CL A	65248E104	125	13702	SH	DEFINE
NEWS CORP	CL B	65248E203	487	46080	SH	DEFINE
NEWS CORP	CL B	65248E203	4619	436951	SH	DEFINE
NEWS CORP	CL B	65248E203	1550	146596	SH	DEFINE
NEXEN INC	COM	65334H102	5984	275966	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	39213	2056233	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	28	1463	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	12	640	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	150	7890	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	61	3200	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	135	7064	SH	DEFINE
NIKE INC	CL B	654106103	2511	48500	SH	DEFINE
NIKE INC	CL B	654106103	63725	1230675	SH	DEFINE
NIKE INC	CL B	654106103	29917	577769	SH	DEFINE
NIKE INC	CL B	654106103	876	16925	SH	DEFINE
NIKE INC	CL B	654106103	2715	52425	SH	DEFINE
NIKE INC	CL B	654106103	220	4258	SH	DEFINE
NIKE INC	CL B	654106103	1067	20600	SH	DEFINE
NIPPON TELEG & TEL CORP	SPONSORED ADR	654624105	261	12803	SH	DEFINE
NISOURCE INC	COM	65473P105	59583	5110000	SH	DEFINE
NISOURCE INC	COM	65473P105	61	5260	SH	DEFINE
NISOURCE INC	COM	65473P105	1325	113650	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	1997	66000	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	1416	46800	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	705	23300	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	10671	352760	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	16839	285550	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	17	290	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	67857	1150705	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	11894	815750	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	9406	645122	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	12	800	SH	OTHER
NOKIA CORP	SPONSORED ADR	654902204	615	41225	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	1832	125670	SH	DEFINE
NORDSON CORP	COM	655663102	53984	1396387	SH	DEFINE
NORDSTROM INC	COM	655664100	2317	116500	SH	DEFINE
NORDSTROM INC	COM	655664100	2515	126463	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	47637	1264600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	4951	131428	SH	DEFINE
NORTH EUROPEAN OIL RTY TR	SH BEN INT	659310106	321	10000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	35185	1577100	SH	DEFINE
NORTHEAST UTILS	COM	664397106	11155	500000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	47	2100	SH	DEFINE
NORTHERN OIL & GAS INC NEV	COM	665531109	2212	347300	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	45680	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	4800	105075	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	4513	129844	SH	DEFINE
NOVA CHEMICALS CORP	COM	66977W109	1731	291970	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	2845	69750	SH	DEFINE

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

NOVARTIS A G	SPONSORED ADR	66987V109	2497	61210	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	20574	503012	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	8725	213910	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	1089	20000	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	204	3750	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	69	2673	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	53169	2048109	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	119768	9906330	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	4451	368186	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	2900	239900	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1344	111174	SH	DEFINE
NUCOR CORP	COM	670346105	111417	2507699	SH	DEFINE
NUCOR CORP	COM	670346105	480	10800	SH	DEFINE
NUCOR CORP	COM	670346105	19010	427867	SH	DEFINE
NUCOR CORP	COM	670346105	20	450	SH	DEFINE
NUCOR CORP	COM	670346105	80	1800	SH	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	476	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	106105	9833600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	59866	5548310	SH	DEFINE
NV ENERGY INC	COM	67073Y106	17	1620	SH	DEFINE
NV ENERGY INC	COM	67073Y106	178	16530	SH	DEFINE
NV ENERGY INC	COM	67073Y106	79	7300	SH	DEFINE
NVIDIA CORP	COM	67066G104	1129	100000	SH	DEFINE
NVIDIA CORP	COM	67066G104	19	1710	SH	DEFINE
NYSE EURONEXT	COM	629491101	94	3440	SH	DEFINE
NYSE EURONEXT	COM	629491101	555	19825	SH	DEFINE
NYSE EURONEXT	COM	629491101	993	36424	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	3060	46500	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	77559	1178530	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	4178	63487	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	933	14175	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	282	4285	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	294	6510	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	1436	315000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	25	5400	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	21	3300	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	100	15970	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	2679	426560	SH	DEFINE
OIL STS INTL INC	COM	678026105	22813	942300	SH	DEFINE
OIL STS INTL INC	COM	678026105	3719	153600	SH	DEFINE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	22	225	SH	DEFINE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	586	6000	SH	DEFINE
OILSANDS QUEST INC	-W EXP 12/05/200	678046111	4	119450	SH	DEFINE
OLD REP INTL CORP	COM	680223104	178403	18111982	SH	DEFINE
OLD REP INTL CORP	COM	680223104	125544	12745553	SH	DEFINE
OLD REP INTL CORP	COM	680223104	6610	671169	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	5380	1325000	SH	DEFINE
OMNICARE INC	COM	681904108	4576	177632	SH	DEFINE
OMNICARE INC	COM	681904108	31686	1230038	SH	DEFINE
OMNICARE INC	COM	681904108	690	26770	SH	DEFINE
OMNICARE INC	DCV 3.250%12/1	681904AL2	1625	2330000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	2513	79580	SH	DEFINE
OMNITURE INC	COM	68212S109	2624	208900	SH	DEFINE
OMNITURE INC	COM	68212S109	521	41480	SH	DEFINE
OMNITURE INC	COM	68212S109	1313	104500	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COM	682128103	10290	990400	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	533	11640	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	6390	226100	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	726	25700	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	1850	65450	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	2821	99825	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	1791	63370	SH	DEFINE

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

OPEN JT STK CO-VIMPEL COMMUN	SPONSORED ADR	68370R109	3636	308960	SH	DEFINE
OPEN TEXT CORP	COM	683715106	20410	558500	SH	DEFINE
ORACLE CORP	COM	68389X105	89731	4189130	SH	DEFINE
ORACLE CORP	COM	68389X105	14901	695648	SH	DEFINE
ORACLE CORP	COM	68389X105	1097	51200	SH	DEFINE
ORACLE CORP	COM	68389X105	20820	971980	SH	DEFINE
ORACLE CORP	COM	68389X105	8093	377808	SH	DEFINE
ORACLE CORP	COM	68389X105	103398	4827178	SH	DEFINE
ORACLE CORP	COM	68389X105	3876	180967	SH	DEFINE
ORACLE CORP	COM	68389X105	4425	206590	SH	DEFINE
ORACLE CORP	COM	68389X105	1088968	50838823	SH	DEFINE
ORACLE CORP	COM	68389X105	41390	1932326	SH	DEFINE
ORACLE CORP	COM	68389X105	156	7285	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	333	21961	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	731	48200	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	3	195	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	342	39580	SH	DEFINE
ORBOTECH LTD	ORD	M75253100	1493	172600	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	3082	600710	SH	DEFINE
OSHKOSH CORP	COM	688239201	14674	1009200	SH	DEFINE
OSHKOSH CORP	COM	688239201	58	4000	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	14222	503790	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	320	11350	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	652	23100	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	284	10057	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	41959	1232650	SH	DEFINE
OWENS CORNING NEW	COM	690742101	71313	5580043	SH	DEFINE
OWENS ILL INC	COM NEW	690768403	794	28350	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	178	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	2516	460000	SH	DEFINE
P T TELEKOMUNIKASI INDONESIA	SPONSORED ADR	715684106	312	10400	SH	DEFINE
P T TELEKOMUNIKASI INDONESIA	SPONSORED ADR	715684106	2	60	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	1588	713365	SH	DEFINE
PACIFIC CAP BANCORP NEW	COM	69404P101	71	32945	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	5235	323165	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	19	1150	SH	DEFINE
PALL CORP	COM	696429307	13280	500000	SH	DEFINE
PALL CORP	COM	696429307	511	19235	SH	DEFINE
PANASONIC CORP	ADR	69832A205	36	2720	SH	DEFINE
PANASONIC CORP	ADR	69832A205	131	9650	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	1386	27800	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	309	6200	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	623	12500	SH	DEFINE
PAR PHARMACEUTICAL COS INC	COM	69888P106	3869	255518	SH	DEFINE
PARAGON SHIPPING INC	CL A	69913R309	542	148550	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	117	10000	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	5996	417000	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	909	63200	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	2450	170400	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	1761	41000	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	267	6225	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	57531	1339184	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	223	3430	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	6807	104810	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	3755	57820	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	10070	155043	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	817	12586	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	1198	18450	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	36012	554450	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	39449	607370	SH	DEFINE
PATTERSON COMPANIES INC	COM	703395103	280	12900	SH	DEFINE
PAYCHEX INC	COM	704326107	58504	2321580	SH	DEFINE

