

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

FRANKLIN RESOURCES INC

Form 13F-HR

August 13, 2004

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

Form 13F

Form 13F COVER PAGE

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

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-734

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Barbara J. Green
Title: Vice President, Deputy General Counsel and Secretary

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN
By: Barbara J. Green
San Mateo, California
August 13, 2004

Report Type (Check only one.):

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

Form 13F SUMMARY PAGE

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

Report Summary:

Number of Other Included Managers: 10

Form 13F Information Table Entry Total: 3,887

Form 13F Information Table Value Total: \$ 97,941,545
(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

No.	Form 13F File Number	Name
A	28-3578	FRANKLIN ADVISERS, INC.
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC.
3	28-3984	TEMPLETON/FRANKLIN INVESTMENT SERVICES, INC.
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC.
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC.
6	28-6174	FRANKLIN PRIVATE CLIENT GROUP, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, INC.
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-2157	FIDUCIARY TRUST COMPANY INTERNATIONAL

08/03/2004 2:20 pm (lg13firt.p) G2N		FORM 13F FOR PERIOD ENDING 06 REPORTING MANAGER: FRANKLIN RES				
ITEM 1	ITEM 2	ITEM 3	ITEM 4	ITEM 5	ITEM 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	FAIR MARKET VALUE (X1000)	SHARES OR PRINCIPAL AMOUNT	INVESTMENT DISCRETION	
QUEBECOR WORLD INC	ORDINARY SHS		5918	201300	DEFINED	
TRANSCANADA CORP	ORDINARY SHS		484805	18117723	DEFINED	
FAIRMONT HOTELS & RESORTS INC	ORDINARY SHS		44976	1584977	DEFINED	
KINDRED HEALTHCARE INC	WTS TO EQUITY		349444	13202113	DEFINED	
QUEBECOR WORLD INC	ORDINARY SHS		266716	8293409	DEFINED	
AB WATLEY GROUP INC	COMMON SHS	000788109	94	447350	DEFINED	
ADC TELECOMMUNICATIONS INC	COMMON SHS	000886101	677	238321	DEFINED	
ACM INCOME FUND INC	CLOSE END MUT F	000912105	104	13191	DEFINED	
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	2117	96000	DEFINED	
ABM INDUSTRIES INC	COMMON SHS	000957100	15235	782500	DEFINED	
AFLAC INC	COMMON SHS	001055102	67590	1656200	DEFINED	
AFLAC INC	COMMON SHS	001055102	82	2000	DEFINED	
AFLAC INC	COMMON SHS	001055102	3337	81760	DEFINED	
AFLAC INC	COMMON SHS	001055102	6793	166461	DEFINED	
AFLAC INC	COMMON SHS	001055102	2449	60006	DEFINED	
AGL RESOURCES INC	COMMON SHS	001204106	14525	500000	DEFINED	

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

AES CORP	COMMON SHS	00130H105	1906	191990	DEFINED
AK STEEL HOLDING CORP	COMMON SHS	001547108	41	7800	DEFINED
AK STEEL HOLDING CORP	COMMON SHS	001547108	9111	1728900	DEFINED
AMB PROPERTY CORP	REAL EST INV TR	00163T109	46	1320	DEFINED
AMB PROPERTY CORP	REAL EST INV TR	00163T109	13852	400000	DEFINED
AMLI RESIDENTIAL PROPERTIES TRUST	REAL EST INV TR	001735109	92	3135	DEFINED
AMLI RESIDENTIAL PROPERTIES TRUST	REAL EST INV TR	001735109	9022	307500	DEFINED
AMR CORP	COMMON SHS	001765106	25635	2116852	DEFINED
AMR CORP	COMMON SHS	001765106	5135	424060	DEFINED
AMR CORP	COMMON SHS	001765106	13079	1080000	DEFINED
AMR CORP	COMMON SHS	001765106	9	738	DEFINED
AMR CORP	COMMON SHS	001765106	49	4030	DEFINED
ATI TECHNOLOGIES INC	ORDINARY SHS	001941103	7294	289913	DEFINED
ATI TECHNOLOGIES INC	ORDINARY SHS	001941103	715	28400	DEFINED
ATI TECHNOLOGIES INC	COMMON SHS	001941103	34682	1786900	DEFINED
ATI TECHNOLOGIES INC	ORDINARY SHS	001941103	458	18200	DEFINED
AT&T CORP	COMMON SHS	001957505	5	314	DEFINED
AT&T CORP	COMMON SHS	001957505	467	31939	DEFINED
AT&T CORP	COMMON SHS	001957505	86368	5903500	DEFINED
ATMI INC	COMMON SHS	00207R101	11829	433150	DEFINED
ATMI INC	COMMON SHS	00207R101	74	2700	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	906	63255	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	510617	35657627	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	8003	558840	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	97690	6821900	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	12	808	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	5094	355703	DEFINED
AT&T WIRELESS SERVICES INC	COMMON SHS	00209A106	0	17	DEFINED
AU OPTRONICS CORP	AMER DEP RECPT	002255107	264	16170	DEFINED
AU OPTRONICS CORP	AMER DEP RECPT	002255107	2145	131250	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	37357	916508	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	341038	8366983	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	30416	746220	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	3286	80630	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	5584	137000	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	2259	55415	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	16304	400000	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	28539	700167	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	45775	1123029	DEFINED
ABBOTT LABORATORIES	COMMON SHS	002824100	86095	2112242	DEFINED
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	233	6000	DEFINED
ABGENIX INC	COMMON SHS	00339B107	12767	1089300	DEFINED
ABLE LABORATORIES INC	COMMON SHS	00371N407	1182	57500	DEFINED
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	162	17679	DEFINED
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	50082	5473469	DEFINED
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	11870	1297250	DEFINED
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	43216	4723091	DEFINED
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	12299	1344128	DEFINED
ACCREDO HEALTH INC	COMMON SHS	00437V104	93	2375	DEFINED
ACCREDO HEALTH INC	COMMON SHS	00437V104	5126	131600	DEFINED
ACMAT CORP	COMMON SHS	004616207	4996	392800	DEFINED
ACME COMMUNICATIONS INC	COMMON SHS	004631107	1925	278984	DEFINED
ACME COMMUNICATIONS INC	COMMON SHS	004631107	3212	465500	DEFINED
ACTION PERFORMANCE COS INC	COMMON SHS	004933107	1447	96000	DEFINED
ACTION PERFORMANCE COS INC	COMMON SHS	004933107	10230	678800	DEFINED
ACTEL CORP	COMMON SHS	004934105	24745	1337554	DEFINED
ACTEL CORP	COMMON SHS	004934105	40561	2192500	DEFINED
ACXIOM CORP	COMMON SHS	005125109	593	23900	DEFINED
ACXIOM CORP	COMMON SHS	005125109	70	2800	DEFINED
ADAPTEC INC	COMMON SHS	00651F108	12734	1505200	DEFINED
ADECCO SA	AMER DEP RECPT	006754105	5254	417971	DEFINED
ADELPHIA COMMUNICATIONS CORP	CONVERTIBLE BD	006848BG9	31913	86250000	DEFINED

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

ADOBE SYSTEMS INC	COMMON SHS	00724F101	3518	75660	DEFINED
ADOBE SYSTEMS INC	COMMON SHS	00724F101	83147	1788100	DEFINED
ADOLOR CORP	COMMON SHS	00724X102	6447	508409	DEFINED
ADOLOR CORP	COMMON SHS	00724X102	54270	4280000	DEFINED
ADTRAN INC	COMMON SHS	00738A106	32479	973300	DEFINED
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	54580	1235400	DEFINED
ADVANCED FIBRE COMMUNICATIONS	COMMON SHS	00754A105	11110	550000	DEFINED
ADVANCED FIBRE COMMUNICATIONS	COMMON SHS	00754A105	21160	1047508	DEFINED
ADVANCED SEMICONDUCTOR ENGINEERING INC	AMER DEP RECPT	00756M404	97	24489	DEFINED
ADVANCED NEUROMODULATION SYSTEMS INC	COMMON SHS	00757T101	6053	184552	DEFINED
ADVANCED NEUROMODULATION SYSTEMS INC	COMMON SHS	00757T101	4795	146200	DEFINED
ADVO INC	COMMON SHS	007585102	207	6300	DEFINED
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	3784	88888	DEFINED
AEROPOSTALE INC	COMMON SHS	007865108	10827	402325	DEFINED
AEROPOSTALE INC	COMMON SHS	007865108	67	2500	DEFINED
ADVANCED MICRO DEVICES INC	CONVERTIBLE BD	007903AF4	2268	1000000	DEFINED
AEGON NV	NEW YORK SHARES	007924103	192	15857	DEFINED
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	5973	379931	DEFINED
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	110	7000	DEFINED
ADVANCED ENERGY INDUSTRIES INC	COMMON SHS	007973100	40571	2580860	DEFINED
ADVANCED ENERGY INDUSTRIES INC	CONVERTIBLE BD	007973AC4	2033	2000000	DEFINED
AETNA INC	COMMON SHS	00817Y108	289	3400	DEFINED
AETNA INC	COMMON SHS	00817Y108	246	2890	DEFINED
AETNA INC	COMMON SHS	00817Y108	1907	22430	DEFINED
AETNA INC	COMMON SHS	00817Y108	103458	1217153	DEFINED
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	21	394	DEFINED
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	10192	192516	DEFINED
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	119517	2257599	DEFINED
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	7178	142501	DEFINED
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	45	900	DEFINED
AFFYMETRIX INC	COMMON SHS	00826T108	409	12500	DEFINED
AFFYMETRIX INC	COMMON SHS	00826T108	3918	119700	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	23	10000	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	80765	35115139	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	2191	952490	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	7601	3304863	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	1	628	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V100	781	339743	DEFINED
AGERE SYSTEMS INC	COMMON SHS	00845V209	37	17378	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	771	26320	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	0	15	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	11712	400000	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	3625	123788	DEFINED
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	56749	1938160	DEFINED
AGILE SOFTWARE CORP	COMMON SHS	00846X105	2782	317950	DEFINED
AGILE SOFTWARE CORP	COMMON SHS	00846X105	11644	1330700	DEFINED
AGNICO EAGLE MINES LTD	COMMON SHS	008474108	5614	425000	DEFINED
AGRIUM INC	COMMON SHS	008916108	17301	1071900	DEFINED
AGRIUM INC	COMMON SHS	008916108	1	65	DEFINED
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	26225	500000	DEFINED
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	5806	110692	DEFINED
AIRTRAN HOLDINGS INC	COMMON SHS	00949P108	9235	653100	DEFINED
AIRTRAN HOLDINGS INC	COMMON SHS	00949P108	57	4000	DEFINED
ELECTROLUX AB	AMER DEP RECPT	010198208	664	17300	DEFINED
AKZO NOBEL NV	AMER DEP RECPT	010199305	5368	144108	DEFINED
AKZO NOBEL NV	AMER DEP RECPT	010199305	16521	443512	DEFINED
AKZO NOBEL NV	AMER DEP RECPT	010199305	34	925	DEFINED
ALAMO GROUP INC	COMMON SHS	011311107	716	45000	DEFINED
ALAMOSA HOLDINGS INC	COMMON SHS	011589108	2437	331600	DEFINED
ALASKA AIR GROUP INC	COMMON SHS	011659109	32239	1350600	DEFINED
ALASKA AIR GROUP INC	COMMON SHS	011659109	11935	500000	DEFINED
ALASKA AIR GROUP INC	COMMON SHS	011659109	24	1000	DEFINED

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

ALBANY MOLECULAR RESEARCH INC	COMMON SHS	012423109	1332	103000	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	1188	23700	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	4308	85925	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	985	19654	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	88492	1764900	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	311	6200	DEFINED
ALBERTO-CULVER CO	COMMON SHS	013068101	444	8850	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	7673	289111	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	120214	4529540	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	34	1290	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	19	700	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	1032	38900	DEFINED
ALBERTSONS INC	COMMON SHS	013104104	704	26542	DEFINED
ALCAN INC	COMMON SHS	013716105	10699	231632	DEFINED
ALCAN INC	ORDINARY SHS	013716105	3049	63354	DEFINED
ALCAN INC	ORDINARY SHS	013716105	253780	5172355	DEFINED
ALCAN INC	ORDINARY SHS	013716105	115240	2087677	DEFINED
ALCAN INC	COMMON SHS	013716105	1896	35997	DEFINED
ALCAN INC	ORDINARY SHS	013716105	108	1950	DEFINED
ALCOA INC	COMMON SHS	013817101	2347	71060	DEFINED
ALCOA INC	COMMON SHS	013817101	8906	269635	DEFINED
ALCOA INC	COMMON SHS	013817101	19186	580864	DEFINED
ALDERWOODS GROUP INC	COMMON SHS	014383103	28725	2354501	DEFINED
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	3636	108700	DEFINED
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	405	12100	DEFINED
ALEXANDER'S INC	REAL EST INV TR	014752109	80828	481865	DEFINED
ALEXANDER'S INC	REAL EST INV TR	014752109	168	1000	DEFINED
ALEXANDRIA REAL ESTATE EQUITIES INC	REAL EST INV TR	015271109	87	1535	DEFINED
ALEXANDRIA REAL ESTATE EQUITIES INC	REAL EST INV TR	015271109	27652	487000	DEFINED
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	1821	97900	DEFINED
ALKERMES INC	COMMON SHS	01642T108	8916	655620	DEFINED
ALKERMES INC	COMMON SHS	01642T108	15541	1142750	DEFINED
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	213275	743118	DEFINED
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	528	1840	DEFINED
ALLEGHENY ENERGY INC	COMMON SHS	017361106	68958	4474900	DEFINED
ALLEGHENY ENERGY INC	COMMON SHS	017361106	14	890	DEFINED
ALLEN ORGAN CO	COMMON SHS	017753104	4968	94800	DEFINED
ALLERGAN INC	COMMON SHS	018490102	35808	400000	DEFINED
ALLERGAN INC	COMMON SHS	018490102	10835	121030	DEFINED
ALLETE INC	COMMON SHS	018522102	51	1532	DEFINED
ALLETE INC	COMMON SHS	018522102	41625	1250000	DEFINED
ALLIANCE ATLANTIS COMMUNICATIONS CORP	ORDINARY SHS	01853E204	1329	53300	DEFINED
ALLIANCE ATLANTIS COMMUNICATIONS CORP	ORDINARY SHS	01853E204	72027	2888004	DEFINED
ALLIANCE CAPITAL MANAGEMENT HOLDING LP	LTD PARTNERSHIP	01855A101	2122	62500	DEFINED
ALLIANCE CAPITAL MANAGEMENT HOLDING LP	LTD PARTNERSHIP	01855A101	58	1711	DEFINED
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	6287	148800	DEFINED
ALLIANCE GAMING CORP	COMMON SHS	01859P609	12680	738900	DEFINED
ALLIANT ENERGY CORP	COMMON SHS	018802108	42	1600	DEFINED
ALLIANT ENERGY CORP	COMMON SHS	018802108	163261	6260000	DEFINED
ALLIANT TECHSYSTEMS INC	COMMON SHS	018804104	222	3500	DEFINED
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	537	21985	DEFINED
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	6722	216900	DEFINED
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	605	19515	DEFINED
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	92	7000	DEFINED
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	64344	4881979	DEFINED
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	71	1000	DEFINED
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	10129	142100	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	20647	443550	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	6703	144000	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	93	2000	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	5764	123825	DEFINED
ALLSTATE CORP	COMMON SHS	020002101	22538	484160	DEFINED

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

ALLSTATE CORP	COMMON SHS	020002101	1221	26234	DEFINED
ALLTEL CORP	COMMON SHS	020039103	1713	33835	DEFINED
ALLTEL CORP	COMMON SHS	020039103	2114	41757	DEFINED
ALLTEL CORP	COMMON SHS	020039103	24404	482100	DEFINED
ALLTEL CORP	CONVERT PREF	020039822	150	3000	DEFINED
ALLTEL CORP	CONVERT PREF	020039822	160010	3190000	DEFINED
ALPHARMA INC	COMMON SHS	020813101	18981	926800	DEFINED
ALPHARMA INC	CONVERTIBLE BD	020813AD3	4920	4000000	DEFINED
ALTERA CORP	COMMON SHS	021441100	44	2000	DEFINED
ALTERA CORP	COMMON SHS	021441100	84152	3787200	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	4730	94500	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	274639	5487296	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	4786	95621	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	11799	235746	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	11941	238581	DEFINED
ALTRIA GROUP INC	COMMON SHS	02209S103	237723	4749715	DEFINED
ALZA CORP	CONVERT ZERO CP	02261WAB5	773750	10000000	DEFINED
AMAZON.COM INC	COMMON SHS	023135106	2	37	DEFINED
AMAZON.COM INC	COMMON SHS	023135106	1	20	DEFINED
AMAZON.COM INC	COMMON SHS	023135106	8160	150000	DEFINED
AMERADA HESS CORP	COMMON SHS	023551104	851	10750	DEFINED
AMERADA HESS CORP	CONVERT PREF	023551401	9419	130000	DEFINED
AMERADA HESS CORP	CONVERT PREF	023551401	725	10000	DEFINED
AMEREN CORP	COMMON SHS	023608102	6568	152894	DEFINED
AMEREN CORP	COMMON SHS	023608102	507950	11823800	DEFINED
AMEREN CORP 9.75% PFD ACES	CONVERT PREF	023608201	21316	800600	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	2433	66900	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	5	129	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	2437	67000	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	39802	1094366	DEFINED
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	10493	288500	DEFINED
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1739	54343	DEFINED
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	250131	7816600	DEFINED
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	8705	301100	DEFINED
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	1	18	DEFINED
AMERICAN EXPRESS CO	COMMON SHS	025816109	3139	61100	DEFINED
AMERICAN EXPRESS CO	COMMON SHS	025816109	72294	1407048	DEFINED
AMERICAN EXPRESS CO	COMMON SHS	025816109	12013	233800	DEFINED
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	19297	1350400	DEFINED
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	813	56925	DEFINED
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	675	25361	DEFINED
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	9993	375400	DEFINED
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	64	2400	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	9017	126502	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	58183	816260	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	13766	193127	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	2195	30792	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	121592	1705832	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	906	12705	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	21583	302785	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	258547	3627206	DEFINED
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	25166	353056	DEFINED
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	13439	440900	DEFINED
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	4993	163800	DEFINED
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	1866	61210	DEFINED
AMERICAN MEDICAL SYSTEMS HOLDINGS LTD	COMMON SHS	02744M108	8240	244516	DEFINED
AMERICAN MEDICAL SYSTEMS HOLDINGS LTD	COMMON SHS	02744M108	64556	1915600	DEFINED
AMERICAN MEDICAL SECURITY GROUP	COMMON SHS	02744P101	3338	122500	DEFINED
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	70873	767600	DEFINED
AMERICAN PACIFIC CORP	COMMON SHS	028740108	4969	659000	DEFINED
AMERICAN PACIFIC CORP	COMMON SHS	028740108	237	31428	DEFINED
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	9825	500000	DEFINED

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

AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	393	20000	DEFINED
AMERICAN STANDARD COS INC	COMMON SHS	029712106	1082	26845	DEFINED
AMERICAN STATES WATER CO	COMMON SHS	029899101	5752	247500	DEFINED
AMERICAN WOODMARK CORP	COMMON SHS	030506109	1029	17200	DEFINED
AMERISOURCE HEALTH CORP	CONVERTIBLE BD	03071PAD4	8278	7000000	DEFINED
AMERUS GROUP CO	COMMON SHS	03072M108	13455	325000	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	9934	166171	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	528193	8835622	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	20059	335540	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	3789	63378	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	12	204	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	7873	131700	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	164	2750	DEFINED
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	134498	2249885	DEFINED
AMERIGROUP CORP	COMMON SHS	03073T102	246	5000	DEFINED
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	42	3700	DEFINED
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	64341	5668800	DEFINED
AMETEK INC	COMMON SHS	031100100	18399	595449	DEFINED
AMETEK INC	COMMON SHS	031100100	480	15543	DEFINED
AMETEK INC	COMMON SHS	031100100	16056	519600	DEFINED
AMGEN INC	COMMON SHS	031162100	2722	49874	DEFINED
AMGEN INC	COMMON SHS	031162100	2761	50596	DEFINED
AMGEN INC	COMMON SHS	031162100	50859	932000	DEFINED
AMGEN INC	COMMON SHS	031162100	74483	1364904	DEFINED
AMGEN INC	COMMON SHS	031162100	212900	3901420	DEFINED
AMSOUTH BANCORPORATION	COMMON SHS	032165102	581	22800	DEFINED
AMSURG CORP	COMMON SHS	03232P405	6607	262919	DEFINED
AMSURG CORP	COMMON SHS	03232P405	6590	262250	DEFINED
AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	684	30000	DEFINED
AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	14	600	DEFINED
AMYLIN PHARMACEUTICALS INC	COMMON SHS	032346108	29312	1285600	DEFINED
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	13	228	DEFINED
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	3042	51919	DEFINED
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	3224	55013	DEFINED
ANADIGICS INC	COMMON SHS	032515108	5726	1109900	DEFINED
ANALOG DEVICES INC	COMMON SHS	032654105	31623	671696	DEFINED
ANALOG DEVICES INC	COMMON SHS	032654105	25513	541900	DEFINED
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	104	5000	DEFINED
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	271	13000	DEFINED
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	8775	420479	DEFINED
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	36411	1807000	DEFINED
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	66	2061	DEFINED
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	581	18070	DEFINED
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	144	4490	DEFINED
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	122075	3795850	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	531	9840	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	10225	189350	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	62878	1164407	DEFINED
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	50852	941707	DEFINED
ANNALY MORTGAGE MANAGEMENT INC	REAL EST INV TR	035710409	296	17450	DEFINED
ANTHEM INC	COMMON SHS	03674B104	679	7580	DEFINED
ANTHEM INC	COMMON SHS	03674B104	81	900	DEFINED
ANTHEM INC	COMMON SHS	03674B104	68629	766289	DEFINED
ANTEON INTERNATIONAL CORP	COMMON SHS	03674E108	4975	152500	DEFINED
AON CORP	COMMON SHS	037389103	12882	452465	DEFINED
AON CORP	COMMON SHS	037389103	3152	110712	DEFINED
AON CORP	COMMON SHS	037389103	9182	322520	DEFINED
AON CORP	COMMON SHS	037389103	3596	126301	DEFINED
AON CORP	COMMON SHS	037389103	8812	309520	DEFINED
AON CORP	COMMON SHS	037389103	21	754	DEFINED
APACHE CORP	COMMON SHS	037411105	1149	26389	DEFINED
APACHE CORP	COMMON SHS	037411105	2	55	DEFINED

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

APACHE CORP	COMMON SHS	037411105	7734	177578	DEFINED
APACHE CORP	COMMON SHS	037411105	59811	1373376	DEFINED
APACHE CORP	COMMON SHS	037411105	2331	53520	DEFINED
APARTMENT INVESTMENT & MANAGEMENT CO	REAL EST INV TR	03748R101	1041	33425	DEFINED
APEX SILVER MINES LTD	COMMON SHS	G04074103	18066	1059600	DEFINED
APOGEE ENTERPRISES INC	COMMON SHS	037598109	3193	307000	DEFINED
APOLLO GROUP INC	COMMON SHS	037604105	1858	21047	DEFINED
APOLLO GROUP INC	COMMON SHS	037604105	3	31	DEFINED
APOLLO GROUP INC	COMMON SHS	037604105	41896	474526	DEFINED
APOLLO GROUP INC	COMMON SHS	037604105	17711	200600	DEFINED
UNIVERSITY OF PHOENIX ONLINE	COMMON SHS	037604204	35921	410100	DEFINED
APOGENT TECHNOLOGIES INC	COMMON SHS	03760A101	2083	65100	DEFINED
APOLLO GOLD CORP	ORDINARY SHS	03761E102	3111	1700000	DEFINED
APOLLO GOLD CORP	ORDINARY SHS	03761E102	2105	1150000	DEFINED
APPLE COMPUTER INC	COMMON SHS	037833100	5	155	DEFINED
APPLE COMPUTER INC	COMMON SHS	037833100	16270	500000	DEFINED
APPLE COMPUTER INC	COMMON SHS	037833100	5233	160810	DEFINED
APRIA HEALTHCARE GROUP INC	COMMON SHS	037933108	9571	333500	DEFINED
APPLERA CORP-APPLIED BIOSYSTEMS GROUP	COMMON SHS	038020103	1144	52600	DEFINED
APPLERA CORP-APPLIED BIOSYSTEMS GROUP	COMMON SHS	038020103	1079	49628	DEFINED
APPLIED INDUSTRIAL TECHNOLOGIES INC	COMMON SHS	03820C105	21084	700000	DEFINED
APPLIED MATERIALS INC	COMMON SHS	038222105	2442	124477	DEFINED
APPLIED MATERIALS INC	COMMON SHS	038222105	3	138	DEFINED
APPLIED MATERIALS INC	COMMON SHS	038222105	27347	1393837	DEFINED
APPLIED MATERIALS INC	COMMON SHS	038222105	89458	4559552	DEFINED
APTARGROUP INC	COMMON SHS	038336103	10778	246700	DEFINED
APTARGROUP INC	COMMON SHS	038336103	599	13700	DEFINED
AQUANTIVE INC	COMMON SHS	03839G105	11034	1116831	DEFINED
AQUANTIVE INC	COMMON SHS	03839G105	21888	2215400	DEFINED
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	2254	69015	DEFINED
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	6231	190795	DEFINED
ARCH COAL INC	COMMON SHS	039380100	16447	449500	DEFINED
ARCH COAL INC	COMMON SHS	039380100	7	200	DEFINED
ARCH COAL INC	COMMON SHS	039380100	1636	44700	DEFINED
ARCH COAL INC	CONVERT PREF	039380209	9525	100000	DEFINED
ARCH WIRELESS INC	COMMON SHS	039392709	7758	272295	DEFINED
ARCHER DANIELS MIDLAND CO	COMMON SHS	039483102	20595	1227365	DEFINED
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	91	3116	DEFINED
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	790	26938	DEFINED
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	29330	1000000	DEFINED
ARDEN REALTY INC	REAL EST INV TR	039793104	103	3500	DEFINED
ARDEN REALTY INC	REAL EST INV TR	039793104	126	4300	DEFINED
ARDEN REALTY INC	REAL EST INV TR	039793104	19919	677300	DEFINED
ARGOSY GAMING CO	COMMON SHS	040228108	8973	238655	DEFINED
ARGOSY GAMING CO	COMMON SHS	040228108	44815	1191900	DEFINED
ARIAD PHARMACEUTICALS INC	COMMON SHS	04033A100	1040	138800	DEFINED
ARRIS GROUP INC	COMMON SHS	04269Q100	8801	1481645	DEFINED
ARRIS GROUP INC	COMMON SHS	04269Q100	1	200	DEFINED
ARRIS GROUP INC	COMMON SHS	04269Q100	3696	622200	DEFINED
ARTS WAY MANUFACTURING CO INC	COMMON SHS	043168103	706	134500	DEFINED
ARVINMERITOR INC	COMMON SHS	043353101	245	12499	DEFINED
ASCENTIAL SOFTWARE CORP	COMMON SHS	04362P207	6	370	DEFINED
ASCENTIAL SOFTWARE CORP	COMMON SHS	04362P207	10275	642600	DEFINED
ASHFORD HOSPITALITY TRUST	REAL EST INV TR	044103109	37	4380	DEFINED
ASHFORD HOSPITALITY TRUST	REAL EST INV TR	044103109	4496	538400	DEFINED
ASK JEEVES INC	COMMON SHS	045174109	144	3700	DEFINED
ASK JEEVES INC	COMMON SHS	045174109	110612	2834020	DEFINED
ASPEN TECHNOLOGY INC	COMMON SHS	045327103	9991	1376212	DEFINED
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	72263	1975480	DEFINED
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	168	4600	DEFINED
ASTRAZENECA PLC	AMER DEP RECPT	046353108	2118	46400	DEFINED
ASTRAZENECA PLC	AMER DEP RECPT	046353108	971	21275	DEFINED

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

ATHEROGENICS INC	COMMON SHS	047439104	1142	60000	DEFINED
ATHEROGENICS INC	COMMON SHS	047439104	19	1000	DEFINED
ATHEROGENICS INC	COMMON SHS	047439104	8042	422600	DEFINED
ATLANTIC TELE-NETWORK INC	COMMON SHS	049079205	7223	225000	DEFINED
ATMEL CORP	COMMON SHS	049513104	87	14690	DEFINED
ATMEL CORP	COMMON SHS	049513104	43	7300	DEFINED
ATMOS ENERGY CORP	COMMON SHS	049560105	20992	820000	DEFINED
ATWOOD OCEANICS INC	COMMON SHS	050095108	7331	175600	DEFINED
AUTODESK INC	COMMON SHS	052769106	4284	100060	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	25299	599504	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	63457	1503718	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	6796	161050	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	77	1818	DEFINED
AUTOLIV INC	ORDINARY SHS	052800109	89080	2110900	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	169	4030	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	4077	97345	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	33504	800000	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	17921	427903	DEFINED
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	22614	539979	DEFINED
AUTOZONE INC	COMMON SHS	053332102	88	1100	DEFINED
AUTOZONE INC	COMMON SHS	053332102	88605	1106183	DEFINED
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	246	4360	DEFINED
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	62	1100	DEFINED
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	42096	744800	DEFINED
AVANIR PHARMACEUTICALS	COMMON SHS	05348P104	336	200000	DEFINED
AVANIR PHARMACEUTICALS	COMMON SHS	05348P104	4200	2500000	DEFINED
AVANEX CORP	COMMON SHS	05348W109	5845	1502500	DEFINED
AVANEX CORP	COMMON SHS	05348W109	37	9500	DEFINED
AVAYA INC	COMMON SHS	053499109	2590	164007	DEFINED
AVAYA INC	COMMON SHS	053499109	38031	2408523	DEFINED
AVAYA INC	COMMON SHS	053499109	117420	7436324	DEFINED
AVENTIS SA	AMER DEP RECPT	053561106	329	4327	DEFINED
AVENTIS SA	AMER DEP RECPT	053561106	9944	130725	DEFINED
AVENTIS SA	AMER DEP RECPT	053561106	606	7970	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	4011	62655	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	29573	462000	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	13073	204235	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	2203	34420	DEFINED
AVERY DENNISON CORP	COMMON SHS	053611109	18781	293400	DEFINED
AVIALL INC	COMMON SHS	05366B102	1680	88350	DEFINED
AVIALL INC	COMMON SHS	05366B102	13	700	DEFINED
AVOCENT CORP	COMMON SHS	053893103	13355	363500	DEFINED
AVOCENT CORP	COMMON SHS	053893103	91006	2477031	DEFINED
AVON PRODUCTS INC	COMMON SHS	054303102	2795	60575	DEFINED
AVON PRODUCTS INC	COMMON SHS	054303102	4	95	DEFINED
AVON PRODUCTS INC	COMMON SHS	054303102	88351	1914848	DEFINED
AVON PRODUCTS INC	COMMON SHS	054303102	358	7749	DEFINED
AXA SA	AMER DEP RECPT	054536107	8	340	DEFINED
AXA SA	AMER DEP RECPT	054536107	365	16470	DEFINED
AXA SA	AMER DEP RECPT	054536107	15527	701321	DEFINED
AXA SA	AMER DEP RECPT	054536107	880	39734	DEFINED
AXCELIS TECHNOLOGIES INC	COMMON SHS	054540109	149	12016	DEFINED
AZTAR CORP	COMMON SHS	054802103	95390	3406800	DEFINED
AXCAN PHARMA INC	ORDINARY SHS	054923107	74892	2647279	DEFINED
BB&T CORP	COMMON SHS	054937107	239	6457	DEFINED
BASF AG	AMER DEP RECPT	055262505	5593	103860	DEFINED
BASF AG	AMER DEP RECPT	055262505	20884	387812	DEFINED
BCE INC	ORDINARY SHS	05534B109	40177	1528757	DEFINED
BCE INC	ORDINARY SHS	05534B109	792093	29666417	DEFINED
BCE INC	ORDINARY SHS	05534B109	317281	11938912	DEFINED
BCE INC	COMMON SHS	05534B109	13439	670605	DEFINED
BCE INC	ORDINARY SHS	05534B109	150276	5628300	DEFINED

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

BCE INC	ORDINARY SHS	05534B109	115631	4330732	DEFINED
BCE INC	COMMON SHS	05534B109	2278	97030	DEFINED
BCE INC	ORDINARY SHS	05534B109	111	4150	DEFINED
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	8677	306500	DEFINED
BEI TECHNOLOGIES INC	COMMON SHS	05538P104	3607	127400	DEFINED
BG GROUP PLC	AMER DEP RECPT	055434203	204	6495	DEFINED
BISYS GROUP INC	COMMON SHS	055472104	1451	103170	DEFINED
BISYS GROUP INC	CONVERTIBLE BD	055472AB0	70	70000	DEFINED
BJ SERVICES CO	COMMON SHS	055482103	12533	273411	DEFINED
BJ SERVICES CO	COMMON SHS	055482103	14	300	DEFINED
BOC GROUP PLC	AMER DEP RECPT	055617609	2065	61000	DEFINED
BP PLC	AMER DEP RECPT	055622104	348	6500	DEFINED
BP PLC	AMER DEP RECPT	055622104	274	5110	DEFINED
BP PLC	AMER DEP RECPT	055622104	14702	274440	DEFINED
BP PLC	AMER DEP RECPT	055622104	22229	414949	DEFINED
BP PLC	AMER DEP RECPT	055622104	24937	465500	DEFINED
BP PLC	AMER DEP RECPT	055622104	5532	103261	DEFINED
BP PLC	AMER DEP RECPT	055622104	15814	295200	DEFINED
BP PLC	AMER DEP RECPT	055622104	8716	162700	DEFINED
BP PLC	AMER DEP RECPT	055622104	98731	1843027	DEFINED
BP PLC	AMER DEP RECPT	055622104	279892	5224788	DEFINED
BP PRUDHOE BAY ROYALTY TR	COMMON SHS	055630107	4052	124400	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	38295	2069979	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	93192	5037411	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	19492	1053610	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	11078	598800	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	260	14050	DEFINED
BMC SOFTWARE INC	COMMON SHS	055921100	2207	119282	DEFINED
BAKER HUGHES INC	COMMON SHS	057224107	632	16797	DEFINED
BAKER HUGHES INC	COMMON SHS	057224107	1291	34300	DEFINED
BALDOR ELECTRIC CO	COMMON SHS	057741100	4761	203899	DEFINED
BALDWIN & LYONS INC	COMMON SHS	057755209	4130	153875	DEFINED
BALL CORPORATION	COMMON SHS	058498106	317	4400	DEFINED
BANCO BRADESCO SA	DEP RCPT PFD	059460303	127198	2768178	DEFINED
BANCO BRADESCO SA	DEP RCPT PFD	059460303	5873	127803	DEFINED
BANCO BRADESCO SA	DEP RCPT PFD	059460303	106	2305	DEFINED
BANCO ITAU HOLDINGS FINANCEIRA S.A.	AMER DEP RECPT	059602201	575	12331	DEFINED
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	518	49340	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	14587	172384	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	3389	40047	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	5636	66600	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	6347	75000	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	11378	134455	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	13150	155399	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	56548	668263	DEFINED
BANK OF AMERICA CORP	COMMON SHS	060505104	313810	3708459	DEFINED
BANK OF HAWAII CORP	COMMON SHS	062540109	596	13178	DEFINED
BANK OF MONTREAL	ORDINARY SHS	063671101	2457	46043	DEFINED
BANK OF MONTREAL	ORDINARY SHS	063671101	160549	3008230	DEFINED
BANK OF MONTREAL	COMMON SHS	063671101	801	20000	DEFINED
BANK MUTUAL CORP	COMMON SHS	063750103	28504	2615034	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	3641	123500	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	3268	110855	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	227	7700	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	8357	283464	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	34005	1153509	DEFINED
BANK OF NEW YORK CO INC	COMMON SHS	064057102	33023	1120185	DEFINED
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	1532	42766	DEFINED
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	237758	6637582	DEFINED
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	467	17332	DEFINED
BANK ONE CORP	COMMON SHS	06423A103	3405	66755	DEFINED
BANKNORTH GROUP INC	COMMON SHS	06646R107	308	9475	DEFINED

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

C R BARD INC	COMMON SHS	067383109	1051	18560	DEFINED
C R BARD INC	COMMON SHS	067383109	60941	1075740	DEFINED
BARCLAYS PLC	AMER DEP RECPT	06738E204	4323	124000	DEFINED
BARCLAYS PLC	AMER DEP RECPT	06738E204	16	450	DEFINED
BARNES & NOBLES INC	COMMON SHS	067774109	267	7850	DEFINED
BARRICK GOLD CORP	COMMON SHS	067901108	517201	19549234	DEFINED
BARRICK GOLD CORP	ORDINARY SHS	067901108	51658	1943494	DEFINED
BARRICK GOLD CORP	COMMON SHS	067901108	121863	6170270	DEFINED
BARRICK GOLD CORP	ORDINARY SHS	067901108	2599	97774	DEFINED
BARRICK GOLD CORP	COMMON SHS	067901108	150	7590	DEFINED
BARRICK GOLD CORP	COMMON SHS	067901108	127268	6443948	DEFINED
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	440	13050	DEFINED
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	7498	344600	DEFINED
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	44	2000	DEFINED
BAUSCH & LOMB INC	COMMON SHS	071707103	691	10625	DEFINED
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	17255	500000	DEFINED
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	8203	237708	DEFINED
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	2104	60962	DEFINED
BAYER AG	AMER DEP RECPT	072730302	4745	162494	DEFINED
BAYER AG	AMER DEP RECPT	072730302	15	500	DEFINED
BEA SYSTEMS INC	COMMON SHS	073325102	400	48700	DEFINED
BEAR STEARNS COMPANIES INC	COMMON SHS	073902108	53916	639502	DEFINED
BEAR STEARNS COMPANIES INC	COMMON SHS	073902108	293	3475	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	3844	433339	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	91	10277	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	10173	1146850	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	2494	281126	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	10243	1154846	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	7858	885920	DEFINED
BEARINGPOINT INC	COMMON SHS	074002106	19621	2212100	DEFINED
BECKMAN COULTER INC	COMMON SHS	075811109	378	6200	DEFINED
BECKMAN COULTER INC	COMMON SHS	075811109	12231	200500	DEFINED
BECTON DICKINSON & CO	COMMON SHS	075887109	58327	1126000	DEFINED
BECTON DICKINSON & CO	COMMON SHS	075887109	67	1300	DEFINED
BECTON DICKINSON & CO	COMMON SHS	075887109	1348	26020	DEFINED
BED BATH & BEYOND INC	COMMON SHS	075896100	5886	153090	DEFINED
BEDFORD PROPERTY INVESTORS INC	REAL EST INV TR	076446301	64	2205	DEFINED
BEDFORD PROPERTY INVESTORS INC	REAL EST INV TR	076446301	15717	537500	DEFINED
BELLSOUTH CORP	COMMON SHS	079860102	5222	199154	DEFINED
BELLSOUTH CORP	COMMON SHS	079860102	18343	699579	DEFINED
BELLSOUTH CORP	COMMON SHS	079860102	69951	2667858	DEFINED
BELO CORP	COMMON SHS	080555105	88	3260	DEFINED
BELO CORP	COMMON SHS	080555105	2352	87600	DEFINED
BEMIS COMPANY INC	COMMON SHS	081437105	21634	765800	DEFINED
BEMIS COMPANY INC	COMMON SHS	081437105	11221	397191	DEFINED
BERKLEY W R CORP	COMMON SHS	084423102	39915	929325	DEFINED
BERKLEY W R CORP	COMMON SHS	084423102	841	19577	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	381240	4286	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	4092	46	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	36914	415	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	538	182	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	521052	176329	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	25076	8486	DEFINED
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	17476	5914	DEFINED
BEST BUY COMPANY INC	COMMON SHS	086516101	62	1230	DEFINED
BEST BUY COMPANY INC	COMMON SHS	086516101	49827	982016	DEFINED
BEST BUY COMPANY INC	COMMON SHS	086516101	10404	205050	DEFINED
BHP BILLITON LTD	AMER DEP RECPT	088606108	637	36335	DEFINED
BHP BILLITON LTD	AMER DEP RECPT	088606108	18162	1036666	DEFINED
BHP BILLITON LTD	AMER DEP RECPT	088606108	2496	142465	DEFINED
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	10502	401000	DEFINED
BIG LOTS INC	COMMON SHS	089302103	26392	1825200	DEFINED