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

PAYCHEX INC	COM	704326107	12459	494391	SH	DEFINE
PAYCHEX INC	COM	704326107	809	32120	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	9007	1140100	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	11998	397800	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	21297	706130	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	9771	323963	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	642	21275	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	10092	1001051	SH	DEFINE
PENNEY J C INC	COM	708160106	62562	2179100	SH	DEFINE
PENNEY J C INC	COM	708160106	994	34612	SH	DEFINE
PENTAIR INC	COM	709631105	274	10700	SH	DEFINE
PENTAIR INC	COM	709631105	1352	52760	SH	DEFINE
PENTAIR INC	COM	709631105	2131	83185	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	2686	942500	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	219	76700	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	593	208000	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	1712	601881	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	14478	849173	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	20	1200	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	13440	1000000	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	35	2581	SH	DEFINE
PEPSI BOTTLING GROUP INC	COM	713409100	202252	5976719	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	539	20108	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	47476	1770838	SH	DEFINE
PEPSICO INC	COM	713448108	71855	1307400	SH	DEFINE
PEPSICO INC	COM	713448108	70277	1278699	SH	DEFINE
PEPSICO INC	COM	713448108	159	2900	SH	OTHER
PEPSICO INC	COM	713448108	945	17200	SH	DEFINE
PEPSICO INC	COM	713448108	3421	62240	SH	DEFINE
PEPSICO INC	COM	713448108	82	1500	SH	DEFINE
PEPSICO INC	COM	713448108	395	7195	SH	DEFINE
PERKINELMER INC	COM	714046109	191	10992	SH	DEFINE
PERRIGO CO	COM	714290103	52533	1891023	SH	DEFINE
PERRIGO CO	COM	714290103	742	26714	SH	DEFINE
PETRO-CDA	COM	71644E102	46	1200	SH	DEFINE
PETRO-CDA	COM	71644E102	131455	3402921	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	9275	83955	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	79651	3571780	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	4535	203348	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	692	31009	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	9784	293300	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	180	5400	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	8386	251381	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	5151	154410	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	48711	1460170	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	47230	1415774	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	18141	542531	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	868204	26025292	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	110915	3324800	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	149280	4474810	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	3811	93000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	14658	357693	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	721	17600	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	3	70	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	43141	1052734	SH	DEFINE
PETSMART INC	COM	716768106	35607	1659240	SH	DEFINE
PETSMART INC	COM	716768106	1595	74340	SH	DEFINE
PETSMART INC	COM	716768106	404	18807	SH	DEFINE
PFIZER INC	COM	717081103	91929	6128600	SH	DEFINE
PFIZER INC	COM	717081103	49851	3323390	SH	DEFINE
PFIZER INC	COM	717081103	27384	1825610	SH	DEFINE
PFIZER INC	COM	717081103	15578	1038529	SH	DEFINE

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

PFIZER INC	COM	717081103	8209	547283	SH	DEFINE
PFIZER INC	COM	717081103	37633	2508395	SH	DEFINE
PFIZER INC	COM	717081103	111753	7450175	SH	DEFINE
PFIZER INC	COM	717081103	3135	209004	SH	DEFINE
PFIZER INC	COM	717081103	4396	293050	SH	DEFINE
PFIZER INC	COM	717081103	727522	48501485	SH	DEFINE
PFIZER INC	COM	717081103	44069	2937936	SH	DEFINE
PFIZER INC	COM	717081103	159	10611	SH	DEFINE
PG&E CORP	COM	69331C108	597054	15532100	SH	DEFINE
PG&E CORP	COM	69331C108	194	5043	SH	DEFINE
PG&E CORP	COM	69331C108	7994	207970	SH	DEFINE
PG&E CORP	COM	69331C108	893	23235	SH	DEFINE
PG&E CORP	COM	69331C108	1711	44500	SH	DEFINE
PG&E CORP	COM	69331C108	23394	608592	SH	DEFINE
PG&E CORP	COM	69331C108	106	2770	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	38378	1652800	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	65790	2833290	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	157	6750	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	15	660	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	144	6210	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	60	2600	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	5949	256194	SH	DEFINE
PHARMASSET INC	COM	71715N106	2830	251586	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	4463	295400	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	1257	83200	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	3672	243000	SH	DEFINE
PHI INC	COM VTG	69336T106	1892	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	15352	895699	SH	DEFINE
PHI INC	COM NON VTG	69336T205	1340	78200	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	10800	247600	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	9961	228348	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	282359	6473157	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	21	490	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	8743	200447	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	140	3200	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	4996	100489	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	3775	75931	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	4427	2224400	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	186327	6180000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	63	2100	SH	DEFINE
PITNEY BOWES INC	COM	724479100	23118	1054150	SH	DEFINE
PITNEY BOWES INC	COM	724479100	722	32925	SH	DEFINE
PITNEY BOWES INC	COM	724479100	7700	351100	SH	DEFINE
PITNEY BOWES INC	COM	724479100	268	12200	SH	DEFINE
PITNEY BOWES INC	COM	724479100	21655	987450	SH	DEFINE
PITNEY BOWES INC	COM	724479100	6070	276790	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1679	76540	SH	DEFINE
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	3096	3000000	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	2455	82438	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	10236	9500000	PRN	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	657	16927	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	2072	53386	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	33	846	SH	DEFINE
PNM RES INC	COM	69349H107	21313	1990000	SH	DEFINE
PNM RES INC	COM	69349H107	9165	855720	SH	DEFINE
PNM RES INC	COM	69349H107	88	8250	SH	DEFINE
POLYCOM INC	COM	73172K104	3229	159300	SH	DEFINE
POLYCOM INC	COM	73172K104	839	41400	SH	DEFINE
POLYCOM INC	COM	73172K104	2228	109900	SH	DEFINE
POLYCOM INC	COM	73172K104	670	33062	SH	DEFINE
POLYONE CORP	COM	73179P106	3659	1350000	SH	DEFINE
POPE RES DEL LTD PARTNERSHIP	DEPOSITRY RCPT	732857107	484	21402	SH	DEFINE