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

BIO-RAD LABORATORIES INC	COMMON SHS	090572207	15498	263300	DEFINED
BIOMET INC	COMMON SHS	090613100	2831	63696	DEFINED
BIOMARIN PHARMACEUTICAL INC	COMMON SHS	09061G101	2989	498100	DEFINED
BIOGEN IDEC INC	COMMON SHS	09062X103	1265	20000	DEFINED
BIOGEN IDEC INC	COMMON SHS	09062X103	14777	233635	DEFINED
BIOGEN IDEC INC	COMMON SHS	09062X103	87051	1376297	DEFINED
BIOVAIL CORP	COMMON SHS	09067J109	350	18461	DEFINED
BLACK & DECKER CORP	COMMON SHS	091797100	4767	76725	DEFINED
BLACK & DECKER CORP	COMMON SHS	091797100	3583	57663	DEFINED
BLACKROCK INC	COMMON SHS	09247X101	4277	67000	DEFINED
H & R BLOCK INC	COMMON SHS	093671105	43	900	DEFINED
H & R BLOCK INC	COMMON SHS	093671105	5549	116373	DEFINED
H & R BLOCK INC	COMMON SHS	093671105	2919	61218	DEFINED
BLOCKBUSTER INC	COMMON SHS	093679108	184	12100	DEFINED
BOEING CO	COMMON SHS	097023105	8536	167085	DEFINED
BOEING CO	COMMON SHS	097023105	293493	5744630	DEFINED
BOEING CO	COMMON SHS	097023105	12211	239000	DEFINED
BOEING CO	COMMON SHS	097023105	2372	46437	DEFINED
BOEING CO	COMMON SHS	097023105	51090	1000000	DEFINED
BOEING CO	COMMON SHS	097023105	125	2450	DEFINED
BOEING CO	COMMON SHS	097023105	2318	45379	DEFINED
BOEING CO	COMMON SHS	097023105	3380	66160	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	52	1380	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	13073	347310	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	797	21185	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	12931	343554	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	434	11526	DEFINED
BOISE CASCADE CORP	COMMON SHS	097383103	14249	378550	DEFINED
BORG WARNER INC	COMMON SHS	099724106	4546	103860	DEFINED
BORG WARNER INC	COMMON SHS	099724106	2030	46370	DEFINED
BORG WARNER INC	COMMON SHS	099724106	103853	2372700	DEFINED
BORLAND SOFTWARE CORP	COMMON SHS	099849101	6295	741481	DEFINED
BORLAND SOFTWARE CORP	COMMON SHS	099849101	17366	2045500	DEFINED
BOSTON CHICKEN INC	CONVERT ZERO CP	100578AB9	0	20000	DEFINED
BOSTON PRIVATE FINANCIAL HOLDINGS INC	COMMON SHS	101119105	8148	351800	DEFINED
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	304	6070	DEFINED
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	2103	42000	DEFINED
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	54617	1090600	DEFINED
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	4	91	DEFINED
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	4059	94845	DEFINED
BOWATER INC	COMMON SHS	102183100	3728	89630	DEFINED
BOWATER INC	COMMON SHS	102183100	172312	4143100	DEFINED
BOWATER INC	COMMON SHS	102183100	177	4252	DEFINED
BOWATER INC	COMMON SHS	102183100	8694	209038	DEFINED
BOWATER INC	COMMON SHS	102183100	204	4900	DEFINED
BOWATER INC	COMMON SHS	102183100	1971	47400	DEFINED
BRACKNELL CORP	ORDINARY SHS	10382K102	0	321400	DEFINED
BRADY CORP	COMMON SHS	104674106	18671	405000	DEFINED
BRADY CORP	COMMON SHS	104674106	23	500	DEFINED
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	148	5455	DEFINED
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	20254	744900	DEFINED
BRASCAN CORP	ORDINARY SHS	10549P606	375822	10043336	DEFINED
BRASCAN CORP	ORDINARY SHS	10549P606	141391	3778494	DEFINED
BRIGGS & STRATTON CORP	COMMON SHS	109043109	13571	153600	DEFINED
BRIGGS & STRATTON CORP	COMMON SHS	109043109	24862	281400	DEFINED
BRINKS COMPANY	COMMON SHS	109696104	152	4450	DEFINED
BRINKS COMPANY	COMMON SHS	109696104	12063	352200	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	31335	1278999	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	316442	12916004	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	20898	852980	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	3197	130495	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	1161	47382	DEFINED

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

BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	15680	640000	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	13994	571194	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	29412	1200479	DEFINED
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	286383	11689110	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	419	8225	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	9647	189158	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	25500	500000	DEFINED
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	51	1000	DEFINED
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	3933	125950	DEFINED
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	2	73	DEFINED
BROADCOM CORP	COMMON SHS	111320107	42	900	DEFINED
BROADCOM CORP	COMMON SHS	111320107	5846	125000	DEFINED
BROOKFIELD PROPERTIES CORP	ORDINARY SHS	112900105	90	2355	DEFINED
BROOKFIELD PROPERTIES CORP	REAL EST INV TR	112900105	14415	501400	DEFINED
BROOKLINE BANCORP INC	COMMON SHS	11373M107	19812	1350500	DEFINED
BROOKLINE BANCORP INC	COMMON SHS	11373M107	32	2186	DEFINED
BROWN-FORMAN CORP	COMMON SHS	115637100	32276	671720	DEFINED
BROWN-FORMAN CORP	COMMON SHS	115637209	87856	1820094	DEFINED
BROWN SHOE CO INC	COMMON SHS	115736100	20019	489100	DEFINED
BUCKEYE PARTNERS LP	LTD PARTNERSHIP	118230101	335	8260	DEFINED
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	23844	679900	DEFINED
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	15281	435727	DEFINED
BURLINGTON RESOURCES INC	COMMON SHS	122014103	1770	48912	DEFINED
BURLINGTON RESOURCES INC	COMMON SHS	122014103	55801	1542319	DEFINED
BURLINGTON RESOURCES INC	COMMON SHS	122014103	1350	37300	DEFINED
C&D TECHNOLOGIES INC	COMMON SHS	124661109	14141	793085	DEFINED
C&D TECHNOLOGIES INC	COMMON SHS	124661109	10209	572600	DEFINED
CAE INC	ORDINARY SHS	124765108	5649	936800	DEFINED
CAE INC	ORDINARY SHS	124765108	40	6700	DEFINED
CAE INC	ORDINARY SHS	124765108	19835	3289432	DEFINED
CAE INC	ORDINARY SHS	124765108	21024	3486623	DEFINED
CAE INC	ORDINARY SHS	124765108	14000	2321695	DEFINED
CAE INC	ORDINARY SHS	124765108	2368	392730	DEFINED
CDI CORP	COMMON SHS	125071100	800	23123	DEFINED
CDI CORP	COMMON SHS	125071100	35558	1027700	DEFINED
CDW CORP	COMMON SHS	12512N105	1881	29495	DEFINED
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	306	6680	DEFINED
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	144726	3157198	DEFINED
CIGNA CORP	COMMON SHS	125509109	40789	592773	DEFINED
CIGNA CORP	COMMON SHS	125509109	386740	5620411	DEFINED
CIGNA CORP	COMMON SHS	125509109	15702	228190	DEFINED
CIGNA CORP	COMMON SHS	125509109	4048	58834	DEFINED
CIGNA CORP	COMMON SHS	125509109	1830	26590	DEFINED
CIGNA CORP	COMMON SHS	125509109	15997	232480	DEFINED
CIGNA CORP	COMMON SHS	125509109	4279	62187	DEFINED
CIGNA CORP	COMMON SHS	125509109	22460	326400	DEFINED
CIT GROUP HOLDINGS INC	COMMON SHS	125581108	84621	2210000	DEFINED
CIT GROUP HOLDINGS INC	COMMON SHS	125581108	96	2500	DEFINED
CIT GROUP HOLDINGS INC	COMMON SHS	125581108	17562	458658	DEFINED
CMS ENERGY CORP	COMMON SHS	125896100	35607	3900000	DEFINED
CNA SURETY CORP	COMMON SHS	12612L108	153	14000	DEFINED
CNF INC	COMMON SHS	12612W104	5157	124075	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	2333	54570	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	10264	240100	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	14377	336300	DEFINED
CNOOC LTD	AMER DEP RECPT	126132109	43	1000	DEFINED
CNET NETWORKS INC	COMMON SHS	12613R104	37838	3418100	DEFINED
CSX CORP	COMMON SHS	126408103	437	13323	DEFINED
CUNO INC	COMMON SHS	126583103	4599	86200	DEFINED
CUNO INC	COMMON SHS	126583103	16709	313200	DEFINED
CVB FINANCIAL CORP	COMMON SHS	126600105	8511	390783	DEFINED
CVS CORP	COMMON SHS	126650100	21	500	DEFINED

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

CVS CORP	COMMON SHS	126650100	5040	119949	DEFINED
CVS CORP	COMMON SHS	126650100	151	3600	DEFINED
CABLE & WIRELESS PLC	AMER DEP RECPT	126830207	1961	276538	DEFINED
CABLE & WIRELESS PLC	AMER DEP RECPT	126830207	3	400	DEFINED
CABOT CORP	COMMON SHS	127055101	13350	32800	DEFINED
CABOT CORP	COMMON SHS	127055101	31648	777604	DEFINED
CABOT CORP	COMMON SHS	127055101	140	3450	DEFINED
CABOT CORP	COMMON SHS	127055101	210332	5167864	DEFINED
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	51	1682	DEFINED
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	24507	800612	DEFINED
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	17868	509354	DEFINED
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	250	7120	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	4698	321131	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	188577	12889750	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	6111	417710	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	3285	224533	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2240	153080	DEFINED
CADENCE DESIGN SYS INC	COMMON SHS	127387108	124	8500	DEFINED
CAESARS ENTERTAINMENT INC	COMMON SHS	127687101	34973	2331514	DEFINED
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	23976	790753	DEFINED
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	330	10900	DEFINED
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	32718	1079100	DEFINED
CALPINE CORP	COMMON SHS	131347106	18792	4350000	DEFINED
CALPINE CORP	COMMON SHS	131347106	39	9000	DEFINED
CAMBIOR INC	ORDINARY SHS	13201L103	7817	2130000	DEFINED
CAMPBELL SOUP CO	COMMON SHS	134429109	818	30443	DEFINED
CANADIAN IMPERIAL BANK OF COMMERCE CIB	ORDINARY SHS	136069101	1802	27633	DEFINED
CANADIAN IMPERIAL BANK OF COMMERCE CIB	ORDINARY SHS	136069101	141121	2164436	DEFINED
CANADIAN IMPERIAL BANK OF COMMERCE CIB	COMMON SHS	136069101	197	4025	DEFINED
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	88715	1535933	DEFINED
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	148022	2562711	DEFINED
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	5353	122800	DEFINED
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	5068	126540	DEFINED
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	1850	46196	DEFINED
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	53430	1334093	DEFINED
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	24	800	DEFINED
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	2399	73237	DEFINED
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	6158	250000	DEFINED
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	12456	380347	DEFINED
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	106	4312	DEFINED
CANON INC	AMER DEP RECPT	138006309	305	5710	DEFINED
CANON INC	AMER DEP RECPT	138006309	13712	256770	DEFINED
CANON INC	AMER DEP RECPT	138006309	40	750	DEFINED
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	112	3814	DEFINED
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	766	26100	DEFINED
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	25042	853800	DEFINED
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	985	14400	DEFINED
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	3426	50102	DEFINED
CAPITALSOURCE INC	COMMON SHS	14055X102	10	400	DEFINED
CAPITALSOURCE INC	COMMON SHS	14055X102	61380	2510434	DEFINED
CAPSTONE TURBINE CORP	COMMON SHS	14067D102	122	56200	DEFINED
CARBO CERAMICS INC	COMMON SHS	140781105	2628	38500	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	234	3340	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	16549	236250	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	6169	88068	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	45301	646695	DEFINED
CARDINAL HEALTH INC	COMMON SHS	14149Y108	17966	256472	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	438	13300	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	2491	75625	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	79	2400	DEFINED
CAREMARK RX INC	COMMON SHS	141705103	51428	1561268	DEFINED
CARLISLE COMPANIES INC	COMMON SHS	142339100	121350	1949400	DEFINED

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

CARNIVAL CORP	COMMON SHS	143658300	38455	818192	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	23500	500000	DEFINED
CARNIVAL CORP	COMMON SHS	143658300	11703	249004	DEFINED
CARRAMERICA REALTY CORP	REAL EST INV TR	144418100	202	6695	DEFINED
CARRAMERICA REALTY CORP	REAL EST INV TR	144418100	905	29950	DEFINED
CASEYS GENERAL STORES INC	COMMON SHS	147528103	9410	514200	DEFINED
CASUAL MALE RETAIL GROUP INC	COMMON SHS	148711104	11645	1595200	DEFINED
CATAPULT COMMUNICATIONS CORP	COMMON SHS	149016107	10668	463845	DEFINED
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	130	5274	DEFINED
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	21	871	DEFINED
CATELLUS DEVELOPMENT CORP	REAL EST INV TR	149113102	44974	1824489	DEFINED
CATERPILLAR INC	COMMON SHS	149123101	3802	47858	DEFINED
CATO CORP	COMMON SHS	149205106	6735	300000	DEFINED
CAVALIER HOMES INC	COMMON SHS	149507105	3745	700000	DEFINED
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	233	7375	DEFINED
CELL THERAPEUTICS INC	COMMON SHS	150934107	6	800	DEFINED
CELL THERAPEUTICS INC	COMMON SHS	150934107	1790	242900	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	17623	777397	DEFINED
CELESTICA INC	COMMON SHS	15101Q108	12789	634740	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	116513	4527579	DEFINED
CELESTICA INC	COMMON SHS	15101Q108	11806	591767	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	17885	670100	DEFINED
CELESTICA INC	ORDINARY SHS	15101Q108	1342	50891	DEFINED
CELGENE CORP	COMMON SHS	151020104	1352	23604	DEFINED
CELGENE CORP	COMMON SHS	151020104	1145	20000	DEFINED
CELGENE CORP	COMMON SHS	151020104	1005	17550	DEFINED
CELGENE CORP	COMMON SHS	151020104	89996	1571714	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	141461	4861212	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	12629	433982	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	10525	361693	DEFINED
CEMEX SA	AMER DEP RECPT	151290889	29	1000	DEFINED
CENDANT CORP	COMMON SHS	151313103	1591	65000	DEFINED
CENDANT CORP	COMMON SHS	151313103	2	95	DEFINED
CENDANT CORP	COMMON SHS	151313103	17	700	DEFINED
CENDANT CORP	COMMON SHS	151313103	16145	659500	DEFINED
CENTERPOINT PROPERTIES CORP	REAL EST INV TR	151895109	14105	183777	DEFINED
CENTERPOINT PROPERTIES CORP	CONVERT PREF	151895307	1016	11750	DEFINED
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	4	312	DEFINED
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	36800	3200000	DEFINED
CENTRAL FUND CANADA- CLASS A	CLOSE END MUT F	153501101	7390	1405000	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	2480	132695	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	10623	568400	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	839	44909	DEFINED
CENTRAL PARKING CORP	COMMON SHS	154785109	8751	468200	DEFINED
CENTRAL VERMONT PUBLIC SERVICE CORP	COMMON SHS	155771108	1434	70000	DEFINED
CENTRAL VERMONT PUBLIC SERVICE CORP	COMMON SHS	155771108	61	3000	DEFINED
CENTRAL VERMONT PUBLIC SERVICE CORP	COMMON SHS	155771108	3746	182800	DEFINED
CENTURYTEL INC	COMMON SHS	156700106	440	14651	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	17586	781604	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	4464	198400	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	1274	56611	DEFINED
CERIDIAN CORP	COMMON SHS	156779100	164	7300	DEFINED
CERTEGY INC	COMMON SHS	156880106	7760	200000	DEFINED
CERTEGY INC	COMMON SHS	156880106	142	3658	DEFINED
CHAMPPS ENTERTAINMENT INC	COMMON SHS	158787101	7599	920000	DEFINED
CHARLES RIVER ASSOCIATES INC	COMMON SHS	159852102	11130	359600	DEFINED
CHARLES RIVER ASSOCIATES INC	COMMON SHS	159852102	71	2300	DEFINED
CHARTER ONE FINANCIAL INC	COMMON SHS	160903100	24592	556500	DEFINED
CHARTER ONE FINANCIAL INC	COMMON SHS	160903100	489	11065	DEFINED
CHARTERMAC	LTD PARTNERSHIP	160908109	20	1000	DEFINED
CHARTERMAC	LTD PARTNERSHIP	160908109	23592	1200000	DEFINED
CHARMING SHOPPES INC	COMMON SHS	161133103	44650	5000000	DEFINED

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

CHARMING SHOPPES INC	COMMON SHS	161133103	23	2573	DEFINED
CHARTER COMMUNICATIONS INC	CONVERTIBLE BD	16117MAB3	54117	56445000	DEFINED
CHELSEA PROPERTY GROUP INC	REAL EST INV TR	163421100	15105	231600	DEFINED
CHELSEA PROPERTY GROUP INC	REAL EST INV TR	163421100	5778	88597	DEFINED
CHELSEA PROPERTY GROUP INC	REAL EST INV TR	163421100	16018	245600	DEFINED
CHEMED CORP	COMMON SHS	16359R103	2672	55088	DEFINED
CHEMED CORP	COMMON SHS	16359R103	1250	25772	DEFINED
CHEMICAL FINL CORP	COMMON SHS	163731102	203	5500	DEFINED
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	8442	573500	DEFINED
CHESAPEAKE ENERGY CORP	CONVERT PREF	165167503	1938	20000	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	15065	160080	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	10013	106402	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	6963	73989	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	34722	368951	DEFINED
CHEVRONTEXACO CORP	COMMON SHS	166764100	260244	2765318	DEFINED
CHICAGO MERCANTILE EXCHANGE	COMMON SHS	167760107	130	900	DEFINED
CHICAGO MERCANTILE EXCHANGE	COMMON SHS	167760107	42828	296654	DEFINED
CHICAGO PIZZA & BREWERY INC	COMMON SHS	167889104	7845	515800	DEFINED
CHICO'S FAS INC	COMMON SHS	168615102	2054	45474	DEFINED
CHICO'S FAS INC	COMMON SHS	168615102	36797	814810	DEFINED
CHICO'S FAS INC	COMMON SHS	168615102	325	7200	DEFINED
CHINA SOUTHERN AIRLINES CO LTD	AMER DEP RECPT	169409109	467	23800	DEFINED
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	857	56500	DEFINED
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	1516	100000	DEFINED
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	13507	890990	DEFINED
CHIRON CORP	COMMON SHS	170040109	763	17100	DEFINED
CHIRON CORP	COMMON SHS	170040109	16075	360100	DEFINED
CHOICEPOINT INC	COMMON SHS	170388102	7306	160000	DEFINED
CHOICEPOINT INC	COMMON SHS	170388102	555	12150	DEFINED
CHOICEPOINT INC	COMMON SHS	170388102	5479	120000	DEFINED
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	8386	473500	DEFINED
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	2903	163900	DEFINED
CHROMCRAFT REVINGTON INC	COMMON SHS	171117104	2550	200000	DEFINED
CHUBB CORP	COMMON SHS	171232101	89	1300	DEFINED
CHUBB CORP	COMMON SHS	171232101	27	400	DEFINED
CHUBB CORP	COMMON SHS	171232101	9510	139478	DEFINED
CHUBB CORP	CONVERT PREF	171232309	4155	150000	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	185	10500	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	141566	8025285	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	121994	6915763	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	9553	541548	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	42428	2405200	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	2509	142230	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	621	35200	DEFINED
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	3189	180780	DEFINED
CHURCH & DWIGHT CO INC	COMMON SHS	171340102	364	7960	DEFINED
CIENA CORP	COMMON SHS	171779101	112	30070	DEFINED
CIENA CORP	COMMON SHS	171779101	1796	482845	DEFINED
CIENA CORP	CONVERTIBLE BD	171779AA9	353	400000	DEFINED
CINERGY CORP	COMMON SHS	172474108	297	7815	DEFINED
CINERGY CORP	COMMON SHS	172474108	308921	8129500	DEFINED
CIRCOR INTERNATIONAL INC	COMMON SHS	17273K109	14331	702850	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	2931	123660	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	26	1082	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	31995	1350000	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	119931	5060380	DEFINED
CISCO SYSTEMS INC	COMMON SHS	17275R102	159323	6722490	DEFINED
CITADEL BROADCASTING CORP	COMMON SHS	17285T106	2475	169900	DEFINED
CINTAS CORP	COMMON SHS	172908105	2262	47450	DEFINED
CITIGROUP INC	COMMON SHS	172967101	2484	53426	DEFINED
CITIGROUP INC	COMMON SHS	172967101	5720	123000	DEFINED
CITIGROUP INC	COMMON SHS	172967101	10667	229403	DEFINED

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

CITIGROUP INC	COMMON SHS	172967101	21376	459700	DEFINED
CITIGROUP INC	COMMON SHS	172967101	147411	3170129	DEFINED
CITIGROUP INC	COMMON SHS	172967101	114491	2462168	DEFINED
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	209	17242	DEFINED
CITRIX SYSTEMS INC	COMMON SHS	177376100	518	25465	DEFINED
CITY INVESTING CO LIQUIDATING TRUST	COMMON SHS	177900107	12472	6529648	DEFINED
CITY NATIONAL CORP	COMMON SHS	178566105	7014	106753	DEFINED
CITY NATIONAL CORP	COMMON SHS	178566105	460	7000	DEFINED
CITY NATIONAL CORP	COMMON SHS	178566105	73164	1113600	DEFINED
CLAIRE'S STORES INC	COMMON SHS	179584107	7955	366600	DEFINED
CLAIRE'S STORES INC	COMMON SHS	179584107	50	2300	DEFINED
CLARCOR INC	COMMON SHS	179895107	6300	137560	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	215	5830	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	103509	2801330	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	18475	50000	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	13932	377040	DEFINED
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	75034	2030683	DEFINED
CLOROX CO	COMMON SHS	189054109	7559	140546	DEFINED
CLOROX CO	COMMON SHS	189054109	21566	401000	DEFINED
COACH INC	COMMON SHS	189754104	6355	140626	DEFINED
COACH INC	COMMON SHS	189754104	2	52	DEFINED
COCA-COLA CO	COMMON SHS	191216100	663	13130	DEFINED
COCA-COLA CO	COMMON SHS	191216100	279	5524	DEFINED
COCA-COLA CO	COMMON SHS	191216100	52097	1032037	DEFINED
COCA-COLA CO	COMMON SHS	191216100	73866	1463267	DEFINED
COEUR D'ALENE MINES CORP	COMMON SHS	192108108	31300	7671600	DEFINED
COGNEX CORP	COMMON SHS	192422103	4748	123400	DEFINED
COGNEX CORP	COMMON SHS	192422103	65	1700	DEFINED
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COMMON SHS	192446102	123	4842	DEFINED
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COMMON SHS	192446102	127556	5019931	DEFINED
COGNOS INC	COMMON SHS	19244C109	52779	1459600	DEFINED
COHERENT INC	COMMON SHS	192479103	16691	559155	DEFINED
COHERENT INC	COMMON SHS	192479103	48	1600	DEFINED
COHERENT INC	COMMON SHS	192479103	72330	2423100	DEFINED
COHU INC	COMMON SHS	192576106	12037	632200	DEFINED
COINSTAR INC	COMMON SHS	19259P300	3905	177736	DEFINED
COINSTAR INC	COMMON SHS	19259P300	15467	704000	DEFINED
COINSTAR INC	COMMON SHS	19259P300	19964	908700	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	427	7300	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	4149	70987	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	4676	80000	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	6695	114547	DEFINED
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	79375	1357990	DEFINED
COLOMBIA REPUBLIC OF	LT GOVT BND FXD	195325AT2	5361	50000	DEFINED
COMCAST CORP	COMMON SHS	20030N101	519	18511	DEFINED
COMCAST CORP	COMMON SHS	20030N101	1756	62636	DEFINED
COMCAST CORP	COMMON SHS	20030N101	14224	507469	DEFINED
COMCAST CORP	COMMON SHS	20030N101	1378	49172	DEFINED
COMCAST CORP	COMMON SHS	20030N200	5518	199848	DEFINED
COMCAST CORP	COMMON SHS	20030N200	4713	170700	DEFINED
COMERICA INC	COMMON SHS	200340107	400	7283	DEFINED
COMERICA INC	COMMON SHS	200340107	206898	3770000	DEFINED
COMMERCE BANCORP INC	COMMON SHS	200519106	3426	62284	DEFINED
COMMERCE BANCORP INC	COMMON SHS	200519106	43370	788400	DEFINED
COMMERCIAL FEDERAL CORP	COMMON SHS	201647104	28397	1047847	DEFINED
COMMERCIAL NET LEASE REALTY	REAL EST INV TR	202218103	346	20100	DEFINED
COMMONWEALTH INDUSTRIES INC	COMMON SHS	203004106	6989	675900	DEFINED
COMMONWEALTH TELEPHONE ENTERPRISES INC	COMMON SHS	203349105	11036	246500	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	19172	490321	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	59780	1528897	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	59831	1530210	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	8208	209926	DEFINED

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

CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	60667	1551577	DEFINED
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	523	13380	DEFINED
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	17826	374900	DEFINED
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	5966	125470	DEFINED
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	32	670	DEFINED
COMPANHIA PARANAENSE DE ENERGIA-COPEL	DEP RCPT PFD	20441B407	24559	7580029	DEFINED
CIA DE BEBIDAS DAS AMERICAS (AMBEV)	DEP RCPT PFD	20441W203	129602	6457500	DEFINED
CIA DE BEBIDAS DAS AMERICAS (AMBEV)	DEP RCPT PFD	20441W203	223	11100	DEFINED
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	41656	1884900	DEFINED
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	21857	988986	DEFINED
COMPANIA DE TELECOMUNICACIONES DE CHIL	AMER DEP RECPT	204449300	313	25650	DEFINED
COMPANIA DE TELECOMUNICACIONES DE CHIL	AMER DEP RECPT	204449300	571	46880	DEFINED
COMPANIA DE TELECOMUNICACIONES DE CHIL	AMER DEP RECPT	204449300	81432	6680268	DEFINED
COMPANIA DE TELECOMUNICACIONES DE CHIL	AMER DEP RECPT	204449300	8524	699282	DEFINED
COMPASS BANCSHARES INC	COMMON SHS	20449H109	623	14496	DEFINED
COMPUTER ASSOCIATES INTERNATIONAL INC	COMMON SHS	204912109	3	104	DEFINED
COMPUTER ASSOCIATES INTERNATIONAL INC	COMMON SHS	204912109	775	27637	DEFINED
COMPUTER ASSOCIATES INTERNATIONAL INC	COMMON SHS	204912109	18442	657246	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	46430	1000000	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	4015	86475	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	2970	63978	DEFINED
COMPUTER SCIENCES CORP	COMMON SHS	205363104	1625	35000	DEFINED
COMPUWARE CORP	COMMON SHS	205638109	77	11600	DEFINED
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	169	8500	DEFINED
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	36427	1826848	DEFINED
CONAGRA FOODS INC	COMMON SHS	205887102	9830	363000	DEFINED
CONAGRA FOODS INC	COMMON SHS	205887102	1942	71700	DEFINED
CONCEPTUS INC	COMMON SHS	206016107	4568	406071	DEFINED
CONCEPTUS INC	COMMON SHS	206016107	3206	285000	DEFINED
CONEXANT SYSTEMS INC	COMMON SHS	207142100	1299	300000	DEFINED
CONNETICS CORP	COMMON SHS	208192104	40	1987	DEFINED
CONNETICS CORP	COMMON SHS	208192104	1889	93500	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	1831	24000	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	2440	31978	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	17129	224526	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	9017	118193	DEFINED
CONOCOPHILLIPS	COMMON SHS	20825C104	3898	51100	DEFINED
CONSECO INC	COMMON SHS	208464883	79164	3978100	DEFINED
CONSOL ENERGY INC	COMMON SHS	20854P109	19861	551700	DEFINED
CONSOL ENERGY INC	COMMON SHS	20854P109	2423	67300	DEFINED
CONSOLIDATED EDISON INC	COMMON SHS	209115104	2389	60076	DEFINED
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	3439	92630	DEFINED
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	294	7750	DEFINED
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	5685	500000	DEFINED
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	32	2857	DEFINED
CONTINENTAL MATERIAL CORP	COMMON SHS	211615307	2846	99500	DEFINED
COOPER CAMERON CORP	COMMON SHS	216640102	258	5300	DEFINED
COOPER CAMERON CORP	COMMON SHS	216640102	244	5000	DEFINED
COOPER COMPANIES INC	COMMON SHS	216648402	95	1500	DEFINED
COOPER COMPANIES INC	COMMON SHS	216648402	22179	351100	DEFINED
CORN PRODUCTS INTL INC	COMMON SHS	219023108	52136	1120000	DEFINED
CORN PRODUCTS INTL INC	COMMON SHS	219023108	1383	29720	DEFINED
CORNING INC	COMMON SHS	219350105	3	234	DEFINED
CORNING INC	COMMON SHS	219350105	14789	1132410	DEFINED
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	3	47	DEFINED
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	173	3000	DEFINED
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	45186	781900	DEFINED
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	293	11803	DEFINED
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	880	35400	DEFINED
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	31420	1264400	DEFINED
CORRECTIONAL PROPERTIES TRUST	REAL EST INV TR	22025E104	936	32000	DEFINED
CORUS BANKSHARES INC	COMMON SHS	220873103	1200	29200	DEFINED

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

COST PLUS INC	COMMON SHS	221485105	33625	1036200	DEFINED
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	7	180	DEFINED
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	3576	87073	DEFINED
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	46373	1129110	DEFINED
COTT CORP	ORDINARY SHS	22163N106	52903	1221781	DEFINED
COTT CORP	COMMON SHS	22163N106	194	6000	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	589	8390	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	28	395	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	53611	763141	DEFINED
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	116162	1653556	DEFINED
COUNTRYWIDE FINANCIAL CORP	CONVERT ZERO CP	222372AE4	985500	6000000	DEFINED
COURIER CORP	COMMON SHS	222660102	6261	150000	DEFINED
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	94	2850	DEFINED
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	297	9000	DEFINED
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	14027	425700	DEFINED
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	68	1400	DEFINED
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	163393	3341361	DEFINED
COX COMMUNICATIONS INC	COMMON SHS	224044107	365	13140	DEFINED
COX COMMUNICATIONS INC	COMMON SHS	224044107	4827	173700	DEFINED
CP SHIPS LTD	ORDINARY SHS	22409V102	1578	66718	DEFINED
CP SHIPS LTD	ORDINARY SHS	22409V102	8454	357472	DEFINED
CP SHIPS LTD	COMMON SHS	22409V102	4	225	DEFINED
CRANE CO	COMMON SHS	224399105	12462	397000	DEFINED
CREDENCE SYSTEMS CORP	COMMON SHS	225302108	10651	771800	DEFINED
CREDENCE SYSTEMS CORP	COMMON SHS	225302108	2034	147400	DEFINED
CREE INC	COMMON SHS	225447101	1593	68420	DEFINED
CRT PROPERTIES INC	REAL EST INV TR	22876P109	44	1900	DEFINED
CRT PROPERTIES INC	REAL EST INV TR	22876P109	22033	953000	DEFINED
CTI MOLECULAR IMAGING INC	COMMON SHS	22943D105	17766	1252900	DEFINED
CULLEN FROST BANKERS INC	COMMON SHS	229899109	454	10144	DEFINED
CULLEN FROST BANKERS INC	COMMON SHS	229899109	30672	685400	DEFINED
CUMULUS MEDIA INC	COMMON SHS	231082108	15931	947733	DEFINED
CURTISS WRIGHT CORP	COMMON SHS	231561408	232	4308	DEFINED
CYBERGUARD CORPORATION	COMMON SHS	231910100	1085	133003	DEFINED
CYBERGUARD CORPORATION	COMMON SHS	231910100	0	60	DEFINED
CYMER INC	COMMON SHS	232572107	314	8400	DEFINED
CYMER INC	COMMON SHS	232572107	15714	419700	DEFINED
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	7	500	DEFINED
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	3618	263500	DEFINED
CYPRESS SEMICONDUCTOR CORP	CONVERTIBLE BD	232806AF6	557	561000	DEFINED
D & K HEALTHCARE RESOURCES INC	COMMON SHS	232861104	840	70000	DEFINED
CYTYC CORP	COMMON SHS	232946103	474	18700	DEFINED
CYTYC CORP	COMMON SHS	232946103	70643	2784528	DEFINED
DNP SELECT INCOME FUND INC	CLOSE END MUT F	23325P104	330	31401	DEFINED
D R HORTON INC	COMMON SHS	23331A109	49065	1727625	DEFINED
D R HORTON INC	COMMON SHS	23331A109	6138	216113	DEFINED
D R HORTON INC	COMMON SHS	23331A109	3126	110076	DEFINED
DST SYSTEMS INC	COMMON SHS	233326107	515	10700	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	618	15243	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	238564	5884665	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	3255	80300	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	721	17780	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	764	18848	DEFINED
DTE ENERGY COMPANY	COMMON SHS	233331107	254389	6275000	DEFINED
DANA CORP	COMMON SHS	235811106	294	15000	DEFINED
DANAHER CORP	COMMON SHS	235851102	4792	92419	DEFINED
DAVITA INC	COMMON SHS	23918K108	23	750	DEFINED
DAVITA INC	COMMON SHS	23918K108	29723	964100	DEFINED
DEAN FOODS INC	COMMON SHS	242370104	3371	90357	DEFINED
DEAN FOODS INC	COMMON SHS	242370104	74165	1987800	DEFINED
DECKERS OUTDOOR CORP	COMMON SHS	243537107	10637	360700	DEFINED
DECKERS OUTDOOR CORP	COMMON SHS	243537107	68	2300	DEFINED

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

DECOMA INTERNATIONAL INC	ORDINARY SHS	24359C100	2337	183870	DEFINED
DECOMA INTERNATIONAL INC	ORDINARY SHS	24359C100	13031	1025290	DEFINED
DEERE & CO	COMMON SHS	244199105	21042	300000	DEFINED
DEERE & CO	COMMON SHS	244199105	2120	30225	DEFINED
DEL MONTE FOODS CO	COMMON SHS	24522P103	4	357	DEFINED
DEL MONTE FOODS CO	COMMON SHS	24522P103	1310	128913	DEFINED
DELL INC	COMMON SHS	24702R101	4	109	DEFINED
DELL INC	COMMON SHS	24702R101	17910	500000	DEFINED
DELL INC	COMMON SHS	24702R101	15105	421700	DEFINED
DELL INC	COMMON SHS	24702R101	57717	1611305	DEFINED
DELPHI CORP	COMMON SHS	247126105	974	91192	DEFINED
DELPHI CORP	COMMON SHS	247126105	107	9998	DEFINED
DELPHI CORP	COMMON SHS	247126105	7474	699800	DEFINED
DELTA AIR LINES INC	COMMON SHS	247361108	7120	1000000	DEFINED
DELTA AIR LINES INC	COMMON SHS	247361108	26	3640	DEFINED
DELTA APPAREL INC	COMMON SHS	247368103	8279	340000	DEFINED
DELTA WOODSIDE INDUSTRIES INC	COMMON SHS	247909203	622	555000	DEFINED
DENBURY RESOURCES INC	COMMON SHS	247916208	18361	876400	DEFINED
DELUXE CORP	COMMON SHS	248019101	596	13700	DEFINED
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	11412	614200	DEFINED
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	1033	55600	DEFINED
DENDREON CORP	COMMON SHS	24823Q107	5503	449200	DEFINED
DENDREON CORP	COMMON SHS	24823Q107	34	2800	DEFINED
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	78	1500	DEFINED
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	49677	953500	DEFINED
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	1206	34100	DEFINED
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	191189	5405400	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	297	4500	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	16	247	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	1083	16410	DEFINED
DEVON ENERGY CORP	COMMON SHS	25179M103	45587	690705	DEFINED
DEVON ENERGY CORP	CONVERTIBLE BD	25179MAA1	116	112000	DEFINED
DEVRY INC	COMMON SHS	251893103	356	13000	DEFINED
DIAGEO PLC	AMER DEP RECPT	25243Q205	5420	99000	DEFINED
DIAGEO PLC	AMER DEP RECPT	25243Q205	7829	143000	DEFINED
DIAMONDS TRUST	OPEN END UT TR	252787106	1567	14986	DEFINED
DIEBOLD INC	COMMON SHS	253651103	48165	911000	DEFINED
DIEBOLD INC	COMMON SHS	253651103	1670	31587	DEFINED
DIEBOLD INC	COMMON SHS	253651103	1681	31800	DEFINED
DIEBOLD INC	COMMON SHS	253651103	27143	513400	DEFINED
DIGITAL INSIGHT CORP	COMMON SHS	25385P106	5793	279446	DEFINED
DILLARDS INC	COMMON SHS	254067101	62074	2783600	DEFINED
DILLARDS INC	COMMON SHS	254067101	2	100	DEFINED
WASHINGTON MUTUAL INC	WTS TO EQUITY	25429Q110	3	24100	DEFINED
DIMON INC	COMMON SHS	254394109	17985	3144200	DEFINED
DIONEX CORP	COMMON SHS	254546104	13793	250000	DEFINED
DIONEX CORP	COMMON SHS	254546104	662	12000	DEFINED
DIRECT GENERAL CORP	COMMON SHS	25456W204	6668	206700	DEFINED
DIRECT GENERAL CORP	COMMON SHS	25456W204	42	1300	DEFINED
DISCOVERY PARTNERS INTERNATIONAL INC	COMMON SHS	254675101	423	83000	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	1467	57558	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	1860	72956	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	25490	1000000	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	2	72	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	70649	2771624	DEFINED
WALT DISNEY CO	COMMON SHS	254687106	70693	2773381	DEFINED
DIXIE GROUP INC	COMMON SHS	255519100	4795	405000	DEFINED
DOBSON COMMUNICATIONS CORP	COMMON SHS	256069105	6267	1922487	DEFINED
DOLLAR THRIFTY AUTOMOTIVE GROUP INC	COMMON SHS	256743105	57816	2107000	DEFINED
DOLLAR TREE STORES INC	COMMON SHS	256747106	19	704	DEFINED
DOLLAR TREE STORES INC	COMMON SHS	256747106	55	2000	DEFINED
DOLLAR TREE STORES INC	COMMON SHS	256747106	105075	3830656	DEFINED

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

DOMINION RESOURCES INC	COMMON SHS	25746U109	5619	89083	DEFINED
DOMINION RESOURCES INC	COMMON SHS	25746U109	438620	6953400	DEFINED
DOMTAR INC	ORDINARY SHS	257561100	256	14900	DEFINED
DOMTAR INC	ORDINARY SHS	257561100	4580	266100	DEFINED
DOMTAR INC	ORDINARY SHS	257561100	7058	410100	DEFINED
DONALDSON CO INC	COMMON SHS	257651109	24055	821000	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	30661	928557	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	93224	2823250	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	5572	168740	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	2165	65567	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	5695	172474	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	10697	323970	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	747	22625	DEFINED
R R DONNELLEY & SONS CO	COMMON SHS	257867101	31891	965800	DEFINED
DORAL FINANCIAL CORP	COMMON SHS	25811P100	62	1800	DEFINED
DORAL FINANCIAL CORP	COMMON SHS	25811P100	2522	73100	DEFINED
DOREL INDUSTRIES INC	ORDINARY SHS	25822C205	174374	3990243	DEFINED
DOUBLECLICK INC	COMMON SHS	258609304	31969	4114400	DEFINED
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	698	50000	DEFINED
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	5342	382700	DEFINED
DOVER CORP	COMMON SHS	260003108	26439	628000	DEFINED
DOVER CORP	COMMON SHS	260003108	34	800	DEFINED
DOVER CORP	COMMON SHS	260003108	2528	60045	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	32581	800520	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	180132	4425852	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	19539	480070	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	3615	88813	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	2672	65658	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	8042	197600	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	19807	486651	DEFINED
DOW CHEMICAL CO	COMMON SHS	260543103	100967	2480760	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	32394	718280	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	3403	75454	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	1178	26126	DEFINED
DOW JONES & CO INC	COMMON SHS	260561105	96759	2145440	DEFINED
DREXLER TECHNOLOGY CORP	COMMON SHS	261876106	9264	695000	DEFINED
DU PONT (EI) DE NEMOURS & CO	COMMON SHS	263534109	6126	137902	DEFINED
DU PONT (EI) DE NEMOURS & CO	COMMON SHS	263534109	65674	1478474	DEFINED
DU PONT (EI) DE NEMOURS & CO	COMMON SHS	263534109	19674	442900	DEFINED
DUCKWALL ALCO STORES INC	COMMON SHS	264142100	5540	330000	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	10662	525500	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	12	600	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	10513	518153	DEFINED
DUKE ENERGY CORP	COMMON SHS	264399106	140001	6900000	DEFINED
DUKE REALTY CORP	REAL EST INV TR	264411505	43	1365	DEFINED
DUKE REALTY CORP	REAL EST INV TR	264411505	3698	116248	DEFINED
DUN & BRADSTREET CORP	COMMON SHS	26483E100	6577	122000	DEFINED
DUN & BRADSTREET CORP	COMMON SHS	26483E100	859	15927	DEFINED
DUQUESNE LIGHT HOLDINGS INC	COMMON SHS	266233105	240	12425	DEFINED
EMC CORP	COMMON SHS	268648102	161	14100	DEFINED
EMC CORP	COMMON SHS	268648102	11400	1000000	DEFINED
EMC CORP	COMMON SHS	268648102	5321	466751	DEFINED
EMC CORP	COMMON SHS	268648102	6541	573741	DEFINED
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	3332	114500	DEFINED
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	1400	48100	DEFINED
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	2276	78200	DEFINED
ENI SPA	AMER DEP RECPT	26874R108	6350	63280	DEFINED
ENI SPA	AMER DEP RECPT	26874R108	23460	233804	DEFINED
ENI SPA	AMER DEP RECPT	26874R108	28	275	DEFINED
E.ON AG	AMER DEP RECPT	268780103	7896	108920	DEFINED
E.ON AG	AMER DEP RECPT	268780103	17526	241769	DEFINED
E.ON AG	AMER DEP RECPT	268780103	4	53	DEFINED