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

PORTLAND GEN ELEC CO	COM NEW	736508847	128081	6575000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	9071	931463	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	70	7162	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2	25	SH	DEFINE
POSCO	SPONSORED ADR	693483109	13336	161311	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	931	10000	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	777	8345	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	24031	257600	SH	DEFINE
POWELL INDS INC	COM	739128106	7577	204400	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	8093	340200	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	776	32600	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	2179	91600	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	6522	274012	SH	DEFINE
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	619	29875	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1347	37024	SH	DEFINE
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	505	19850	SH	DEFINE
PPG INDS INC	COM	693506107	3846	87599	SH	DEFINE
PPL CORP	COM	69351T106	65920	2000000	SH	DEFINE
PPL CORP	COM	69351T106	373	11322	SH	DEFINE
PRAXAIR INC	COM	74005P104	173630	2443081	SH	DEFINE
PRAXAIR INC	COM	74005P104	72384	1018490	SH	DEFINE
PRAXAIR INC	COM	74005P104	15694	220828	SH	DEFINE
PRAXAIR INC	COM	74005P104	21	300	SH	DEFINE
PRAXAIR INC	COM	74005P104	619	8713	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	151869	2079540	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	1366	18700	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	15	200	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	161	2210	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	80	1100	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	1233	16879	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	2877	380000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	76183	1828235	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	2456	58936	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	15	350	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	175	4210	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	75	1800	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	1138	27300	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	14097	126370	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	182	7250	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	186597	7446010	SH	DEFINE
PRINCIPAL FINANCIAL GROUP IN	COM	74251V102	4239	225000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	165288	3234600	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	69117	1352590	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	73503	1438415	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	31	600	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	12084	236440	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	118	2300	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	310	6068	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	486116	12850000	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	2473	65368	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1001	66270	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	377	24960	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	20381	1348820	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	3596	237990	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	10524	696520	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	69933	4628285	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1884	124708	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1711	113240	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	298925	19783247	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	25008	1655043	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	119	7880	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	73	9089	SH	DEFINE

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

PROLOGIS	SH BEN INT	743410102	1180	146435	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	193	23900	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	806	100000	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	7752	961790	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	109	13500	SH	DEFINE
PROSHARES TR	PSHS ULSHT SP500	74347R883	790	14295	SH	DEFINE
PROTECTION ONE INC	COM NEW	743663403	3251	759684	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	32685	2857100	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	6	500	SH	DEFINE
PROTEIN DESIGN LABS INC	NOTE 2.750% 8/1	74369LAD5	17126	16790000	PRN	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	2308	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	44068	1184000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	312	8370	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	363	9759	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	2799	75200	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	22	600	SH	DEFINE
PS BUSINESS PKS INC CALIF	COM	69360J107	82	1700	SH	DEFINE
PS BUSINESS PKS INC CALIF	COM	69360J107	339	7000	SH	DEFINE
PS BUSINESS PKS INC CALIF	COM	69360J107	3211	66290	SH	DEFINE
PS BUSINESS PKS INC CALIF	COM	69360J107	48	1000	SH	DEFINE
PSS WORLD MED INC	COM	69366A100	1839	99351	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	5658	248800	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	837	36800	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	2047	90000	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	367	5600	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	214	3275	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	393	6000	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	1637	25000	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	15857	242170	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	216	3300	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	698675	21412040	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	6772	207533	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	25	780	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	203	6210	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	58	1769	SH	DEFINE
PULTE HOMES INC	COM	745867101	22958	2600000	SH	DEFINE
QIAGEN N V	ORD	N72482107	43296	2329050	SH	DEFINE
QIAGEN N V	ORD	N72482107	5246	282380	SH	DEFINE
QIAGEN N V	ORD	N72482107	6321	340000	SH	DEFINE
QIAGEN N V	ORD	N72482107	915	49200	SH	DEFINE
QIAGEN N V	ORD	N72482107	26508	1431353	SH	DEFINE
QIAGEN N V	ORD	N72482107	582	31300	SH	DEFINE
QIAGEN N V	ORD	N72482107	874	47188	SH	DEFINE
QIAGEN N V	ORD	N72482107	2556	137813	SH	DEFINE
QLOGIC CORP	COM	747277101	192	15144	SH	DEFINE
QUALCOMM INC	COM	747525103	186430	4124540	SH	DEFINE
QUALCOMM INC	COM	747525103	37134	821555	SH	DEFINE
QUALCOMM INC	COM	747525103	5627	124500	SH	DEFINE
QUALCOMM INC	COM	747525103	44	970	SH	DEFINE
QUALCOMM INC	COM	747525103	701	15500	SH	DEFINE
QUALCOMM INC	COM	747525103	474	10490	SH	DEFINE
QUALCOMM INC	COM	747525103	1351	29900	SH	DEFINE
QUALCOMM INC	COM	747525103	163	3600	SH	DEFINE
QUALCOMM INC	COM	747525103	745	16479	SH	DEFINE
QUALCOMM INC	COM	747525103	868	19200	SH	DEFINE
QUALITY SYS INC	COM	747582104	43008	755050	SH	DEFINE
QUALITY SYS INC	COM	747582104	496	8700	SH	DEFINE
QUALITY SYS INC	COM	747582104	1287	22600	SH	DEFINE
QUALITY SYS INC	COM	747582104	566	9941	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	0	16	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	5762	249133	SH	DEFINE
QUEST CAPITAL CORP	COM	74835U109	1720	2000000	SH	DEFINE

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

QUEST DIAGNOSTICS INC	COM	74834L100	28543	505820	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	6275	111198	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	31672	561260	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	88219	1563338	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2746	48658	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	633	11210	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	221358	3922705	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	37628	666805	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	144	2560	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	4583	328800	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	560	40200	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	1526	109500	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	7496	537605	SH	DEFINE
QUESTAR CORP	COM	748356102	1687	54320	SH	DEFINE
QWEST COMMUNICATIONS INTL IN	COM	749121109	216027	52054751	SH	DEFINE
RADIOSHACK CORP	COM	750438103	405	29000	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	126550	1972100	SH	DEFINE
RANGE RES CORP	COM	75281A109	86369	2085700	SH	DEFINE
RANGE RES CORP	COM	75281A109	12	300	SH	DEFINE
RANGE RES CORP	COM	75281A109	743	17949	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	26658	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	3721	83755	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	1777	40000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	4866	109520	SH	DEFINE
RC2 CORP	COM	749388104	3868	292400	SH	DEFINE
REALTY INCOME CORP	COM	756109104	285	13000	SH	DEFINE
REALTY INCOME CORP	COM	756109104	1197	54600	SH	DEFINE
REALTY INCOME CORP	COM	756109104	11654	531660	SH	DEFINE
REALTY INCOME CORP	COM	756109104	158	7200	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	12300	556784	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	4845	364540	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	223	6400	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	353	10100	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	234	6700	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	977	28000	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	9033	258743	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	136	3900	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	0	20	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	1898	105930	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	2956	164938	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	1953	108970	SH	DEFINE
REGIS CORP MINN	COM	758932107	14502	832950	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	88681	2310000	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	378	8125	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	604	12970	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1062	22810	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	110	4930	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	6464	287929	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	8011	358287	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	1903	77950	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	81	3300	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	63458	893140	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	460	6468	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	34812	489653	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	258	3628	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	216	5586	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	345737	8952268	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	7379	625682	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	4851	29600	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	784	4786	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	9020	388945	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	540	23300	SH	DEFINE

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

RIVERBED TECHNOLOGY INC	COM	768573107	1461	63000	SH	DEFINE
RLI CORP	COM	749607107	78815	1759257	SH	DEFINE
RLI CORP	COM	749607107	68	1525	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	305	12900	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	49023	2075470	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	142	6000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	482	20401	SH	DEFINE
ROCKFORD CORP	COM	77316P101	134	559400	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	292	9090	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	76899	1842770	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1226	29385	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1010	24194	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	19108	954900	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	11330	440670	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	26	1000	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	164450	6371098	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	196399	4334559	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	32	708	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	96	2120	SH	DEFINE
ROWAN COS INC	COM	779382100	58205	3012700	SH	DEFINE
ROWAN COS INC	COM	779382100	2419	125200	SH	DEFINE
ROWAN COS INC	COM	779382100	782	40500	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	45	1100	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	675	16530	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	194870	4743765	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	211	4146	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	13637	267343	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	5173	101706	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	109724	2157367	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	14053	280000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	23697	472152	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	2	30	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	3090	61570	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	9225	183800	SH	DEFINE
ROYAL GOLD INC	COM	780287108	8340	200000	SH	DEFINE
RPM INTL INC	COM	749685103	36036	2566650	SH	DEFINE
RPM INTL INC	COM	749685103	3391	241532	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	29426	1665300	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	48	2700	SH	DEFINE
RUSS BERRIE & CO	COM	782233100	3871	990100	SH	DEFINE
RXI PHARMACEUTICALS CORP	COM	74978T109	98	21580	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	58376	2056210	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	295	10400	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	737	25951	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1559	51000	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	11099	544870	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	602	29550	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	21	1040	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	138	6780	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	92	4500	SH	DEFINE
SAIC INC	COM	78390X101	1434	77300	SH	DEFINE
SAIC INC	COM	78390X101	54959	2962750	SH	DEFINE
SAIC INC	COM	78390X101	808	43552	SH	DEFINE
SAKS INC	COM	79377W108	19591	4422400	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	25576	670050	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	128	3350	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	101	2636	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	5310	834896	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	2	250	SH	DEFINE
SANDISK CORP	COM	80004C101	793	53956	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	1430	200000	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	593	20113	SH	DEFINE

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

SANOFI AVENTIS	SPONSORED ADR	80105N105	24296	823948	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	209	7073	SH	DEFINE
SAP AG	SPON ADR	803054204	4639	115420	SH	DEFINE
SAP AG	SPON ADR	803054204	26280	652218	SH	DEFINE
SAP AG	SPON ADR	803054204	62082	1544720	SH	DEFINE
SAPIENT CORP	COM	803062108	6476	1029562	SH	DEFINE
SAPIENT CORP	COM	803062108	732	116400	SH	DEFINE
SAPIENT CORP	COM	803062108	1921	305400	SH	DEFINE
SARA LEE CORP	COM	803111103	889	91037	SH	DEFINE
SARA LEE CORP	COM	803111103	8	800	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	7	200	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	11	306	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	47888	1375290	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	0	96	SH	DEFINE
SATYAM COMPUTER SERVICES LTD	ADR	804098101	425	136560	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	82480	3361005	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1023	41674	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	2616	106600	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	837	34101	SH	DEFINE
SCANA CORP NEW	COM	80589M102	25164	775000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	770	23713	SH	DEFINE
SCANSOURCE INC	COM	806037107	3671	149689	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	2311	92000	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	110900	4414790	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	5645	224722	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1321	52600	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1077560	42896505	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	82	3260	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1793	71486	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	425	16920	SH	DEFINE
SCHERING PLOUGH CORP	COM	806605101	1751	69699	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	43956	193800	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	3452	15220	SH	DEFINE
SCHERING PLOUGH CORP	PFD CONV MAN07	806605705	136	600	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	92589	1711118	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	65700	1214202	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	32	600	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	7925	146460	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	21	390	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	887	16400	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	260	4810	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1564	28900	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	114	2100	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	313	5784	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1055	19500	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	158	8000	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	7198	363740	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	47025	2681020	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	830	47309	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	889	50688	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	2197	80724	SH	DEFINE
SCHWEITZER-MAUDUIT INTL INC	COM	808541106	4	134	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	1044	29800	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	1346	17890	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	75	1000	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	86	8210	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	925	88470	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	7648	731200	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	16240	1552613	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	202489	19358368	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	7460	713184	SH	DEFINE
SEALY CORP	RIGHT 06/25/2009	812139129	16715	7884645	SH	DEFINE

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

SEALY CORP	COM	812139301	15454	7884645	SH	DEFINE
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	20	775	SH	DEFINE
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	2060	79840	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	18517	1450000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	2486	50100	SH	DEFINE
SEMPRA ENERGY	COM	816851109	432868	8721900	SH	DEFINE
SEMPRA ENERGY	COM	816851109	166	3339	SH	DEFINE
SEMTECH CORP	COM	816850101	7113	447068	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	4064	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	6737	201600	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	111	6800	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	485	29700	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	4761	291700	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	65	4000	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	8842	2261340	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	179	45700	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	487	124500	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	102	26019	SH	DEFINE
SERVICE CORP INTL	COM	817565104	283	51700	SH	DEFINE
SERVICE CORP INTL	COM	817565104	19553	3568140	SH	DEFINE
SERVICE CORP INTL	COM	817565104	105	19220	SH	DEFINE
SERVICE CORP INTL	COM	817565104	395	71990	SH	DEFINE
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	141	2700	SH	DEFINE
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	13751	262973	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	5330	128500	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	4235	355000	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	7667	1159900	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	1188	179700	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	3200	484100	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	18888	2856984	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	779	11257	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	17803	256126	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	39498	570860	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1244	25100	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	30975	625000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	2576	51981	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	865	31900	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	2321	85581	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	114271	3011880	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1210	31895	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	2872	75700	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1317	34707	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	3708	450000	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	1	100	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	255	4957	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	5488	106706	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	800	15557	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	3323	64621	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	32670	635225	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	441	8569	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	9420	200000	SH	DEFINE
SIMON PPTY GROUP INC NEW	PFD CONV I 6%	828806802	126	2670	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	26839	1241400	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	0	10	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	43	2820	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	9624	635240	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	698	46050	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	2713	178871	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	4711	310963	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	27650	1825100	SH	DEFINE
SKYWEST INC	COM	830879102	22636	2219184	SH	DEFINE
SKYWEST INC	COM	830879102	8	800	SH	DEFINE