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

ESB FINANCIAL CORP	COMMON SHS	26884F102	1216	97194	DEFINED
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	223	20000	DEFINED
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	111846	10031066	DEFINED
EAST WEST BANCORP INC	COMMON SHS	27579R104	51214	1668200	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	55	1200	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	25197	545040	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	413	8944	DEFINED
EASTMAN CHEMICAL CO	COMMON SHS	277432100	4623	100000	DEFINED
EASTMAN KODAK CO	COMMON SHS	277461109	13490	500000	DEFINED
EASTMAN KODAK CO	COMMON SHS	277461109	2142	79408	DEFINED
EATON CORP	COMMON SHS	278058102	9489	146570	DEFINED
EBAY INC	COMMON SHS	278642103	150	1630	DEFINED
EBAY INC	COMMON SHS	278642103	5	58	DEFINED
EBAY INC	COMMON SHS	278642103	25228	274370	DEFINED
EBAY INC	COMMON SHS	278642103	103696	1127742	DEFINED
ECHOSTAR DBS CORP	COMMON SHS	278762109	130365	4239521	DEFINED
ECHOSTAR DBS CORP	COMMON SHS	278762109	77	2500	DEFINED
ECOLAB INC	COMMON SHS	278865100	877	27650	DEFINED
ECOLOGY & ENVIRONMENT INC	COMMON SHS	278878103	2043	215000	DEFINED
EDELBROCK CORP	COMMON SHS	279434104	3568	217268	DEFINED
EDISON INTERNATIONAL	COMMON SHS	281020107	38	1500	DEFINED
EDISON INTERNATIONAL	COMMON SHS	281020107	85775	3354502	DEFINED
EDUCATION MANAGEMENT CORP	COMMON SHS	28139T101	296	9000	DEFINED
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	1743	50000	DEFINED
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	63	1806	DEFINED
EFUNDS CORP	COMMON SHS	28224R101	312	17801	DEFINED
EL PASO ENERGY CAPITAL TRUST I	CONVERT PREF	283678209	878	31400	DEFINED
ELAN CORP PLC	AMER DEP RECPT	284131208	92	3700	DEFINED
ELAN CORP PLC	AMER DEP RECPT	284131208	10668	431200	DEFINED
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	19508	5622000	DEFINED
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	3539	1020000	DEFINED
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	36498	1289220	DEFINED
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	77738	2745938	DEFINED
ELECTRONIC ARTS INC	COMMON SHS	285512109	21	384	DEFINED
ELECTRONIC ARTS INC	COMMON SHS	285512109	149	2740	DEFINED
ELECTRONIC ARTS INC	COMMON SHS	285512109	67021	1228613	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	18439	962861	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	346996	18119879	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	7519	392630	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	4326	225910	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	3	137	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	12222	638210	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	4978	259953	DEFINED
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	32287	1686000	DEFINED
EMBARCADERO TECHNOLOGIES INC	COMMON SHS	290787100	7274	588500	DEFINED
EMBARCADERO TECHNOLOGIES INC	COMMON SHS	290787100	46	3700	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	2348	82133	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	5675	198502	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	19483	681472	DEFINED
EMBRAER-EMPRESA BRAS DE AERONAUTICA SA	AMER DEP RECPT	29081M102	98152	3433100	DEFINED
EMCORE CORP	COMMON SHS	290846104	985	302239	DEFINED
EMCORE CORP	COMMON SHS	290846104	5117	1569500	DEFINED
EMCOR GROUP INC	COMMON SHS	29084Q100	8567	194800	DEFINED
EMERGING MARKETS TELECOMMUNICATIONS FU	CLOSE END MUT F	290890102	1918	250000	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	4057	63833	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	3513	55286	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	31775	500000	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	89	1400	DEFINED
EMERSON ELECTRIC CO	COMMON SHS	291011104	9433	148431	DEFINED
ENCANA CORP	ORDINARY SHS	292505104	1854	36617	DEFINED
ENCANA CORP	ORDINARY SHS	292505104	681	11815	DEFINED
ENCANA CORP	COMMON SHS	292505104	14761	342000	DEFINED

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

ENCANA CORP	ORDINARY SHS	292505104	92375	1603179	DEFINED
ENCANA CORP	COMMON SHS	292505104	24308	443207	DEFINED
ENCANA CORP	ORDINARY SHS	292505104	547	9500	DEFINED
ENBRIDGE INC	ORDINARY SHS	29250N105	67220	1380014	DEFINED
ENBRIDGE ENERGY PARTNERS LP	LTD PARTNERSHIP	29250R106	243	5250	DEFINED
ENCYSIVE PHARMACEUTICALS INC	COMMON SHS	29256X107	5900	694100	DEFINED
ENCYSIVE PHARMACEUTICALS INC	COMMON SHS	29256X107	37	4300	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	189	10000	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	25937	1370133	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	1458	77036	DEFINED
ENDESA SA	AMER DEP RECPT	29258N107	372	19632	DEFINED
ENERGY EAST CORP	COMMON SHS	29266M109	177	7291	DEFINED
ENERGY EAST CORP	COMMON SHS	29266M109	147731	6092000	DEFINED
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	10136	225255	DEFINED
ENERPLUS RESOURCES FUND	CLOSE END UT TR	29274D604	427	15005	DEFINED
ENGELHARD CORP	COMMON SHS	292845104	628	19436	DEFINED
ENTERCOM COMMUNICATIONS CORP	COMMON SHS	293639100	28687	769100	DEFINED
ENERGY CORP	COMMON SHS	29364G103	45	800	DEFINED
ENERGY CORP	COMMON SHS	29364G103	44808	800000	DEFINED
ENERGY CORP	COMMON SHS	29364G103	2930	52310	DEFINED
ENERGY CORP	COMMON SHS	29364G103	87222	1557250	DEFINED
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	70	1970	DEFINED
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	30647	857500	DEFINED
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	12609	1641784	DEFINED
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	53016	6903100	DEFINED
ENTRUST INC	COMMON SHS	293848107	5929	1317543	DEFINED
ENTRUST INC	COMMON SHS	293848107	18235	4052200	DEFINED
ENZON PHARMACEUTICALS INC	COMMON SHS	293904108	6005	470600	DEFINED
ENZON PHARMACEUTICALS INC	COMMON SHS	293904108	40	3100	DEFINED
ENZON PHARMACEUTICALS INC	CONVERTIBLE BD	293904AB4	17182	18500000	DEFINED
ENVIRONMENTAL ELEMENTS CORP	COMMON SHS	293940102	24	157663	DEFINED
EQUIFAX INC	COMMON SHS	294429105	9900	400000	DEFINED
EQUIFAX INC	COMMON SHS	294429105	156	6316	DEFINED
EQUITABLE RESOURCES INC	COMMON SHS	294549100	31	600	DEFINED
EQUITABLE RESOURCES INC	COMMON SHS	294549100	15513	300000	DEFINED
EQUITY INNS INC	REAL EST INV TR	294703103	231	24850	DEFINED
EQUITY OFFICE PROPERTIES TRUST	REAL EST INV TR	294741103	1389	51073	DEFINED
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	384	12900	DEFINED
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	1839	61846	DEFINED
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	60399	2031600	DEFINED
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	3611	120774	DEFINED
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	11437	382500	DEFINED
ERIE INDY CO	COMMON SHS	29530P102	42748	913800	DEFINED
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	32998	618400	DEFINED
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	5	90	DEFINED
ESPEED INC	COMMON SHS	296643109	21697	1229300	DEFINED
ESPEY MANUFACTURING & ELECTRONICS CORP	COMMON SHS	296650104	1782	78000	DEFINED
ESPRIT EXPLORATION LTD	ORDINARY SHS	29666K109	10572	3029100	DEFINED
EVERGREEN RESOURCES INC	COMMON SHS	299900308	7151	177000	DEFINED
EVERGREEN RESOURCES INC	COMMON SHS	299900308	48	1200	DEFINED
EXAR CORP	COMMON SHS	300645108	26618	1815700	DEFINED
EXELON CORP	COMMON SHS	30161N101	8267	248342	DEFINED
EXELON CORP	COMMON SHS	30161N101	5606	168410	DEFINED
EXELON CORP	COMMON SHS	30161N101	254768	7653000	DEFINED
EXELIXIS INC	COMMON SHS	30161Q104	25803	2557300	DEFINED
EXODUS COMMUNICATIONS INC	COMMON SHS	302088109	0	30200	DEFINED
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	351	7110	DEFINED
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	16	322	DEFINED
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	145551	2945788	DEFINED
EXPONENT INC	COMMON SHS	30214U102	2687	100000	DEFINED
EXPRESS SCRIPTS INC	COMMON SHS	302182100	2300	29025	DEFINED
EXPRESS SCRIPTS INC	COMMON SHS	302182100	23199	292800	DEFINED

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

EXTREME NETWORKS INC	COMMON SHS	30226D106	4170	755476	DEFINED
EXTREME NETWORKS INC	COMMON SHS	30226D106	9301	1684900	DEFINED
EXULT INC	COMMON SHS	302284104	81	15000	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	5787	130300	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	19530	439766	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	308818	6953788	DEFINED
EXXON MOBIL CORP	COMMON SHS	30231G102	95823	2157683	DEFINED
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	14837	525000	DEFINED
FLIR SYSTEMS INC	COMMON SHS	302445101	23694	431578	DEFINED
FLIR SYSTEMS INC	COMMON SHS	302445101	520	9472	DEFINED
FLIR SYSTEMS INC	COMMON SHS	302445101	68100	1240430	DEFINED
FMC CORP	COMMON SHS	302491303	13137	304725	DEFINED
FMC CORP	COMMON SHS	302491303	50055	1161100	DEFINED
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	12705	441151	DEFINED
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	23674	822016	DEFINED
FPL GROUP INC	COMMON SHS	302571104	11637	181971	DEFINED
FPL GROUP INC	COMMON SHS	302571104	266550	4168100	DEFINED
FSI INTERNATIONAL INC	COMMON SHS	302633102	4686	600000	DEFINED
FACTSET RESEARCH SYSTEMS INC	COMMON SHS	303075105	209	4420	DEFINED
FACTSET RESEARCH SYSTEMS INC	COMMON SHS	303075105	22	460	DEFINED
FAIR ISAAC INC	COMMON SHS	303250104	531	15900	DEFINED
FAIR ISAAC INC	COMMON SHS	303250104	12718	381001	DEFINED
FAIRCHILD SEMICONDUCTOR CORP	COMMON SHS	303726103	47078	2875900	DEFINED
FAIRCHILD SEMICONDUCTOR CORP	CONVERTIBLE BD	303727AJ0	3337	3350000	DEFINED
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	177	6556	DEFINED
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	3369	125000	DEFINED
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	67	2475	DEFINED
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	755	28000	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	412	13540	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	117187	3852300	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	225	7400	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	1654	54360	DEFINED
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	94514	3106970	DEFINED
FARMER BROS CO	COMMON SHS	307675108	51031	1902016	DEFINED
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	15309	639755	DEFINED
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	7099	296674	DEFINED
FREDDIE MAC	COMMON SHS	313400301	599	9470	DEFINED
FREDDIE MAC	COMMON SHS	313400301	2386	37686	DEFINED
FREDDIE MAC	COMMON SHS	313400301	133804	2113800	DEFINED
FREDDIE MAC	COMMON SHS	313400301	29	465	DEFINED
FREDDIE MAC	COMMON SHS	313400301	2725	43050	DEFINED
FREDDIE MAC	COMMON SHS	313400301	907	14325	DEFINED
FREDDIE MAC	COMMON SHS	313400301	73386	1159329	DEFINED
FANNIE MAE	COMMON SHS	313586109	121562	1703500	DEFINED
FANNIE MAE	COMMON SHS	313586109	7208	101007	DEFINED
FANNIE MAE	COMMON SHS	313586109	23346	327160	DEFINED
FANNIE MAE	COMMON SHS	313586109	61718	864888	DEFINED
FEDERAL REALTY INVESTMENT TRUST	REAL EST INV TR	313747206	10	250	DEFINED
FEDERAL REALTY INVESTMENT TRUST	REAL EST INV TR	313747206	3639	87500	DEFINED
FEDERAL SIGNAL CORP	COMMON SHS	313855108	66419	3569020	DEFINED
FEDERAL SIGNAL CORP	COMMON SHS	313855108	181	9700	DEFINED
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	39427	803000	DEFINED
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	4678	95275	DEFINED
FEDERATED INVESTORS INC	COMMON SHS	314211103	147	4850	DEFINED
FEDERATED INVESTORS INC	COMMON SHS	314211103	127302	4195860	DEFINED
FEDEX CORP	COMMON SHS	31428X106	833	10202	DEFINED
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	12019	993268	DEFINED
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	2392	197700	DEFINED
FELCOR LODGING TRUST INC	CONVERT PREF	31430F200	59529	2506500	DEFINED
FERRO CORP	COMMON SHS	315405100	297	11137	DEFINED
F5 NETWORKS INC	COMMON SHS	315616102	10584	399700	DEFINED
F5 NETWORKS INC	COMMON SHS	315616102	39993	1510300	DEFINED

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

FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	806	21584	DEFINED
FIELDSTONE INVESTMENT CORP	REAL EST INV TR	31659U102	52367	3324900	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	409	7610	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	25	460	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	7554	140453	DEFINED
FIFTH THIRD BANCORP	COMMON SHS	316773100	158918	2954958	DEFINED
FILENET CORP	COMMON SHS	316869106	9580	303446	DEFINED
FILENET CORP	COMMON SHS	316869106	82467	2612200	DEFINED
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	11211	317943	DEFINED
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	9157	259700	DEFINED
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	31388	890200	DEFINED
FIRST COMMONWEALTH FINANCIAL CORP	COMMON SHS	319829107	475	36656	DEFINED
FIRST COMMUNITY BANCORP	COMMON SHS	31983B101	13268	345160	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	429	9640	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	17	375	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	5360	120400	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	17517	393465	DEFINED
FIRST DATA CORP	COMMON SHS	319963104	87564	1966849	DEFINED
FIRST DEFIANCE FINANCIAL CORP	COMMON SHS	32006W106	5194	235000	DEFINED
FIRST HORIZON NATIONAL CORP	COMMON SHS	320517105	546	12000	DEFINED
FIRST HORIZON PHARMACEUTICAL CORP	COMMON SHS	32051K106	10896	576500	DEFINED
FIRST INDIANA CORP	COMMON SHS	32054R108	3448	181000	DEFINED
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	1200	100000	DEFINED
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	33523	2793549	DEFINED
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	8915	742900	DEFINED
FIRST POTOMAC REALTY TRUST	REAL EST INV TR	33610F109	5377	280500	DEFINED
FIRST ST BANCORPORATION	COMMON SHS	336453105	15078	490826	DEFINED
FISERV INC	COMMON SHS	337738108	2654	68248	DEFINED
FIRSTENERGY CORP	COMMON SHS	337932107	481	12855	DEFINED
FIRSTENERGY CORP	COMMON SHS	337932107	391028	10452500	DEFINED
FISHER SCIENTIFIC INTERNATIONAL INC	COMMON SHS	338032204	87	1500	DEFINED
FISHER SCIENTIFIC INTERNATIONAL INC	COMMON SHS	338032204	108778	1883600	DEFINED
FLEXSTEEL INDUSTRIES INC	COMMON SHS	339382103	1404	60000	DEFINED
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	18187	470546	DEFINED
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	263953	6829310	DEFINED
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	174	4500	DEFINED
FLUOR CORP	COMMON SHS	343412102	297	6220	DEFINED
FLOWSERVE CORP	COMMON SHS	34354P105	26976	1081626	DEFINED
FLOWSERVE CORP	COMMON SHS	34354P105	54920	2202100	DEFINED
FOMENTO ECONOMICO MEXICANO SA DE CV FE	AMER DEP RECPT	344419106	65693	1433100	DEFINED
FOMENTO ECONOMICO MEXICANO SA DE CV FE	AMER DEP RECPT	344419106	48354	1054850	DEFINED
FOMENTO ECONOMICO MEXICANO SA DE CV FE	AMER DEP RECPT	344419106	126	2740	DEFINED
FOOT LOCKER INC	COMMON SHS	344849104	29	1200	DEFINED
FOOT LOCKER INC	COMMON SHS	344849104	1599	65700	DEFINED
FORD MOTOR CO	COMMON SHS	345370860	1879	120042	DEFINED
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	1556	28409	DEFINED
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	4517	82480	DEFINED
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	484544	8848500	DEFINED
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	94	1770	DEFINED
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	25159	474700	DEFINED
FOREST LABORATORIES INC	COMMON SHS	345838106	2402	42421	DEFINED
FOREST LABORATORIES INC	COMMON SHS	345838106	47160	832772	DEFINED
FOREST LABORATORIES INC	COMMON SHS	345838106	25759	454858	DEFINED
FOREST OIL CORP	COMMON SHS	346091705	6516	238500	DEFINED
FOREST OIL CORP	COMMON SHS	346091705	710	26000	DEFINED
FORMFACTOR INC	COMMON SHS	346375108	52	2300	DEFINED
FORMFACTOR INC	COMMON SHS	346375108	6739	300200	DEFINED
FORTUNE BRANDS INC	COMMON SHS	349631101	116	1544	DEFINED
FORTUNE BRANDS INC	COMMON SHS	349631101	1199	15896	DEFINED
FORWARD AIR CORP	COMMON SHS	349853101	19132	511550	DEFINED
FORWARD AIR CORP	COMMON SHS	349853101	94	2500	DEFINED
FORWARD AIR CORP	COMMON SHS	349853101	64913	1735648	DEFINED

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

FOSSIL INC	COMMON SHS	349882100	12714	466575	DEFINED
FOSSIL INC	COMMON SHS	349882100	80	2950	DEFINED
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	45091	748900	DEFINED
FOX ENTERTAINMENT GROUP INC	COMMON SHS	35138T107	22996	861260	DEFINED
FOX ENTERTAINMENT GROUP INC	COMMON SHS	35138T107	1747	65414	DEFINED
FRANKLIN RESOURCES INC	COMMON SHS	354613101	676	13500	DEFINED
FRANKLIN RESOURCES INC	COMMON SHS	354613101	45510	908737	DEFINED
FRANKLIN RESOURCES INC	COMMON SHS	354613101	48986	978157	DEFINED
FRED'S INC	COMMON SHS	356108100	8836	400000	DEFINED
FRED'S INC	COMMON SHS	356108100	2150	97340	DEFINED
FRED'S INC	COMMON SHS	356108100	40805	1847220	DEFINED
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	346636	10456600	DEFINED
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	132	3995	DEFINED
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	29465	888826	DEFINED
FRESH BRANDS INC	COMMON SHS	35803U108	5921	770000	DEFINED
FRIEDMAN BILLINGS RAMSEY GROUP INC (NE	COMMON SHS	358434108	77173	3899600	DEFINED
FRIEDMAN BILLINGS RAMSEY GROUP INC (NE	COMMON SHS	358434108	582	29400	DEFINED
G & K SERVICES INC	COMMON SHS	361268105	670	16683	DEFINED
GATX CORP	COMMON SHS	361448103	286	10500	DEFINED
GSI LUMONICS INC	ORDINARY SHS	36229U102	4428	195500	DEFINED
GSI LUMONICS INC	ORDINARY SHS	36229U102	31392	1385960	DEFINED
GSI LUMONICS INC	ORDINARY SHS	36229U102	14420	636640	DEFINED
GTSI CORP	COMMON SHS	36238K103	2325	203100	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	63001	2069000	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	2911	95607	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	25	825	DEFINED
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	69810	2292600	DEFINED
GALLAHER GROUP PLC	AMER DEP RECPT	363595109	287	5920	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	4111	270100	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	10771	707700	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	11567	760000	DEFINED
GAMESTOP CORP	COMMON SHS	36466R101	61	4000	DEFINED
GANNETT CO INC	COMMON SHS	364730101	14552	171500	DEFINED
GANNETT CO INC	COMMON SHS	364730101	6279	74000	DEFINED
GANNETT CO INC	COMMON SHS	364730101	11373	134035	DEFINED
GANNETT CO INC	COMMON SHS	364730101	3241	38200	DEFINED
GAP INC	COMMON SHS	364760108	3	122	DEFINED
GAP INC	COMMON SHS	364760108	3118	128587	DEFINED
GAP INC	COMMON SHS	364760108	13738	566500	DEFINED
GAP INC	CONVERTIBLE BD	364760AJ7	5460	3500000	DEFINED
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	19249	2182400	DEFINED
GARTNER INC	COMMON SHS	366651107	1815	137300	DEFINED
GARTNER INC	COMMON SHS	366651107	100	7540	DEFINED
GARTNER INC	COMMON SHS	366651107	4285	324150	DEFINED
GARTNER INC	COMMON SHS	366651206	1688	130991	DEFINED
GARTNER INC	COMMON SHS	366651206	10912	846509	DEFINED
GARTNER INC	COMMON SHS	366651206	21	1641	DEFINED
GATEWAY INC	COMMON SHS	367626108	2250	500000	DEFINED
GEHL CO	COMMON SHS	368483103	8505	420000	DEFINED
GEN-PROBE INC	COMMON SHS	36866T103	104	2200	DEFINED
GEN-PROBE INC	COMMON SHS	36866T103	15123	319600	DEFINED
GENENTECH INC	COMMON SHS	368710406	2318	41242	DEFINED
GENENTECH INC	COMMON SHS	368710406	565	10051	DEFINED
GENENTECH INC	COMMON SHS	368710406	56200	1000000	DEFINED
GENENTECH INC	COMMON SHS	368710406	17281	307490	DEFINED
GENENTECH INC	COMMON SHS	368710406	103055	1833718	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	13	128	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	49650	500000	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	7473	75255	DEFINED
GENERAL DYNAMICS CORP	COMMON SHS	369550108	362	3650	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	2393	73855	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	121451	3748500	DEFINED