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

SL GREEN RLTY CORP	COM	78440X101	71	3100	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	310	13500	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	2943	128290	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	41	1800	SH	DEFINE
SMITH A O	COM	831865209	39522	1213450	SH	DEFINE
SMITH INTL INC	COM	832110100	75498	2931960	SH	DEFINE
SMITH INTL INC	COM	832110100	923	35841	SH	DEFINE
SMITH INTL INC	COM	832110100	692	26865	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	28479	2038600	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	1012	79147	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	3197	65701	SH	DEFINE
SOHU COM INC	COM	83408W103	6283	100000	SH	DEFINE
SOHU COM INC	COM	83408W103	28134	447775	SH	DEFINE
SOLARWINDS INC	COM	83416B109	4486	272030	SH	DEFINE
SONOCO PRODS CO	COM	835495102	8	349	SH	DEFINE
SONY CORP	ADR NEW	835699307	111	4285	SH	DEFINE
SONY CORP	ADR NEW	835699307	54	2070	SH	DEFINE
SONY CORP	ADR NEW	835699307	6115	233919	SH	DEFINE
SONY CORP	ADR NEW	835699307	2416	93445	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	416	11911	SH	DEFINE
SOUTHERN CO	COM	842587107	611425	19622100	SH	DEFINE
SOUTHERN CO	COM	842587107	721	23135	SH	DEFINE
SOUTHERN CO	COM	842587107	665	21086	SH	DEFINE
SOUTHERN CO	COM	842587107	1366	43837	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	2017	98700	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	20	1000	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	2385	290840	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	439	65200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	530	78798	SH	DEFINE
SOUTHWEST GAS CORP	COM	844895102	6663	300000	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	23384	601910	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	655	16850	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	10	265	SH	DEFINE
SPARTON CORP	COM	847235108	1417	488571	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	10666	116976	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	3155	34600	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	164	1800	SH	DEFINE
SPDR INDEX SHS FDS	DJ INTL RL ETF	78463X863	379	13200	SH	DEFINE
SPDR SERIES TRUST	BRCLYS MUNI ETF	78464A458	294	13362	SH	DEFINE
SPDR TR	UNIT SER 1	78462F103	12345	134302	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	319609	18889450	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1459	86207	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	691	40995	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1627	96134	SH	DEFINE
SPHERION CORP	COM	848420105	6613	1605000	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	801	166590	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	206	42734	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1781	370330	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	35529	7386568	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	866	179960	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	265216	55138363	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	2826	587470	SH	DEFINE
SPSS INC	COM	78462K102	3450	103400	SH	DEFINE
SPSS INC	COM	78462K102	550	16483	SH	DEFINE
SPSS INC	COM	78462K102	1535	46000	SH	DEFINE
SPSS INC	COM	78462K102	7934	237822	SH	DEFINE
SPX CORP	COM	784635104	1668	34065	SH	DEFINE
ST JOE CO	COM	790148100	67708	2555965	SH	DEFINE
ST JUDE MED INC	COM	790849103	322	7830	SH	DEFINE
STAMPS COM INC	COM NEW	852857200	774	91300	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	54809	1911050	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	7560	369700	SH	DEFINE

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

STANDARD PAC CORP NEW	COM	85375C101	1340	660235	SH	DEFINE
STANLEY INC	COM	854532108	2935	89255	SH	DEFINE
STANLEY INC	COM	854532108	1685	51257	SH	DEFINE
STANLEY INC	COM	854532108	3196	97289	SH	DEFINE
STANLEY WKS	COM	854616109	213	6303	SH	DEFINE
STANTEC INC	COM	85472N109	10263	426425	SH	DEFINE
STAPLES INC	COM	855030102	6449	319708	SH	DEFINE
STAPLES INC	COM	855030102	101	5000	SH	OTHER
STARBUCKS CORP	COM	855244109	581	41857	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	5829	262590	SH	DEFINE
STATE STR CORP	COM	857477103	58799	1245751	SH	DEFINE
STATE STR CORP	COM	857477103	9619	203800	SH	DEFINE
STATE STR CORP	COM	857477103	5824	123382	SH	DEFINE
STATE STR CORP	COM	857477103	130	2750	SH	OTHER
STATE STR CORP	COM	857477103	24	500	SH	DEFINE
STATE STR CORP	COM	857477103	295	6250	SH	DEFINE
STATE STR CORP	COM	857477103	123	2600	SH	DEFINE
STATOILHYDRO ASA	SPONSORED ADR	85771P102	392	19803	SH	DEFINE
STATOILHYDRO ASA	SPONSORED ADR	85771P102	11686	590609	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	49249	3343450	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	40039	1311462	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	3561	116650	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	5751	1482210	SH	DEFINE
STERICYCLE INC	COM	858912108	59260	1150000	SH	DEFINE
STERICYCLE INC	COM	858912108	361	7000	SH	DEFINE
STERICYCLE INC	COM	858912108	347	6732	SH	DEFINE
STERIS CORP	COM	859152100	20087	770200	SH	DEFINE
STERIS CORP	COM	859152100	117	4500	SH	DEFINE
STIFEL FINL CORP	COM	860630102	2756	57300	SH	DEFINE
STIFEL FINL CORP	COM	860630102	457	9500	SH	DEFINE
STIFEL FINL CORP	COM	860630102	1197	24900	SH	DEFINE
STRAYER ED INC	COM	863236105	13103	60070	SH	DEFINE
STRAYER ED INC	COM	863236105	55	250	SH	DEFINE
STRYKER CORP	COM	863667101	30338	763400	SH	DEFINE
STRYKER CORP	COM	863667101	29010	729990	SH	DEFINE
STRYKER CORP	COM	863667101	9856	248001	SH	DEFINE
STRYKER CORP	COM	863667101	204	5133	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	32	1200	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	45	1670	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	131536	4828144	SH	DEFINE
SUN MICROSYSTEMS INC	COM NEW	866810203	130	14050	SH	DEFINE
SUN MICROSYSTEMS INC	COM NEW	866810203	318828	34580025	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	12	400	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	714	23528	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	55979	1840250	SH	DEFINE
SUNOCO INC	COM	86764P109	271	11682	SH	DEFINE
SUNOCO INC	COM	86764P109	518	22325	SH	DEFINE
SUNOPTA INC	COM	8676EP108	12737	5329198	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	13767	516780	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	8565	321525	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	362	13600	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	104	3886	SH	DEFINE
SUNPOWER CORP	COM CL B	867652307	1150	48000	SH	DEFINE
SUNPOWER CORP	DCV 1.250% 2/1	867652AA7	9834	12751000	PRN	DEFINE
SUNTRUST BKS INC	COM	867914103	526	32000	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	251	15270	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	5914	359500	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	22	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	6836	395840	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	402	23300	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	1019	59000	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	2047	118519	SH	DEFINE

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

SUPERIOR UNIFORM GP INC	COM	868358102	3308	456300	SH	DEFINE
SUPERVALU INC	COM	868536103	60	4668	SH	DEFINE
SUPERVALU INC	COM	868536103	95779	7396048	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	7433	291350	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	4727	185956	SH	DEFINE
SYMANTEC CORP	COM	871503108	818	52545	SH	DEFINE
SYMS CORP	COM	871551107	10739	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	7299	156892	SH	DEFINE
SYSCO CORP	COM	871829107	5897	262308	SH	DEFINE
SYSCO CORP	COM	871829107	11	500	SH	OTHER
SYSCO CORP	COM	871829107	967	43000	SH	DEFINE
T-3 ENERGY SRVCS INC	COM	87306E107	2615	219600	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1540	163640	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	17262	1834390	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	21439	2278337	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	12211	1297679	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	22472	2379364	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	127	13493	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	39931	4243467	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	92571	9837476	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	33	2300	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	3337	232000	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	106962	7448864	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	17240	1199805	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	3503	244816	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	918	63900	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	7766	540470	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	1242	540000	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	253	7800	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	1151	35500	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	10518	324320	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	149	4600	SH	DEFINE
TARGET CORP	COM	87612E106	5622	142445	SH	DEFINE
TARGET CORP	COM	87612E106	9635	244120	SH	DEFINE
TARGET CORP	COM	87612E106	95	2400	SH	OTHER
TARGET CORP	COM	87612E106	67	1700	SH	DEFINE
TARGET CORP	COM	87612E106	985	24950	SH	DEFINE
TARGET CORP	COM	87612E106	23201	587815	SH	DEFINE
TARGET CORP	COM	87612E106	2360	59804	SH	DEFINE
TARGET CORP	COM	87612E106	157314	3985652	SH	DEFINE
TARGET CORP	COM	87612E106	29974	759402	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	94	11000	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	201	7500	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	851	31700	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	8810	327992	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	107	4000	SH	DEFINE
TD AMERITRADE HLDG CORP	COM	87236Y108	728	41525	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	52	3231	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	10908	683820	SH	DEFINE
TECO ENERGY INC	COM	872375100	170539	14295000	SH	DEFINE
TECO ENERGY INC	COM	872375100	1675	140430	SH	DEFINE
TECO ENERGY INC	COM	872375100	27452	2301100	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	3460	322799	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	11652	1200000	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	40690	1934850	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	347	10600	SH	DEFINE
TELEFLEX INC	COM	879369106	68569	1529541	SH	DEFINE
TELEFLEX INC	COM	879369106	22415	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	117	2600	SH	DEFINE
TELEFLEX INC	COM	879369106	58	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	4194	61783	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	114472	1686138	SH	DEFINE

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

TELEFONICA S A	SPONSORED ADR	879382208	3672	54082	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	30865	453362	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	14658	215912	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	269802	3974104	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	1055	65100	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	7651	471980	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	22541	1390533	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	51260	3162266	SH	DEFINE
TELLABS INC	COM	879664100	1	160	SH	DEFINE
TELLABS INC	COM	879664100	525	91540	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	491	38800	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	211	16700	SH	DEFINE
TELMEX INTERNACIONAL SAB DE	SPONS ADR SR L	879690105	12151	960538	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	15	600	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	93940	3641368	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	45	3450	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	127109	9688224	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	7	300	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	316	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	129	11266	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	213	18532	SH	SOLE
TEMPLETON EMERGING MKTS FD I	COM	880191101	214	15080	SH	DEFINE
TEMPLETON GLOBAL INCOME FD	COM	880198106	541	62801	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	185	11143	SH	SOLE
TEMPUR PEDIC INTL INC	COM	88023U101	4	271	SH	DEFINE
TEMPUR PEDIC INTL INC	COM	88023U101	50600	3871460	SH	DEFINE
TENARIS S A	SPONSORED ADR	88031M109	6	210	SH	DEFINE
TENARIS S A	SPONSORED ADR	88031M109	61813	2286002	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	564	200000	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	127	45100	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	144552	51259586	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	929	329390	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	250	88530	SH	DEFINE
TENNECO INC	COM	880349105	2950	278300	SH	DEFINE
TENNECO INC	COM	880349105	399	37600	SH	DEFINE
TENNECO INC	COM	880349105	1078	101700	SH	DEFINE
TERADYNE INC	COM	880770102	81	11800	SH	DEFINE
TEREX CORP NEW	COM	880779103	316	26200	SH	DEFINE
TEREX CORP NEW	COM	880779103	377	31250	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	15559	901465	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	1556	90600	SH	DEFINE
TERRA INDS INC	COM	880915103	516	21300	SH	DEFINE
TESCO CORP	COM	88157K101	2228	280665	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	65322	1323920	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	38332	776892	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	25	500	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	974	19750	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	38	770	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	153	3100	SH	DEFINE
TEXAS INDS INC	COM	882491103	21293	679000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	6179	290100	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	15142	710897	SH	DEFINE
TEXTRON INC	COM	883203101	10143	1050000	SH	DEFINE
TEXTRON INC	COM	883203101	10	1000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	5096	125000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	4318	105906	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	136375	3344995	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	14430	500000	SH	DEFINE
THOMPSON CREEK METALS CO	COM	884768102	13309	1300600	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	55	1900	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	88758	3042775	SH	DEFINE
THOMSON REUTERS PLC	SPONSORED ADR	885141101	302	1759	SH	DEFINE

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

THOR INDS INC	COM	885160101	40645	2212550	SH	DEFINE
TICKETMASTER ENTMT INC	COM	88633P302	385	60020	SH	DEFINE
TIDEWATER INC	COM	886423102	15305	357000	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	833	32836	SH	DEFINE
TIM HORTONS INC	COM	88706M103	25	1015	SH	DEFINE
TIM HORTONS INC	COM	88706M103	11626	475723	SH	DEFINE
TIMBERLAND CO	CL A	887100105	8041	605950	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	538	16973	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	577	18211	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	124797	3940543	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	6921	218536	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	5619	177432	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	8301	262109	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	36688	1158434	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1458	46042	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	404	12747	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	137074	4328196	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	19382	611990	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	83	2615	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	178	7060	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1444	57337	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	8014	318132	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1725	68479	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	13837	549295	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	52275	2075235	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	2827	112235	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	391	15539	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	343917	13652924	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	21178	840741	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	87	3450	SH	DEFINE
TIMKEN CO	COM	887389104	28899	1691950	SH	DEFINE
TJX COS INC NEW	COM	872540109	959	30468	SH	DEFINE
TORCHMARK CORP	COM	891027104	348	9400	SH	DEFINE
TORCHMARK CORP	COM	891027104	10135	273630	SH	DEFINE
TORCHMARK CORP	COM	891027104	1418	38280	SH	DEFINE
TORCHMARK CORP	COM	891027104	927	25040	SH	DEFINE
TORCHMARK CORP	COM	891027104	123089	3323144	SH	DEFINE
TORCHMARK CORP	COM	891027104	2598	70140	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	47	900	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	2992	57860	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	205120	3955330	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	5944	109600	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	3926	72398	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	23679	436636	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	3038	56025	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	25984	477686	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	2704	49870	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	2266	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	245	3245	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	863	11425	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	18546	245579	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	46569	616560	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	1744	42200	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	276	6680	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	698	16900	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	4	99	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	10833	250000	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	464	10710	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	4993	185535	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	70024	2601424	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	14389	193681	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	14970	201502	SH	DEFINE