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

GENERAL ELECTRIC CO	COMMON SHS	369604103	7552	233093	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	27598	851804	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	389987	12036640	DEFINED
GENERAL ELECTRIC CO	COMMON SHS	369604103	264768	8171853	DEFINED
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	365	12355	DEFINED
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	234	7922	DEFINED
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	59199	2001990	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	19488	410008	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	133353	2805670	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	54427	1145115	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	8	160	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	6605	138959	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	4218	88750	DEFINED
GENERAL MILLS INC	COMMON SHS	370334104	285	6000	DEFINED
GENERAL MOTORS CORP	COMMON SHS	370442105	2460	52804	DEFINED
GENERAL MOTORS CORP	COMMON SHS	370442105	153239	3289100	DEFINED
GENERAL MOTORS CORP	CONVERT PREF	370442717	58	2000	DEFINED
GENERAL MOTORS CORP	CONVERT PREF	370442717	97081	3343000	DEFINED
GENESE & WYOMING INC	COMMON SHS	371559105	9281	391600	DEFINED
GENESE & WYOMING INC	COMMON SHS	371559105	36	1500	DEFINED
GENESIS HEALTHCARE CORP	COMMON SHS	37184D101	1413	48650	DEFINED
GENTEX CORP	COMMON SHS	371901109	1194	30101	DEFINED
GENTEX CORP	COMMON SHS	371901109	28449	716965	DEFINED
GENTEX CORP	COMMON SHS	371901109	66861	1685000	DEFINED
GENLYTE GROUP INC	COMMON SHS	372302109	6986	111100	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	32	800	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	54	1350	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	18320	461700	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	7502	189073	DEFINED
GENUINE PARTS CO	COMMON SHS	372460105	549	13825	DEFINED
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	575	12145	DEFINED
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	30215	638400	DEFINED
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	1169	31614	DEFINED
GIBRALTAR STEEL CORP	COMMON SHS	37476F103	7811	238000	DEFINED
GIBRALTAR STEEL CORP	COMMON SHS	37476F103	37431	1140500	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	3263	48708	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	2345	35000	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	53631	800468	DEFINED
GILEAD SCIENCES INC	COMMON SHS	375558103	159005	2373207	DEFINED
GILEAD SCIENCES INC	CONVERTIBLE BD	375558AD5	8963	6000000	DEFINED
GILLETTE CO	COMMON SHS	375766102	339	8000	DEFINED
GILLETTE CO	COMMON SHS	375766102	431	10155	DEFINED
GILLETTE CO	COMMON SHS	375766102	12453	293710	DEFINED
GILDAN ACTIVEWEAR INC	ORDINARY SHS	375916103	153502	4013122	DEFINED
GLAMIS GOLD LTD	ORDINARY SHS	376775102	124559	5311700	DEFINED
GLAMIS GOLD LTD	COMMON SHS	376775102	18249	1041000	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	21710	523649	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	2954	71244	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	4187	101000	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	1887	45523	DEFINED
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	21095	508800	DEFINED
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	2	90	DEFINED
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	269	14650	DEFINED
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	8067	439600	DEFINED
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	165	6886	DEFINED
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	64725	2696890	DEFINED
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	82	3695	DEFINED
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	22	1000	DEFINED
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	8753	395700	DEFINED
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	23681	4140000	DEFINED
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	11	2000	DEFINED
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	939	164100	DEFINED

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

GLOBAL PAYMENTS INC	COMMON SHS	37940X102	26	576	DEFINED
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	41405	919700	DEFINED
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	12	1100	DEFINED
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	8981	854528	DEFINED
GOLDEN TELECOM INC	ORDINARY SHS	38122G107	1461	51930	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	1245	11705	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	3977	37400	DEFINED
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	223	2100	DEFINED
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	283	3010	DEFINED
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	15437	163943	DEFINED
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	27816	295413	DEFINED
GOODRICH CORP	COMMON SHS	382388106	20167	623785	DEFINED
GOODRICH CORP	COMMON SHS	382388106	2955	91400	DEFINED
GOODYS FAMILY CLOTHING INC	COMMON SHS	382588101	4124	397700	DEFINED
GRACO INC	COMMON SHS	384109104	51712	1665449	DEFINED
GRACO INC	COMMON SHS	384109104	133	4275	DEFINED
GRACO INC	COMMON SHS	384109104	320	10313	DEFINED
GRAINGER W W INC	COMMON SHS	384802104	28750	500000	DEFINED
GRAINGER W W INC	COMMON SHS	384802104	878	15276	DEFINED
GRANT PRIDECO INC	COMMON SHS	38821G101	33	1780	DEFINED
GRANT PRIDECO INC	COMMON SHS	38821G101	1654	89600	DEFINED
GREATER BAY BANCORP	COMMON SHS	391648102	8882	307344	DEFINED
GREATER BAY BANCORP	COMMON SHS	391648102	240	8300	DEFINED
GREATER BAY BANCORP	COMMON SHS	391648102	32773	1134021	DEFINED
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	5264	201700	DEFINED
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	23	890	DEFINED
GREENPOINT FINANCIAL CORP	COMMON SHS	395384100	328	8250	DEFINED
GREY WOLF INC	COMMON SHS	397888108	32723	7717800	DEFINED
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	4398	173000	DEFINED
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	0	12	DEFINED
GRUPO TELEVISIVA SA DE CV	AMER DEP RECPT	40049J206	19	420	DEFINED
GRUPO TELEVISIVA SA DE CV	AMER DEP RECPT	40049J206	4568	100900	DEFINED
GTECH HOLDINGS CORP	COMMON SHS	400518106	3242	70000	DEFINED
GRUPO AEROPORTUARIO DEL SURESTE SA DE	AMER DEP RECPT	40051E202	921	49800	DEFINED
GRUPO AEROPORTUARIO DEL SURESTE SA DE	AMER DEP RECPT	40051E202	538	29060	DEFINED
GRUPO AEROPORTUARIO DEL SURESTE SA DE	AMER DEP RECPT	40051E202	14816	800868	DEFINED
GRUPO AEROPORTUARIO DEL SURESTE SA DE	AMER DEP RECPT	40051E202	779	42092	DEFINED
GUANGSHEN RAILWAY COMPANY LIMITED	AMER DEP RECPT	40065W107	6470	455000	DEFINED
GUIDANT CORP	COMMON SHS	401698105	930	16643	DEFINED
GUIDANT CORP	COMMON SHS	401698105	26165	468238	DEFINED
GUIDANT CORP	COMMON SHS	401698105	24649	441100	DEFINED
GYMBOREE INC	COMMON SHS	403777105	61340	3993500	DEFINED
H & Q HEALTHCARE INVESTORS FUND	CLOSE END MUT F	404052102	2613	150000	DEFINED
HCA INC	COMMON SHS	404119109	55	1330	DEFINED
HCA INC	COMMON SHS	404119109	186332	4480215	DEFINED
HCA INC	COMMON SHS	404119109	29556	710650	DEFINED
HCA INC	COMMON SHS	404119109	21	504	DEFINED
HCA INC	COMMON SHS	404119109	414	9950	DEFINED
HCA INC	COMMON SHS	404119109	601	14447	DEFINED
HCA INC	COMMON SHS	404119109	19914	478824	DEFINED
HDFC BANK LTD	AMER DEP RECPT	40415F101	357	13300	DEFINED
HRPT PROPERTIES TRUST	REAL EST INV TR	40426W101	280	27950	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	1176	15705	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	17148	228920	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	8197	109420	DEFINED
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	3311	44205	DEFINED
HAGGAR CORP	COMMON SHS	405173105	8463	420000	DEFINED
HALLIBURTON CO	COMMON SHS	406216101	473	15619	DEFINED
HALLIBURTON CO	COMMON SHS	406216101	1286	42500	DEFINED
JOHN HANCOCK BANK & THRIFT OPPORTUNITY	CLOSE END MUT F	409735107	15246	1650000	DEFINED
JOHN HANCOCK BANK & THRIFT OPPORTUNITY	CLOSE END MUT F	409735107	27	2900	DEFINED
HANCOCK HOLDING CO	COMMON SHS	410120109	4664	160500	DEFINED

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

HANCOCK HOLDING CO	COMMON SHS	410120109	2057	70788	DEFINED
HANDLEMAN CO	COMMON SHS	410252100	23160	1000000	DEFINED
HANGER ORTHOPEDIC GROUP INC	COMMON SHS	41043F208	1	69	DEFINED
HANGER ORTHOPEDIC GROUP INC	COMMON SHS	41043F208	1629	139000	DEFINED
HANOVER COMPRESSOR CO	CONVERTIBLE BD	410768AC9	89453	9580000	DEFINED
HARDINGE INC	COMMON SHS	412324303	8715	725000	DEFINED
HARLEY-DAVIDSON INC	COMMON SHS	412822108	12388	200000	DEFINED
HARLEY-DAVIDSON INC	COMMON SHS	412822108	440	7100	DEFINED
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	3016	160000	DEFINED
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	23	1200	DEFINED
HARMAN INTERNATIONAL INDUSTRIES INC	COMMON SHS	413086109	282	3100	DEFINED
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	21	2000	DEFINED
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	2118	200000	DEFINED
HARTE HANKS INC	COMMON SHS	416196103	1422	58250	DEFINED
HARTFORD FINANCIAL SERVICES GROUP INC	COMMON SHS	416515104	218772	3182600	DEFINED
HARTFORD FINANCIAL SERVICES GROUP INC	COMMON SHS	416515104	14622	212715	DEFINED
HARTFORD FINANCIAL SERVICES GROUP INC	COMMON SHS	416515104	323	4700	DEFINED
HARVARD INDUSTRIES INC	COMMON SHS	417434503	4	903584	DEFINED
HASBRO INC	COMMON SHS	418056107	34200	1800000	DEFINED
HASBRO INC	COMMON SHS	418056107	11400	600000	DEFINED
HASBRO INC	COMMON SHS	418056107	1	40	DEFINED
HAVERTY FURNITURE COS INC	COMMON SHS	419596101	16082	920000	DEFINED
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	167	6400	DEFINED
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	58464	2240000	DEFINED
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	3984	260400	DEFINED
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	4566	298463	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	57	2370	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	17	700	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	14	600	DEFINED
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	12948	538600	DEFINED
HEALTHSOUTH CORP	COMMON SHS	421924101	661	110200	DEFINED
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	4333	193264	DEFINED
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	37701	1681600	DEFINED
HEADWATERS INC	COMMON SHS	42210P102	275	10600	DEFINED
HEADWATERS INC	COMMON SHS	42210P102	29742	1147000	DEFINED
HEALTH NET INC	COMMON SHS	42222G108	6346	239473	DEFINED
HEALTH NET INC	COMMON SHS	42222G108	23	865	DEFINED
HEALTH NET INC	COMMON SHS	42222G108	128491	4848721	DEFINED
HEARTLAND EXPRESS INC	COMMON SHS	422347104	10799	394691	DEFINED
HEARTLAND EXPRESS INC	COMMON SHS	422347104	68	2500	DEFINED
H J HEINZ CO	COMMON SHS	423074103	8173	208500	DEFINED
H J HEINZ CO	COMMON SHS	423074103	309268	7889485	DEFINED
H J HEINZ CO	COMMON SHS	423074103	3802	97000	DEFINED
H J HEINZ CO	COMMON SHS	423074103	16	400	DEFINED
H J HEINZ CO	COMMON SHS	423074103	17825	454710	DEFINED
HELIX TECHNOLOGY CORP	COMMON SHS	423319102	9261	434200	DEFINED
HELIX TECHNOLOGY CORP	COMMON SHS	423319102	60	2800	DEFINED
HELMERICH & PAYNE INC	COMMON SHS	423452101	298	11400	DEFINED
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	480	23900	DEFINED
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	15547	773500	DEFINED
HERSHEY FOODS CORP	COMMON SHS	427866108	1	32	DEFINED
HERSHEY FOODS CORP	COMMON SHS	427866108	23894	516400	DEFINED
HERSHEY FOODS CORP	COMMON SHS	427866108	1646	35582	DEFINED
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	22	800	DEFINED
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	45007	1636600	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	3560	168702	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	48113	2280252	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	5981	283450	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	235	11119	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	3102	147000	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	2697	127842	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	23553	1116250	DEFINED

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

HEWLETT PACKARD CO	COMMON SHS	428236103	5162	244650	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	13718	650133	DEFINED
HEWLETT PACKARD CO	COMMON SHS	428236103	36611	1735136	DEFINED
HIBERNIA CORP	COMMON SHS	428656102	6964	286600	DEFINED
HIGH YIELD PLUS FUND	CLOSE END MUT F	429906100	59	14500	DEFINED
HIGHWOODS PROPERTIES INC	REAL EST INV TR	431284108	46	1950	DEFINED
HIGHWOODS PROPERTIES INC	REAL EST INV TR	431284108	3577	152200	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	114015	1886100	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	129919	2149200	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	145	2400	DEFINED
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	1554	25700	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	158	2275	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	16926	243226	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	809	11630	DEFINED
HITACHI LTD	AMER DEP RECPT	433578507	42	600	DEFINED
HOLLY CORP	COMMON SHS	435758305	4002	107000	DEFINED
HOLLYWOOD ENTERTAINMENT CORP	COMMON SHS	436141105	23924	1790700	DEFINED
HOME DEPOT INC	COMMON SHS	437076102	8658	245960	DEFINED
HOME DEPOT INC	COMMON SHS	437076102	56714	1611193	DEFINED
HOME DEPOT INC	COMMON SHS	437076102	20230	574729	DEFINED
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	4451	183000	DEFINED
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	2502	102890	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	5357	146236	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	26	700	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	31907	871067	DEFINED
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	27084	739400	DEFINED
HOOKER FURNITURE CORP	COMMON SHS	439038100	7170	355471	DEFINED
HOSPITALITY PROPERTIES TRUST	REAL EST INV TR	44106M102	1311	31000	DEFINED
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	181	14615	DEFINED
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	14	1110	DEFINED
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	20677	1672900	DEFINED
HOT TOPIC INC	COMMON SHS	441339108	38913	1899100	DEFINED
HOUSTON EXPLORATION CO	COMMON SHS	442120101	923	17800	DEFINED
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	990	27338	DEFINED
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	340	9400	DEFINED
HUBBELL INC	COMMON SHS	443510201	6377	136526	DEFINED
HUBBELL INC	COMMON SHS	443510201	22627	484420	DEFINED
HUBBELL INC	COMMON SHS	443510201	9037	193464	DEFINED
HUBBELL INC	COMMON SHS	443510201	1748	37413	DEFINED
HUBBELL INC	COMMON SHS	443510201	9852	210915	DEFINED
HUBBELL INC	COMMON SHS	443510201	912	19522	DEFINED
HUBBELL INC	COMMON SHS	443510201	2092	44780	DEFINED
HUDSON CITY BANCORP INC	COMMON SHS	443683107	96448	2884203	DEFINED
HUDSON CITY BANCORP INC	COMMON SHS	443683107	496	14833	DEFINED
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	599	51500	DEFINED
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	10256	881900	DEFINED
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	48850	1266200	DEFINED
HUTCHINSON TECHNOLOGY INC	COMMON SHS	448407106	3689	150000	DEFINED
IDT CORP	COMMON SHS	448947309	985	53428	DEFINED
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	238	5447	DEFINED
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	118543	2711405	DEFINED
IAC INTERACTIVE CORP	COMMON SHS	44919P102	1849	61345	DEFINED
IAC INTERACTIVE CORP	COMMON SHS	44919P102	18090	600200	DEFINED
IAC INTERACTIVE CORP	COMMON SHS	44919P102	30602	1015344	DEFINED
IAC INTERACTIVE CORP	COMMON SHS	44919P102	1507	50000	DEFINED
ICU MED INC	COMMON SHS	44930G107	8215	245001	DEFINED
BIOGEN IDEC INC	CONVERT ZERO CP	449370AC9	897313	3500000	DEFINED
IDX SYSTEMS CORP	COMMON SHS	449491109	10332	324000	DEFINED
IMS HEALTH INC	COMMON SHS	449934108	155	6629	DEFINED
IMS HEALTH INC	COMMON SHS	449934108	11720	500000	DEFINED
IMS HEALTH INC	COMMON SHS	449934108	2789	118966	DEFINED
INVERSIONES Y REPRESENTACION SA	GLBL DEP RECPT	450047204	22157	2990213	DEFINED

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

ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	110496	2762400	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	1749	43730	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	1082	27050	DEFINED
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	167000	4175000	DEFINED
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	105	10000	DEFINED
ITLA CAPITAL CORP	COMMON SHS	450565106	18127	446796	DEFINED
ITT EDUCATIONAL SERVICES INC	COMMON SHS	45068B109	475	12500	DEFINED
ITT INDUSTRIES INC	COMMON SHS	450911102	1082	13039	DEFINED
ITT INDUSTRIES INC	COMMON SHS	450911102	1248	15041	DEFINED
ICICI BANK LTD	AMER DEP RECPT	45104G104	159	13150	DEFINED
ICICI BANK LTD	AMER DEP RECPT	45104G104	10711	885181	DEFINED
ICICI BANK LTD	AMER DEP RECPT	45104G104	38	3100	DEFINED
ILEX ONCOLOGY INC	COMMON SHS	451923106	15454	618400	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	3112	32452	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	47945	500000	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	61255	638801	DEFINED
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	503	5250	DEFINED
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	967	11276	DEFINED
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	8074	94112	DEFINED
IMPERIAL OIL LTD	COMMON SHS	453038408	4	91	DEFINED
IMPERIAL OIL LTD	ORDINARY SHS	453038408	12877	206362	DEFINED
IMPERIAL OIL LTD	COMMON SHS	453038408	382	8150	DEFINED
INAMED CORP	COMMON SHS	453235103	54102	860807	DEFINED
INCO LTD	ORDINARY SHS	453258402	0	8	DEFINED
INCO LTD	COMMON SHS	453258402	3618	104700	DEFINED
INCYTE CORP	COMMON SHS	45337C102	3457	452500	DEFINED
INDYMAC BANCORP INC	REAL EST INV TR	456607100	493	15600	DEFINED
INFORMATICA CORP	COMMON SHS	45666Q102	5516	722900	DEFINED
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	853	9200	DEFINED
INFOSPACE INC	COMMON SHS	45678T201	6887	181058	DEFINED
INFOSPACE INC	COMMON SHS	45678T201	44442	1168300	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	1105	46615	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	25772	1087442	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	4505	190074	DEFINED
ING GROEP NV	AMER DEP RECPT	456837103	78	3293	DEFINED
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	73	4385	DEFINED
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	1	75	DEFINED
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	3867	231261	DEFINED
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	4756	790000	DEFINED
INTEGRA LIFESCIENCES HOLDINGS CORP	COMMON SHS	457985208	4874	138200	DEFINED
INSURED MUNICIPAL INCOME FUND	OPEN END MUT FD	45809F104	164	13000	DEFINED
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	8204	592790	DEFINED
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	36421	2631600	DEFINED
INTEGRATED CIRCUIT SYSTEMS INC	COMMON SHS	45811K208	129056	4751700	DEFINED
INTEL CORP	COMMON SHS	458140100	3117	112944	DEFINED
INTEL CORP	COMMON SHS	458140100	29	1036	DEFINED
INTEL CORP	COMMON SHS	458140100	22080	800000	DEFINED
INTEL CORP	COMMON SHS	458140100	174715	6330264	DEFINED
INTEL CORP	COMMON SHS	458140100	148372	5375811	DEFINED
INTELLICORP INC	COMMON SHS	458153103	0	20000	DEFINED
INTERGRAPH CORP	COMMON SHS	458683109	21981	850000	DEFINED
INTERMAGNETICS GENERAL CORP	COMMON SHS	458771102	7930	233020	DEFINED
INTERMUNE INC	COMMON SHS	45884X103	9599	622534	DEFINED
INTERMUNE INC	COMMON SHS	45884X103	63914	4144900	DEFINED
INTEGRATED ALARM SERVICES	COMMON SHS	45890M109	12273	2272700	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	2170	24614	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	3790	43000	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	49364	560000	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	14641	166097	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	227064	2575884	DEFINED
INTERNATIONAL BUSINESS MACHINES CORP	COMMON SHS	459200101	44626	506249	DEFINED
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	100626	2690525	DEFINED

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

INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	18700	500000	DEFINED
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	552	14765	DEFINED
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	1597	41365	DEFINED
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	19300	500000	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	28483	637199	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	332046	7428328	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	8083	180830	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	3597	80477	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1743	39000	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2768	61934	DEFINED
INTERNATIONAL PAPER CO	COMMON SHS	460146103	59	1330	DEFINED
INTL RECTIFIER CORP	COMMON SHS	460254105	290	7000	DEFINED
INTL RECTIFIER CORP	COMMON SHS	460254105	7456	180000	DEFINED
INTERNATIONAL SHIPHOLDING CORP	COMMON SHS	460321201	7152	480000	DEFINED
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	190	6400	DEFINED
INTERNATIONAL STEEL GROUP	COMMON SHS	460377104	1032	34700	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	49	3570	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	107965	7863459	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1685	122701	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	5885	428597	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	26062	1898200	DEFINED
INTERPUBLIC GROUP OF COMPANIES INC	CONVERTIBLE BD	460690AT7	7644	5600000	DEFINED
INTERSIL CORP	COMMON SHS	46069S109	11072	511166	DEFINED
INTERSIL CORP	COMMON SHS	46069S109	121809	5623688	DEFINED
INTRAWEST CORP	ORDINARY SHS	460915200	1405	65800	DEFINED
INTRAWEST CORP	COMMON SHS	460915200	8533	535000	DEFINED
INTRAWEST CORP	ORDINARY SHS	460915200	10716	501900	DEFINED
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	2193	213300	DEFINED
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	11541	1122670	DEFINED
INTERVOICE-BRITE INC	COMMON SHS	461142101	10595	923744	DEFINED
INTEVAC INC	COMMON SHS	461148108	89	10000	DEFINED
INTIER AUTOMOTIVE INC	ORDINARY SHS	46115N104	16072	636500	DEFINED
INTUIT INC	COMMON SHS	461202103	1997	51775	DEFINED
INTUIT INC	COMMON SHS	461202103	18553	480900	DEFINED
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	173	13500	DEFINED
INVISION TECHNOLOGIES INC	COMMON SHS	461851107	294	5900	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	3360	46680	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	872	12118	DEFINED
INVITROGEN CORP	COMMON SHS	46185R100	1019	14158	DEFINED
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	382	8768	DEFINED
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	75967	1743157	DEFINED
IONICS INC	COMMON SHS	462218108	11300	400000	DEFINED
IONICS INC	COMMON SHS	462218108	116	4100	DEFINED
IPAYMENT INC	COMMON SHS	46262E105	410	10000	DEFINED
BANK OF IRELAND	AMER DEP RECPT	46267Q103	234	4345	DEFINED
IRON MOUNTAIN INC	COMMON SHS	462846106	3774	78200	DEFINED
IRON MOUNTAIN INC	COMMON SHS	462846106	104683	2169150	DEFINED
ISHARES MSCI JAPAN INDEX FUND	CLOSE END MUT F	464286848	275	25848	DEFINED
ISHARES TR DOW JONES SELECT DIVIDEND I	OPEN END MUT FD	464287168	1539	27650	DEFINED
ISHARES TRUST LEHMAN TIPS BOND FUND	CLOSE END MUT F	464287176	377	3700	DEFINED
ISHARES MSCI EAFE INDEX FUND	CLOSE END MUT F	464287465	318	2225	DEFINED
ISHARES TR RUSSELL 2000 INDEX FUND	CLOSE END MUT F	464287655	678	5745	DEFINED
ISHARES TRUST	CLOSE END MUT F	464287697	491	8350	DEFINED
IVANHOE MINES LTD	ORDINARY SHS	46579N103	11726	1628600	DEFINED
IVAX CORP	COMMON SHS	465823102	354	14750	DEFINED
IVAX CORP	COMMON SHS	465823102	61720	2572725	DEFINED
IVAX CORP	CONVERTIBLE BD	465823AG7	299	300000	DEFINED
IVAX CORP	CONVERTIBLE BD	465823AG7	4975	5000000	DEFINED
J & J SNACK FOODS CORP	COMMON SHS	466032109	216	5300	DEFINED
JDS UNIPHASE CORP	COMMON SHS	46612J101	145	38364	DEFINED
JDS UNIPHASE CORP	COMMON SHS	46612J101	3255	858900	DEFINED
JDA SOFTWARE GROUP INC	COMMON SHS	46612K108	13057	991400	DEFINED

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

J JILL GROUP INC	COMMON SHS	466189107	18	759	DEFINED
J JILL GROUP INC	COMMON SHS	466189107	23654	1002700	DEFINED
JLG INDUSTRIES INC	COMMON SHS	466210101	6069	436900	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	2573	66356	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	80045	2064600	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	10502	270870	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	975	25143	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	6139	158333	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	16879	435351	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	66469	1714435	DEFINED
JPMORGAN CHASE & CO	COMMON SHS	46625H100	178932	4615209	DEFINED
JABIL CIRCUIT INC	COMMON SHS	466313103	64212	2550100	DEFINED
JACK IN THE BOX INC	COMMON SHS	466367109	748	25200	DEFINED
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	4846	123055	DEFINED
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	17772	451300	DEFINED
JAKKS PACIFIC INC	COMMON SHS	47012E106	5106	245600	DEFINED
JAKKS PACIFIC INC	COMMON SHS	47012E106	14256	685700	DEFINED
JAKKS PACIFIC INC	COMMON SHS	47012E106	13000	625300	DEFINED
JEFFERIES GROUP INC	COMMON SHS	472319102	68	2200	DEFINED
JEFFERIES GROUP INC	COMMON SHS	472319102	8463	273700	DEFINED
JEFFERSON PILOT CORP	COMMON SHS	475070108	1	20	DEFINED
JEFFERSON PILOT CORP	COMMON SHS	475070108	1209	23794	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	583	10475	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	1617	29031	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	55477	996000	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	10672	191600	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	194088	3484520	DEFINED
JOHNSON & JOHNSON	COMMON SHS	478160104	323536	5808548	DEFINED
JOHNSON CONTROLS INC	COMMON SHS	478366107	21352	400000	DEFINED
JOHNSON CONTROLS INC	COMMON SHS	478366107	2769	51875	DEFINED
JOHNSON CONTROLS INC	COMMON SHS	478366107	11	200	DEFINED
JONES LANG LASALLE INC	COMMON SHS	48020Q107	11	388	DEFINED
JONES LANG LASALLE INC	COMMON SHS	48020Q107	41913	1546600	DEFINED
JOURNAL COMMUNICATIONS INC	COMMON SHS	481130102	8	400	DEFINED
JOURNAL COMMUNICATIONS INC	COMMON SHS	481130102	533	28300	DEFINED
JUNIPER NETWORKS INC	COMMON SHS	48203R104	32783	1334285	DEFINED
JUNIPER NETWORKS INC	COMMON SHS	48203R104	1653	67272	DEFINED
KCS ENERGY INC	COMMON SHS	482434206	68	5072	DEFINED
KCS ENERGY INC	COMMON SHS	482434206	1925	144500	DEFINED
KLA-TENCOR CORP	COMMON SHS	482480100	182	3680	DEFINED
KLA-TENCOR CORP	COMMON SHS	482480100	805	16310	DEFINED
KLA-TENCOR CORP	COMMON SHS	482480100	39069	791200	DEFINED
KT CORP	AMER DEP RECPT	48268K101	20395	1130557	DEFINED
KT CORP	AMER DEP RECPT	48268K101	513240	28450095	DEFINED
KT CORP	AMER DEP RECPT	48268K101	156452	8672481	DEFINED
KT CORP	AMER DEP RECPT	48268K101	11558	640686	DEFINED
KT CORP	AMER DEP RECPT	48268K101	63176	3501981	DEFINED
KT CORP	AMER DEP RECPT	48268K101	814	45120	DEFINED
KT CORP	AMER DEP RECPT	48268K101	3530	195700	DEFINED
K2 INC	COMMON SHS	482732104	9714	618700	DEFINED
K2 INC	COMMON SHS	482732104	61	3900	DEFINED
K V PHARMACEUTICAL CO	COMMON SHS	482740206	361	15621	DEFINED
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	9377	222789	DEFINED
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	97	2300	DEFINED
KANSAS CITY SOUTHERN	COMMON SHS	485170302	41923	2704700	DEFINED
KANSAS CITY SOUTHERN	COMMON SHS	485170302	6	360	DEFINED
KAYDON CORP	COMMON SHS	486587108	12477	403400	DEFINED
KB HOME	COMMON SHS	48666K109	480	7000	DEFINED
KB HOME	COMMON SHS	48666K109	16107	234700	DEFINED
KELLOGG CO	COMMON SHS	487836108	826	19726	DEFINED
KELLWOOD CO	COMMON SHS	488044108	19598	450000	DEFINED
KELLWOOD CO	COMMON SHS	488044108	4190	96200	DEFINED

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

KELLWOOD CO	COMMON SHS	488044108	78	1800	DEFINED
KELLY SERVICES INC	COMMON SHS	488152208	44903	1506800	DEFINED
KEMET CORP	COMMON SHS	488360108	13978	1143878	DEFINED
KENNAMETAL INC	COMMON SHS	489170100	15589	340370	DEFINED
KENNAMETAL INC	COMMON SHS	489170100	19470	425100	DEFINED
KERR MCGEE CORP	COMMON SHS	492386107	4398	81788	DEFINED
KERR MCGEE CORP	COMMON SHS	492386107	25515	474526	DEFINED
KERR MCGEE CORP	CONVERT PREF	492386305	743	13100	DEFINED
KERR MCGEE CORP	CONVERT PREF	492386305	9648	170000	DEFINED
KEY ENERGY SERVICES INC	COMMON SHS	492914106	583	61800	DEFINED
KEYCORP	COMMON SHS	493267108	720	24097	DEFINED
KEYCORP	COMMON SHS	493267108	7012	234600	DEFINED
KEYSPAN CORP	COMMON SHS	49337W100	361	9842	DEFINED
KEYSPAN CORP	COMMON SHS	49337W100	187889	5119600	DEFINED
KILROY REALTY CORP	REAL EST INV TR	49427F108	162	4738	DEFINED
KILROY REALTY CORP	REAL EST INV TR	49427F108	119	3500	DEFINED
KILROY REALTY CORP	REAL EST INV TR	49427F108	22854	670200	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	29844	453000	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5139	78000	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	6177	93767	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	14988	227505	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	11597	176033	DEFINED
KIMBERLY-CLARK CORP	COMMON SHS	494368103	29738	451400	DEFINED
KIMCO REALTY CORP	REAL EST INV TR	49446R109	87	1920	DEFINED
KIMCO REALTY CORP	REAL EST INV TR	49446R109	312	6850	DEFINED
KIMCO REALTY CORP	REAL EST INV TR	49446R109	11375	250000	DEFINED
KINDER MORGAN ENERGY PARTNERS LP	LTD PARTNERSHIP	494550106	5223	128365	DEFINED
KINDER MORGAN INC	COMMON SHS	49455P101	31513	531500	DEFINED
KINDER MORGAN INC	COMMON SHS	49455P101	2150	36260	DEFINED
KINDER MORGAN INC	COMMON SHS	49455P101	17787	300000	DEFINED
KINDRED HEALTHCARE INC	COMMON SHS	494580103	9451	358669	DEFINED
KINDRED HEALTHCARE INC	COMMON SHS	494580103	2315	87872	DEFINED
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580111	3222	134263	DEFINED
KINDRED HEALTHCARE INC	WTS TO EQUITY	494580129	7267	335658	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	3726	325429	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	25037	2186600	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	1501	131070	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	8	700	DEFINED
KING PHARMACEUTICALS INC	COMMON SHS	495582108	729	63700	DEFINED
KINROSS GOLD CORP	ORDINARY SHS	496902206	5489	739800	DEFINED
KINROSS GOLD CORP	ORDINARY SHS	496902206	17339	2336844	DEFINED
KINGSWAY FINANCIAL SERVICES INC	ORDINARY SHS	496904103	85546	5390451	DEFINED
KNIGHT-RIDDER INC	COMMON SHS	499040103	1575	21881	DEFINED
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	20194	702900	DEFINED
KOHL'S CORP	COMMON SHS	500255104	12	280	DEFINED
KOHL'S CORP	COMMON SHS	500255104	19157	453099	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	1481	54436	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	10153	373264	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	20544	755282	DEFINED
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	456	16765	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	460	14645	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	29725	947256	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	75479	2405309	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	8080	257504	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	3294	104970	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	808	25735	DEFINED
KOOKMIN BANK	AMER DEP RECPT	50049M109	23	740	DEFINED
KOPIN CORP	COMMON SHS	500600101	121	23600	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	2967	323900	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	20338	2220280	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	29153	3182672	DEFINED
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	10798	1178824	DEFINED

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

KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	412	45020	DEFINED
KOSAN BIOSCIENCES INC	COMMON SHS	50064W107	14056	1779191	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	18771	592508	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	13200	416680	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	1540	48614	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	8259	260689	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	2354	74305	DEFINED
KRAFT FOODS INC	COMMON SHS	50075N104	3231	102000	DEFINED
KROGER CO	COMMON SHS	501044101	33394	1834859	DEFINED
KROGER CO	COMMON SHS	501044101	305310	16775261	DEFINED
KROGER CO	COMMON SHS	501044101	5749	315900	DEFINED
KROGER CO	COMMON SHS	501044101	81710	4489585	DEFINED
KROGER CO	COMMON SHS	501044101	9567	525637	DEFINED
KROGER CO	COMMON SHS	501044101	387	21262	DEFINED
KROLL INC	COMMON SHS	501049100	7420	201200	DEFINED
KROLL INC	COMMON SHS	501049100	74	2000	DEFINED
KYOCERA CORP	AMER DEP RECPT	501556203	466	5430	DEFINED
LNR PROPERTY CORP	COMMON SHS	501940100	24	440	DEFINED
LNR PROPERTY CORP	COMMON SHS	501940100	54	1000	DEFINED
LNR PROPERTY CORP	COMMON SHS	501940100	16373	301800	DEFINED
LTC PROPERTIES INC	REAL EST INV TR	502175102	486	29250	DEFINED
L-3 COMMUNICATIONS HOLDINGS INC	COMMON SHS	502424104	2639	39500	DEFINED
L-3 COMMUNICATIONS HOLDINGS INC	COMMON SHS	502424104	158610	2374400	DEFINED
L-3 COMMUNICATIONS CORP	CONVERTIBLE BD	502424AD6	5010	4000000	DEFINED
LA JOLLA PHARMACEUTICAL CO	COMMON SHS	503459109	1094	450000	DEFINED
LA QUINTA CORPORATION	COMMON SHS	50419U202	29161	3471500	DEFINED
LA QUINTA CORPORATION	COMMON SHS	50419U202	55	6500	DEFINED
LA QUINTA CORPORATION	COMMON SHS	50419U202	24882	2962100	DEFINED
LA-Z-BOY INC	COMMON SHS	505336107	9979	555000	DEFINED
LABONE INC	COMMON SHS	50540L105	19278	606600	DEFINED
LABORATORY CORP OF AMERICA HOLDINGS	COMMON SHS	50540R409	470	11850	DEFINED
LADISH CO INC	COMMON SHS	505754200	293	34450	DEFINED
LAFARGE NORTH AMERICA INC	COMMON SHS	505862102	30219	697900	DEFINED
LAM RESEARCH CORP	COMMON SHS	512807108	13601	507508	DEFINED
LAM RESEARCH CORP	COMMON SHS	512807108	29	1100	DEFINED
LAM RESEARCH CORP	COMMON SHS	512807108	203351	7587716	DEFINED
LAMAR ADVERTISING CO	COMMON SHS	512815101	962	22188	DEFINED
LANCASTER COLONY CORP	COMMON SHS	513847103	29260	702700	DEFINED
LANCASTER COLONY CORP	COMMON SHS	513847103	125	3000	DEFINED
LANCASTER COLONY CORP	COMMON SHS	513847103	22	530	DEFINED
LANDSTAR SYSTEM INC	COMMON SHS	515098101	50957	963824	DEFINED
LASALLE HOTEL PROPERTIES	REAL EST INV TR	517942108	9760	400000	DEFINED
LATIN AMERICA EQUITY FUND INC	CLOSE END MUT F	51827Q106	3188	222015	DEFINED
LATTICE SEMICONDUCTOR CORP	COMMON SHS	518415104	3798	541858	DEFINED
LATTICE SEMICONDUCTOR CORP	COMMON SHS	518415104	0	25	DEFINED
LATTICE SEMICONDUCTOR CORP	COMMON SHS	518415104	7928	1130900	DEFINED
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	16540	339075	DEFINED
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	6990	143300	DEFINED
LAUREATE EDUCATION INC	COMMON SHS	518613104	2474	64700	DEFINED
LAWSON SOFTWARE INC	COMMON SHS	520780107	13698	1934700	DEFINED
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	7765	469200	DEFINED
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	6	316	DEFINED
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	98	4950	DEFINED
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	76175	3829800	DEFINED
LECG CORP	COMMON SHS	523234102	43	2500	DEFINED
LECG CORP	COMMON SHS	523234102	6605	381600	DEFINED
LEGGETT & PLATT INC	COMMON SHS	524660107	83672	3132600	DEFINED
LEGGETT & PLATT INC	COMMON SHS	524660107	101	3800	DEFINED
LEGG MASON INC	COMMON SHS	524901105	319	3500	DEFINED
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	4816	64000	DEFINED
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	2874	38196	DEFINED
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	22522	299290	DEFINED

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

LENNAR CORP	COMMON SHS	526057104	21466	480000	DEFINED
LENNAR CORP	COMMON SHS	526057104	183	4100	DEFINED
LENNAR CORP	COMMON SHS	526057104	8528	190700	DEFINED
LENNAR CORP	COMMON SHS	526057302	1989	48000	DEFINED
LENNAR CORP	COMMON SHS	526057302	11	260	DEFINED
LENNOX INTERNATIONAL INC	COMMON SHS	526107107	20182	1115000	DEFINED
LENNOX INTERNATIONAL INC	CONVERTIBLE BD	526107AB3	6662	5500000	DEFINED
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	50	1000	DEFINED
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	9860	198400	DEFINED
LEVEL 3 COMMUNICATIONS INC	CONVERTIBLE BD	52729NBA7	384	500000	DEFINED
LEXINGTON CORPORATE PROPERTIES TRUST	REAL EST INV TR	529043101	81	4055	DEFINED
LEXINGTON CORPORATE PROPERTIES TRUST	REAL EST INV TR	529043101	15329	769900	DEFINED
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	8433	87360	DEFINED
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	667	6912	DEFINED
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	11707	12900000	DEFINED
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	9000	10000000	DEFINED
LIBERTY MEDIA CORP	COMMON SHS	530718105	345842	38469638	DEFINED
LIBERTY MEDIA CORP	COMMON SHS	530718105	1302	144848	DEFINED
LIBERTY MEDIA CORP	COMMON SHS	530718105	3875	431085	DEFINED
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	280	6955	DEFINED
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	15269	379727	DEFINED
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	40041	995800	DEFINED
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	48	1300	DEFINED
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	9183	246734	DEFINED
LIFEPOINT HOSPITALS HLDG	CONVERTIBLE BD	53219LAE9	2597	2500000	DEFINED
LIGAND PHARMACEUTICALS INC	COMMON SHS	53220K207	52	3000	DEFINED
LIGAND PHARMACEUTICALS INC	COMMON SHS	53220K207	5791	333200	DEFINED
LIHIR GOLD LTD	AMER DEP RECPT	532349206	705	50000	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	56	800	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	27964	400000	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	38131	545435	DEFINED
ELI LILLY & CO	COMMON SHS	532457108	1419	20300	DEFINED
LINCARE HOLDINGS INC	COMMON SHS	532791100	427	13000	DEFINED
LINCOLN NATIONAL CORP	COMMON SHS	534187109	18602	393688	DEFINED
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	411	10420	DEFINED
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	789	20000	DEFINED
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	103445	2620850	DEFINED
LINENS N THINGS INC	COMMON SHS	535679104	9274	316400	DEFINED
LIONS GATE ENTMT CORP	COMMON SHS	535919203	469	67178	DEFINED
LIONS GATE ENTMT CORP	COMMON SHS	535919203	11450	1640400	DEFINED
LIONS GATE ENTMT CORP	COMMON SHS	535919203	70	10100	DEFINED
LIQUIDATION WORLD INC	ORDINARY SHS	53634D203	1963	278500	DEFINED
LIZ CLAIBORNE INC	COMMON SHS	539320101	574	15959	DEFINED
LIZ CLAIBORNE INC	COMMON SHS	539320101	62062	1724900	DEFINED
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	2543	79769	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	25162	483140	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	93	1780	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	3654	70170	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	26040	500000	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	5765	110701	DEFINED
LOCKHEED MARTIN CORP	COMMON SHS	539830109	208150	3996735	DEFINED
LOEWS CORP	COMMON SHS	540424108	216	3600	DEFINED
LOEWS CORP - CAROLINA GROUP	COMMON SHS	540424207	81130	3304700	DEFINED
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	19	410	DEFINED
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	11724	256600	DEFINED
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	14497	526000	DEFINED
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	1980	71844	DEFINED
LOWE'S COMPANIES INC	COMMON SHS	548661107	494	9410	DEFINED
LOWE'S COMPANIES INC	COMMON SHS	548661107	5324	101311	DEFINED
LOWE'S COMPANIES INC	COMMON SHS	548661107	49729	946319	DEFINED
LOWE'S COMPANIES INC	CONVERT ZERO CP	548661CF2	695976	8000000	DEFINED
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	1794	474683	DEFINED