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

TRANSOCEAN LTD	REG SHS	H8817H100	2158	29050	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	517363	6964103	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	828	11150	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	23598	575000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2288	55750	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	97170	2367692	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	5918	205700	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	961	33400	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	2586	89900	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	68606	3494930	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	6976	355356	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	10	500	SH	OTHER
TRIMBLE NAVIGATION LTD	COM	896239100	903	46000	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	726	36975	SH	DEFINE
TRINITY INDS INC	COM	896522109	59662	4380500	SH	DEFINE
TRINITY INDS INC	COM	896522109	638	46875	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	36392	6157779	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	36	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	1715	106228	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	8458	2509799	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	941	67900	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	14	994	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	10943	789530	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1496	107971	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	20	1440	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	41034	2960606	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	8477	611711	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1270	91600	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	166212	11992197	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	60323	4352324	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	688	26472	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	354	13631	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	149891	5769485	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	8078	310913	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	3750	144329	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	7079	272472	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	35058	1349420	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	29	1117	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	2874	110630	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	267697	10303953	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	14083	542089	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	98	3776	SH	DEFINE
UBS AG	SHS NEW	H89231338	161	13137	SH	DEFINE
UBS AG	SHS NEW	H89231338	5	400	SH	DEFINE
UBS AG	SHS NEW	H89231338	2307	188792	SH	DEFINE
UBS AG	SHS NEW	H89231338	2500	204559	SH	DEFINE
UBS AG	SHS NEW	H89231338	11263	921109	SH	DEFINE
UBS AG	SHS NEW	H89231338	36759	3006738	SH	DEFINE
UBS AG	SHS NEW	H89231338	250	20430	SH	DEFINE
UBS AG	SHS NEW	H89231338	134263	10980523	SH	DEFINE
UBS AG	SHS NEW	H89231338	102058	8350713	SH	DEFINE
UBS AG	SHS NEW	H89231338	52	4247	SH	DEFINE
UDR INC	COM	902653104	102	9835	SH	DEFINE
UDR INC	COM	902653104	45	4323	SH	DEFINE
UDR INC	COM	902653104	225	21813	SH	DEFINE
UDR INC	COM	902653104	936	90602	SH	DEFINE
UDR INC	COM	902653104	9704	939421	SH	DEFINE
UDR INC	COM	902653104	127	12326	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	8598	1940800	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	18893	844202	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	282	12600	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	772	34500	SH	DEFINE

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

UNDER ARMOUR INC	CL A	904311107	285	12724	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	17847	738100	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	1414	58485	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	947	38714	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	23304	959955	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	468	19370	SH	DEFINE
UNION PAC CORP	COM	907818108	31236	600000	SH	DEFINE
UNION PAC CORP	COM	907818108	13219	253926	SH	DEFINE
UNIT CORP	COM	909218109	23621	856750	SH	DEFINE
UNITED AMER INDEMNITY LTD	CL A	90933T109	1040	217168	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	1760	67050	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	2008	76500	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	15805	316170	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	6257	125157	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	9703	194090	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	8427	168580	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	48283	965853	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2350	47000	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	720	14410	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	608025	12162939	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	22224	444571	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	96	1930	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	5079	142100	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	432	12100	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	280	7825	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	171859	3307534	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	69623	1339940	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	46806	900803	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	982	18900	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	221443	4261791	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	19	360	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	2527	48625	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	68	1300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	186	3582	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	3258	39100	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	1252	50123	SH	DEFINE
UNIVERSAL CORP VA	COM	913456109	23694	715600	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	54206	1638150	SH	DEFINE
UNIVERSAL STAINLESS & ALLOY	COM	913837100	3686	226582	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	9889	662324	SH	DEFINE
UNUM GROUP	COM	91529Y106	734	46250	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	50614	2425170	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	561	26900	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	601	28820	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	15803	881854	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	16474	919307	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	5139	286752	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	23	1290	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	1163	64531	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	149	8300	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	928	51762	SH	DEFINE
USA TRUCK INC	COM	902925106	2571	190000	SH	DEFINE
V F CORP	COM	918204108	27675	500000	SH	DEFINE
V F CORP	COM	918204108	10335	186723	SH	DEFINE
V F CORP	COM	918204108	28	500	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	33391	1245000	SH	DEFINE
VALE S A	ADR	91912E105	1066	60481	SH	DEFINE
VALE S A	ADR	91912E105	1071	60740	SH	DEFINE
VALE S A	ADR	91912E105	1153	65375	SH	DEFINE
VALE S A	ADR	91912E105	54	3045	SH	DEFINE
VALE S A	ADR	91912E105	42038	2384480	SH	DEFINE
VALE S A	ADR	91912E105	11464	650264	SH	DEFINE

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

VALE S A	ADR REPSTG PFD	91912E204	5547	361350	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	9900	644956	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	3044	198330	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	73135	4764484	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	31934	2080377	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	6976	454183	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	593483	38663384	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	178054	11599604	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	118640	7728958	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	74	4802	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911X104	26	1000	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911X104	74233	2886192	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	5683	336500	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	555	32885	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	4652	211650	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	ALLWRLD EX US	922042775	237	6600	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	4413	138681	SH	DEFINE
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	2614	91091	SH	DEFINE
VARIAN INC	COM	922206107	6854	173810	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	77335	2200773	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	6624	188510	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	801	22808	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	7140	297625	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	828	34507	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	2245	93600	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	10138	1386860	SH	DEFINE
VCA ANTECH INC	COM	918194101	56051	2099300	SH	DEFINE
VCA ANTECH INC	COM	918194101	344	12884	SH	DEFINE
VECTREN CORP	COM	92240G101	14058	600000	SH	DEFINE
VECTREN CORP	COM	92240G101	196	8381	SH	DEFINE
VENTAS INC	COM	92276F100	12	415	SH	DEFINE
VENTAS INC	COM	92276F100	95846	3209848	SH	DEFINE
VENTAS INC	COM	92276F100	493	16500	SH	DEFINE
VENTAS INC	COM	92276F100	2126	71200	SH	DEFINE
VENTAS INC	COM	92276F100	20676	692417	SH	DEFINE
VENTAS INC	COM	92276F100	287	9600	SH	DEFINE
VERIFONE HLDGS INC	COM	92342Y109	1183	157560	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	24585	800033	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	46177	1502677	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	104	3400	SH	OTHER
VERIZON COMMUNICATIONS INC	COM	92343V104	762	24800	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	899	28846	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	1053	34281	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	9876	277100	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	253	7100	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	543	23904	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	9733	428760	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1618	71262	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	17520	771810	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	66435	2926666	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	1534	67579	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	454	20000	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	369962	16297902	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	12824	564944	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	92	4070	SH	DEFINE
VIASAT INC	COM	92552V100	19384	756001	SH	DEFINE
VIASAT INC	COM	92552V100	1326	51700	SH	DEFINE
VIASAT INC	COM	92552V100	3802	148300	SH	DEFINE
VIASAT INC	COM	92552V100	5729	223400	SH	DEFINE
VIEWPOINT FINL GROUP	COM	926727108	6024	395549	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	10603	356392	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	303541	32464299	SH	DEFINE

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

VISA INC	COM CL A	92826C839	104314	1675440	SH	DEFINE
VISA INC	COM CL A	92826C839	17350	278665	SH	DEFINE
VISA INC	COM CL A	92826C839	5043	81000	SH	DEFINE
VISA INC	COM CL A	92826C839	591	9500	SH	DEFINE
VISA INC	COM CL A	92826C839	1270	20400	SH	DEFINE
VISA INC	COM CL A	92826C839	416	6684	SH	DEFINE
VISA INC	COM CL A	92826C839	766	12300	SH	DEFINE
VISIONCHINA MEDIA INC	SPONS ADR	92833U103	85	13910	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	23936	1228098	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	22769	1167839	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	69496	3565729	SH	DEFINE
VOLCOM INC	COM	92864N101	14297	1143720	SH	DEFINE
VORNADO RLTY L P	DBCV 3.625%11/1	929043AE7	82810	91000000	PRN	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	213	4727	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	164	3652	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	42657	947307	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	421	9343	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	1798	39927	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	17684	392706	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	236	5235	SH	DEFINE
VORNADO RLTY TR	DBCV 2.850% 4/0	929042AC3	229250	262000000	PRN	DEFINE
WABASH NATL CORP	COM	929566107	2464	3520500	SH	DEFINE
WABTEC CORP	COM	929740108	2319	72100	SH	DEFINE
WABTEC CORP	COM	929740108	863	26820	SH	DEFINE
WABTEC CORP	COM	929740108	1792	55700	SH	DEFINE
WADDELL & REED FINL INC	CL A	930059100	2816	106800	SH	DEFINE
WADDELL & REED FINL INC	CL A	930059100	2	93	SH	DEFINE
WAL MART STORES INC	COM	931142103	165447	3415500	SH	DEFINE
WAL MART STORES INC	COM	931142103	26686	550900	SH	DEFINE
WAL MART STORES INC	COM	931142103	24408	503886	SH	DEFINE
WAL MART STORES INC	COM	931142103	969	20000	SH	DEFINE
WAL MART STORES INC	COM	931142103	121541	2509106	SH	DEFINE
WAL MART STORES INC	COM	931142103	60	1240	SH	DEFINE
WAL MART STORES INC	COM	931142103	2644	54590	SH	DEFINE
WAL MART STORES INC	COM	931142103	292	6030	SH	DEFINE
WAL MART STORES INC	COM	931142103	55	1130	SH	DEFINE
WALGREEN CO	COM	931422109	14793	503154	SH	DEFINE
WALGREEN CO	COM	931422109	8205	279093	SH	DEFINE
WALGREEN CO	COM	931422109	41	1390	SH	DEFINE
WALGREEN CO	COM	931422109	474	16110	SH	DEFINE
WALGREEN CO	COM	931422109	179	6100	SH	DEFINE
WALTER INVNT MGMT CORP	COM	93317W102	4457	335590	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	31676	977650	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	255	725	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	16212	575700	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	421	14950	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	728	25849	SH	DEFINE
WATERS CORP	COM	941848103	141827	2755525	SH	DEFINE
WATERS CORP	COM	941848103	65	1254	SH	DEFINE
WATERS CORP	COM	941848103	19	360	SH	DEFINE
WATERS CORP	COM	941848103	223	4335	SH	DEFINE
WATERS CORP	COM	941848103	93	1800	SH	DEFINE
WATERS CORP	COM	941848103	1311	25470	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	57927	1719400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	257	7640	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	29695	881410	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1143	33930	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	31000	920160	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	136674	4056822	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3494	103704	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2763	82010	SH	DEFINE

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

WATSON PHARMACEUTICALS INC	COM	942683103	5610	166509	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	54889	1629223	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	159	4720	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	20622	957400	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	9	410	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	34	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG	H27013103	21867	1117910	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG	H27013103	264	13475	SH	DEFINE
WEIGHT WATCHERS INTL INC NEW	COM	948626106	1476	57260	SH	DEFINE
WELLPOINT INC	COM	94973V107	474	9315	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	703965	29017520	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	14256	587652	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	61	2500	SH	OTHER
WELLS FARGO & CO NEW	COM	949746101	31	1280	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	5009	206312	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	161	6650	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1754	72317	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	442736	564016	SH	DEFINE
WENDYS ARBYS GROUP INC	COM	950587105	45	11262	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	9060	500000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	8371	462000	SH	DEFINE
WESCO INTL INC	NOTE	1.750%11/195082PAG0	4169	5000000	PRN	DEFINE
WEST MARINE INC	COM	954235107	12417	2253550	SH	DEFINE
WEST MARINE INC	COM	954235107	12175	2209546	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	121951	3499303	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	7508	400000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	20795	1107900	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	12	435	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	806	30400	SH	DEFINE
WESTERN UN CO	COM	959802109	691	42137	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	4660	514380	SH	DEFINE
WESTLAKE CHEM CORP	COM	960413102	85096	4173421	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	14995	492780	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	695	22829	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	447137	14693941	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	12	400	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	148	4850	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	55	1800	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	472	15502	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	160	700	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	470437	2055117	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	6738	722550	SH	DEFINE
WHITNEY HLDG CORP	COM	966612103	94	10289	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	4976	262154	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	17254	1105290	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	6236	399478	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	515	28500	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	SHS	G96655108	581	22575	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	263	19261	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	25	1800	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	5321	636433	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	12201	1642150	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	743	62990	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	25240	620000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	635	15590	SH	DEFINE
WMS INDS INC	COM	929297109	6708	212860	SH	DEFINE
WMS INDS INC	COM	929297109	252	8000	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	63255	2867385	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	900	40790	SH	DEFINE
WPP PLC	ADR	92933H101	937	28175	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	376	166160	SH	DEFINE
WYETH	COM	983024100	27234	600000	SH	DEFINE

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

WYETH	COM	983024100	17485	385225	SH	DEFINE
WYETH	COM	983024100	1339103	29502152	SH	DEFINE
WYETH	COM	983024100	337	7419	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	15851	861000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	466738	25352391	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	368	20016	SH	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	615	94900	SH	DEFINE
XTO ENERGY INC	COM	98385X106	70085	1837558	SH	DEFINE
XTO ENERGY INC	COM	98385X106	895	23462	SH	DEFINE
XTO ENERGY INC	COM	98385X106	312	8179	SH	DEFINE
XYRATEX LTD	COM	G98268108	1352	271000	SH	DEFINE
YAHOO INC	COM	984332106	26155	1670200	SH	DEFINE
YAHOO INC	COM	984332106	2009	128310	SH	DEFINE
YAHOO INC	COM	984332106	571	36456	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	34695	3908720	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	2695	303100	SH	DEFINE
YRC WORLDWIDE INC	COM	984249102	1211	700000	SH	DEFINE
YUM BRANDS INC	COM	988498101	1352	40557	SH	DEFINE
ZALE CORP NEW	COM	988858106	18208	5292900	SH	DEFINE
ZENITH NATL INS CORP	COM	989390109	19362	890600	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	6298	147850	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	5952	139726	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	12	280	SH	DEFINE

	GRAND TOTAL			90922054		