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

LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	1159	306600	DEFINED
LUCENT TECHNOLOGIES INC	CONVERTIBLE BD	549463AG2	696	500000	DEFINED
LUCENT TECHNOLOGIES INC	CONVERTIBLE BD	549463AH0	736	500000	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1530	90522	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1183	70000	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	9895	585500	DEFINED
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	12	700	DEFINED
LYONDELL CHEMICAL CO	COMMON SHS	552078107	209	12000	DEFINED
M & T BANK CORP	COMMON SHS	55261F104	1660	19011	DEFINED
MBIA INC	COMMON SHS	55262C100	1063	18615	DEFINED
MBIA INC	COMMON SHS	55262C100	6509	113950	DEFINED
MBNA CORP	COMMON SHS	55262L100	18637	722652	DEFINED
MDC HOLDINGS INC	COMMON SHS	552676108	23090	363000	DEFINED
MDC HOLDINGS INC	COMMON SHS	552676108	4191	65890	DEFINED
MDU RESOURCES GROUP INC	COMMON SHS	552690109	469	19512	DEFINED
MDS INC	ORDINARY SHS	55269P302	55791	2708281	DEFINED
MFC BANCORP LTD	COMMON SHS	55271X202	346	18617	DEFINED
MGIC INVESTMENT CORP	COMMON SHS	552848103	33378	440000	DEFINED
MGIC INVESTMENT CORP	COMMON SHS	552848103	92	1208	DEFINED
MGI PHARMA INC	COMMON SHS	552880106	1891	70000	DEFINED
MGI PHARMA INC	COMMON SHS	552880106	38776	1435600	DEFINED
M/I HOMES INC	COMMON SHS	55305B101	8380	206400	DEFINED
MTS SYSTEMS CORP	COMMON SHS	553777103	9733	415049	DEFINED
MTS SYSTEMS CORP	COMMON SHS	553777103	5262	224400	DEFINED
MACERICH CO	REAL EST INV TR	554382101	353	7380	DEFINED
MACERICH CO	REAL EST INV TR	554382101	61168	1277800	DEFINED
MACROMEDIA INC	COMMON SHS	556100105	33012	1344700	DEFINED
MAGMA DESIGN AUTOMATION INC	COMMON SHS	559181102	1804	93800	DEFINED
MAGNA INTERNATIONAL INC	ORDINARY SHS	559222401	181359	1596045	DEFINED
MAGNA INTERNATIONAL INC	COMMON SHS	559222401	326	3831	DEFINED
MAGNUM HUNTER RESOURCES INC	COMMON SHS	55972F203	278	26800	DEFINED
MAGUIRE PPTYS INC	REAL EST INV TR	559775101	488	19700	DEFINED
MAINE & MARITIMES CORP	COMMON SHS	560377103	867	27100	DEFINED
MANDALAY RESORT GROUP	COMMON SHS	562567107	34	500	DEFINED
MANDALAY RESORT GROUP	COMMON SHS	562567107	32453	472800	DEFINED
MANHATTAN ASSOCIATES INC	COMMON SHS	562750109	7075	229100	DEFINED
MANHATTAN ASSOCIATES INC	COMMON SHS	562750109	46	1500	DEFINED
MANITOWOC CO INC	COMMON SHS	563571108	15084	445600	DEFINED
MANPOWER INC	COMMON SHS	56418H100	886	17449	DEFINED
MANPOWER INC	COMMON SHS	56418H100	61351	1208415	DEFINED
MANUFACTURED HOME COMMUNITIES INC	REAL EST INV TR	564682102	76	2280	DEFINED
MANUFACTURED HOME COMMUNITIES INC	REAL EST INV TR	564682102	13014	392100	DEFINED
MANUGISTICS GROUP INC	COMMON SHS	565011103	7583	2319100	DEFINED
MANUGISTICS GROUP INC	COMMON SHS	565011103	49	15000	DEFINED
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	20250	500000	DEFINED
MANULIFE FINANCIAL CORP	ORDINARY SHS	56501R106	194750	3603146	DEFINED
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	515	12704	DEFINED
MARATHON OIL CORP	COMMON SHS	565849106	1400	37000	DEFINED
MARATHON OIL CORP	COMMON SHS	565849106	530	14000	DEFINED
MARATHON OIL CORP	COMMON SHS	565849106	194857	5149500	DEFINED
MARLIN BUSINESS SERVICES CORP	COMMON SHS	571157106	734	48812	DEFINED
MARLIN BUSINESS SERVICES CORP	COMMON SHS	571157106	8902	592300	DEFINED
MARLIN BUSINESS SERVICES CORP	COMMON SHS	571157106	59	3900	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	4324	95275	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	15377	338850	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	11599	255590	DEFINED
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	64629	1424175	DEFINED
MARSHALL & ILSLEY CORP	COMMON SHS	571834100	1773	45364	DEFINED
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	530	10620	DEFINED
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	52	1052	DEFINED
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	50391	1136733	DEFINED
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	2685	60569	DEFINED

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

MARVEL ENTERPRISES INC	COMMON SHS	57383M108	5832	298750	DEFINED
MARVEL ENTERPRISES INC	COMMON SHS	57383M108	46	2350	DEFINED
MASCO CORP	COMMON SHS	574599106	4739	152000	DEFINED
MASCO CORP	COMMON SHS	574599106	12913	414148	DEFINED
MASSEY ENERGY CO	COMMON SHS	576206106	449	15900	DEFINED
MASSEY ENERGY CO	COMMON SHS	576206106	73	2600	DEFINED
MATRIX SERVICE CO	COMMON SHS	576853105	2434	266000	DEFINED
MATTEL INC	COMMON SHS	577081102	6696	366883	DEFINED
MATTEL INC	COMMON SHS	577081102	2894	158590	DEFINED
MATTEL INC	COMMON SHS	577081102	4396	240900	DEFINED
MATTEL INC	COMMON SHS	577081102	67700	3709600	DEFINED
MATTEL INC	COMMON SHS	577081102	1619	88729	DEFINED
MATTEL INC	COMMON SHS	577081102	18250	1000000	DEFINED
MATTEL INC	COMMON SHS	577081102	9076	497307	DEFINED
MATTEL INC	COMMON SHS	577081102	3190	174779	DEFINED
MATTEL INC	COMMON SHS	577081102	10362	567800	DEFINED
MAXTOR CORP	COMMON SHS	577729205	3585	540710	DEFINED
MAXTOR CORP	COMMON SHS	577729205	177869	26827967	DEFINED
MAXTOR CORP	COMMON SHS	577729205	3984	600860	DEFINED
MAXTOR CORP	COMMON SHS	577729205	1526	230135	DEFINED
MAXTOR CORP	COMMON SHS	577729205	22	3313	DEFINED
MAXTOR CORP	COMMON SHS	577729205	136	20480	DEFINED
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	376	7173	DEFINED
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	26	489	DEFINED
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	44399	846990	DEFINED
MAY DEPARTMENT STORES CO	COMMON SHS	57778103	2350	85475	DEFINED
MAVERICK TUBE CORP	COMMON SHS	577914104	807	30722	DEFINED
MAXIMUS INC	COMMON SHS	577933104	8221	231827	DEFINED
MAXIMUS INC	COMMON SHS	577933104	250	7050	DEFINED
MAXIMUS INC	COMMON SHS	577933104	27109	764500	DEFINED
MAYTAG CORP	COMMON SHS	578592107	1224	49930	DEFINED
MCAFEE INC	COMMON SHS	579064106	7022	387288	DEFINED
MCAFEE INC	COMMON SHS	579064106	4231	233350	DEFINED
MCAFEE INC	COMMON SHS	579064106	73	4000	DEFINED
MCAFEE INC	COMMON SHS	579064106	26927	1485200	DEFINED
MCCLATCHY COMPANY	COMMON SHS	579489105	109	1550	DEFINED
MCCLATCHY COMPANY	COMMON SHS	579489105	7036	100300	DEFINED
MCCORMICK & CO INC	COMMON SHS	579780206	299	8800	DEFINED
MCDONALD'S CORP	COMMON SHS	580135101	6365	244800	DEFINED
MCDONALD'S CORP	COMMON SHS	580135101	2	73	DEFINED
MCDONALD'S CORP	COMMON SHS	580135101	14016	539075	DEFINED
MCDONALD'S CORP	COMMON SHS	580135101	8268	318000	DEFINED
MCG CAPITAL CORP	COMMON SHS	58047P107	27608	1795049	DEFINED
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	17690	231025	DEFINED
MCKESSON CORP	COMMON SHS	58155Q103	17	500	DEFINED
MCKESSON CORP	COMMON SHS	58155Q103	83	2415	DEFINED
MCKESSON CORP	COMMON SHS	58155Q103	31044	904280	DEFINED
MCMORAN EXPLORATION CO	COMMON SHS	582411104	3	189	DEFINED
MCMORAN EXPLORATION CO	COMMON SHS	582411104	432	27737	DEFINED
MEADOWBROOK INSURANCE GROUP INC	COMMON SHS	58319P108	7439	1403500	DEFINED
MEADWESTVACO CORP	COMMON SHS	583334107	24805	844000	DEFINED
MEADWESTVACO CORP	COMMON SHS	583334107	106	3590	DEFINED
MEDAREX INC	COMMON SHS	583916101	1544	211800	DEFINED
MEDCATH CORP	COMMON SHS	58404W109	876	43800	DEFINED
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	1809	48240	DEFINED
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	0	0	DEFINED
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	12026	320686	DEFINED
MEDIACOM COMMUNICATIONS CORP	COMMON SHS	58446K105	1629	208300	DEFINED
MEDICINES CO	COMMON SHS	584688105	1526	50000	DEFINED
MEDICINES CO	COMMON SHS	584688105	51849	1699400	DEFINED
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	12960	324400	DEFINED
MEDIMMUNE INC	COMMON SHS	584699102	3437	146885	DEFINED

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

MEDIMMUNE INC	COMMON SHS	584699102	16281	695756	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	324	6643	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	78173	1604541	DEFINED
MEDTRONIC INC	COMMON SHS	585055106	57728	1184903	DEFINED
MELLON FINANCIAL CORP	COMMON SHS	58551A108	1818	62000	DEFINED
MELLON FINANCIAL CORP	COMMON SHS	58551A108	1125	38356	DEFINED
MENS WEARHOUSE INC	COMMON SHS	587118100	10857	411400	DEFINED
MENS WEARHOUSE INC	COMMON SHS	587118100	5845	221500	DEFINED
MENTOR CORP	COMMON SHS	587188103	1859	54200	DEFINED
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	37338	797475	DEFINED
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	153	3275	DEFINED
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	899	19200	DEFINED
MERCER INS GROUP INC	COMMON SHS	587902107	242	20000	DEFINED
MERCER INTERNATIONAL INC	COMMON SHS	588056101	5334	545400	DEFINED
MERCHANTS GROUP INC	COMMON SHS	588539106	4893	190000	DEFINED
MERCK & CO INC	COMMON SHS	589331107	12493	263000	DEFINED
MERCK & CO INC	COMMON SHS	589331107	68827	1448994	DEFINED
MERCK & CO INC	COMMON SHS	589331107	2996	63069	DEFINED
MERCK & CO INC	COMMON SHS	589331107	23750	500000	DEFINED
MERCK & CO INC	COMMON SHS	589331107	12942	272471	DEFINED
MERCK & CO INC	COMMON SHS	589331107	225507	4747507	DEFINED
MERCK & CO INC	COMMON SHS	589331107	406049	8548403	DEFINED
MERCURY GENERAL CORP	COMMON SHS	589400100	27521	554300	DEFINED
MERCURY GENERAL CORP	COMMON SHS	589400100	283	5700	DEFINED
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	2291	45973	DEFINED
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	41095	824700	DEFINED
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	68953	1383755	DEFINED
MERCURY INTERACTIVE CORP	CONVERTIBLE BD	589405AA7	116	117000	DEFINED
MEREDITH CORP	COMMON SHS	589433101	125077	2275776	DEFINED
MEREDITH CORP	COMMON SHS	589433101	55	1000	DEFINED
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	7866	1149953	DEFINED
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	19045	2784300	DEFINED
MERISTAR HOSPITALITY CORP	CONVERTIBLE BD	58984YAJ2	125509	99500000	DEFINED
MERIT MEDICAL SYSTEMS INC	COMMON SHS	589889104	13073	820631	DEFINED
MERIDIAN GOLD INC	COMMON SHS	589975101	38627	2786723	DEFINED
MERITAGE CORP	COMMON SHS	59001A102	74	1070	DEFINED
MERITAGE CORP	COMMON SHS	59001A102	2518	36605	DEFINED
MERITAGE CORP	COMMON SHS	59001A102	16024	232900	DEFINED
MERIX CORP	COMMON SHS	590049102	5360	472700	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	48	880	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	119251	2209177	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	1662	30785	DEFINED
MERRILL LYNCH & CO INC	COMMON SHS	590188108	3941	73000	DEFINED
MESA AIR GROUP INC	COMMON SHS	590479101	3641	450000	DEFINED
METALICA RESOURCES INC	ORDINARY SHS	59125J104	1266	988998	DEFINED
METHANEX CORP	ORDINARY SHS	59151K108	53277	3009999	DEFINED
METHODE ELECTRONICS INC	COMMON SHS	591520200	6724	518452	DEFINED
METLIFE INC	COMMON SHS	59156R108	19610	547000	DEFINED
METLIFE INC	COMMON SHS	59156R108	14963	417370	DEFINED
METLIFE INC	COMMON SHS	59156R108	1696	47305	DEFINED
METSO OYJ	AMER DEP RECPT	592671101	2596	201559	DEFINED
METSO OYJ	AMER DEP RECPT	592671101	4	326	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	349	7110	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	16074	327100	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	39338	800538	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	113	2300	DEFINED
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	211915	4312482	DEFINED
MEXICO FUND	CLOSE END MUT F	592835102	11969	620800	DEFINED
MEXICO FUND	CLOSE END MUT F	592835102	22	1166	DEFINED
MICREL INC	COMMON SHS	594793101	8028	660770	DEFINED
MICREL INC	COMMON SHS	594793101	304	25000	DEFINED
MICREL INC	COMMON SHS	594793101	39806	3276200	DEFINED

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

MICROSOFT CORP	COMMON SHS	594918104	1128	39480	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	2697	94442	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	28560	1000000	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	18307	640985	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	128405	4495956	DEFINED
MICROSOFT CORP	COMMON SHS	594918104	188917	6614727	DEFINED
MICROVISION INC	COMMON SHS	594960106	3472	413300	DEFINED
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	1412	44775	DEFINED
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	80764	2560700	DEFINED
MICROCELL TELECOMMUNICATIONS INC	ORDINARY SHS	59501T874	1836	56841	DEFINED
MICROSEMI CORP	COMMON SHS	595137100	715	50296	DEFINED
MICROSEMI CORP	COMMON SHS	595137100	12587	885800	DEFINED
MICROSEMI CORP	COMMON SHS	595137100	78	5500	DEFINED
MICROTUNE INC	COMMON SHS	59514P109	9218	1973900	DEFINED
MIDCAP SPDR TRUST	OPEN END UT TR	595635103	3295	29657	DEFINED
MIDLAND CO	COMMON SHS	597486109	11415	385000	DEFINED
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	40	2898	DEFINED
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	35950	2605093	DEFINED
MILLENNIUM CHEMICALS INC	COMMON SHS	599903101	1299	75000	DEFINED
MILLIPORE CORP	COMMON SHS	601073109	22548	400000	DEFINED
MILLIPORE CORP	COMMON SHS	601073109	364	6461	DEFINED
MILLS CORP	REAL EST INV TR	601148109	206	4408	DEFINED
MILLS CORP	REAL EST INV TR	601148109	7005	150000	DEFINED
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	496	100000	DEFINED
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	5575	1123900	DEFINED
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	35	7100	DEFINED
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	687	20400	DEFINED
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	14120	243444	DEFINED
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	20828	359100	DEFINED
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	52861	911400	DEFINED
MIRAMAR MNG CORP (CAD)	ORDINARY SHS	60466E100	2048	1330000	DEFINED
MISSION RESOURCES CORP	COMMON SHS	605109107	24117	4231100	DEFINED
MOLDFLOW CORP	COMMON SHS	608507109	273	24955	DEFINED
MOLEX INC	COMMON SHS	608554101	120	3750	DEFINED
MOLEX INC	COMMON SHS	608554101	4699	146483	DEFINED
MOLEX INC	COMMON SHS	608554101	219	6812	DEFINED
MOLEX INC	COMMON SHS	608554200	3996	146483	DEFINED
MOLEX INC	COMMON SHS	608554200	156	5718	DEFINED
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	554	14500	DEFINED
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	47420	1242000	DEFINED
MONACO COACH CORP	COMMON SHS	60886R103	13606	483000	DEFINED
MONSANTO CO	COMMON SHS	61166W101	32875	853900	DEFINED
MONSANTO CO	COMMON SHS	61166W101	257	6676	DEFINED
MOODY'S CORP	COMMON SHS	615369105	2	30	DEFINED
MOODY'S CORP	COMMON SHS	615369105	15777	244000	DEFINED
MOODY'S CORP	COMMON SHS	615369105	2253	34847	DEFINED
MOODY'S CORP	COMMON SHS	615369105	113412	1753968	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	8964	169874	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	8543	161890	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	5906	111920	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	3035	57517	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	2480	47000	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	3056	57921	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	31855	603650	DEFINED
MORGAN STANLEY DEAN WITTER & CO	COMMON SHS	617446448	26348	499300	DEFINED
MOTOROLA INC	COMMON SHS	620076109	35	1900	DEFINED
MOTOROLA INC	COMMON SHS	620076109	35937	1969161	DEFINED
MOTOROLA INC	COMMON SHS	620076109	500	27400	DEFINED
MOTOROLA INC	COMMON SHS	620076109	3	169	DEFINED
MOTOROLA INC	COMMON SHS	620076109	1241	68020	DEFINED
MOTOROLA INC	COMMON SHS	620076109	6449	353383	DEFINED
MOTOROLA INC	COMMON SHS	620076109	16314	893906	DEFINED

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

MOTOROLA INC	CONVERT PEF	620076208	49380	1000000	DEFINED
MUELLER INDUSTRIES INC	COMMON SHS	624756102	36373	1016000	DEFINED
MUELLER INDUSTRIES INC	COMMON SHS	624756102	47195	1318290	DEFINED
MUELLER INDUSTRIES INC	COMMON SHS	624756102	655	18300	DEFINED
MUNI HOLDINGS INSURED FUND INC	CLOSE END MUT F	625930102	162	13000	DEFINED
MUNIYIELD CALIFORNIA INSURED INC	CLOSE END MUT F	62629L104	391	30675	DEFINED
MUNIYIELD NEW YORK INSURED FUND	CLOSE END MUT F	626301105	181	14512	DEFINED
MURPHY OIL CORP	COMMON SHS	626717102	852	11558	DEFINED
MYERS INDUSTRIES INC	COMMON SHS	628464109	21674	1537177	DEFINED
MYKROLIS CORP	COMMON SHS	62852P103	4716	270725	DEFINED
MYKROLIS CORP	COMMON SHS	62852P103	21	1193	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	1825	90120	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	1453	71732	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	8003	395220	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	676	33401	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	8731	431146	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	134	6600	DEFINED
MYLAN LABORATORIES INC	COMMON SHS	628530107	1476	72900	DEFINED
MYOGEN INC	COMMON SHS	62856E104	1164	150000	DEFINED
MYOGEN INC	COMMON SHS	62856E104	50	6500	DEFINED
NBTY INC	COMMON SHS	628782104	71	2400	DEFINED
NBTY INC	COMMON SHS	628782104	49014	1667709	DEFINED
NCO GROUP INC	COMMON SHS	628858102	19946	747324	DEFINED
NCO GROUP INC	COMMON SHS	628858102	42138	1578800	DEFINED
NCO GROUP INC	CONVERTIBLE BD	628858AB8	5244	5000000	DEFINED
NS GROUP INC	COMMON SHS	628916108	1129	68700	DEFINED
NEC CORP	AMER DEP RECPT	629050204	105	14625	DEFINED
NII HOLDINGS INC	COMMON SHS	62913F201	8384	248851	DEFINED
NII HOLDINGS INC	COMMON SHS	62913F201	60058	1782651	DEFINED
NPS PHARMACEUTICALS INC	COMMON SHS	62936P103	840	40000	DEFINED
NPS PHARMACEUTICALS INC	COMMON SHS	62936P103	56159	2674260	DEFINED
NRG ENERGY INC	COMMON SHS	629377508	217870	8785082	DEFINED
NTL INC	COMMON SHS	62940M104	245694	4264034	DEFINED
NTL INC	COMMON SHS	62940M104	74	1278	DEFINED
NTL INC	COMMON SHS	62940M104	29627	514178	DEFINED
NVR INC	COMMON SHS	62944T105	968	2000	DEFINED
NVR INC	COMMON SHS	62944T105	53843	111200	DEFINED
NABI BIOPHARMACEUTICALS	COMMON SHS	629519109	172	12100	DEFINED
NABI BIOPHARMACEUTICALS	COMMON SHS	629519109	5369	377600	DEFINED
NACCO INDUSTRIES INC	COMMON SHS	629579103	39596	416800	DEFINED
NACCO INDUSTRIES INC	COMMON SHS	629579103	29	300	DEFINED
NASDAQ 100	OPEN END UT TR	631100104	1520	40243	DEFINED
NASHUA CORP	COMMON SHS	631226107	4603	475000	DEFINED
NATIONAL AUSTRALIA CAP SEC (UK) PLC	CONVERT PEF	632525309	4054	114320	DEFINED
NATIONAL CITY CORP	COMMON SHS	635405103	1063	30362	DEFINED
NATIONAL COMMERCE FINANCIAL CORP	COMMON SHS	63545P104	91549	2816900	DEFINED
NATIONAL COMMERCE FINANCIAL CORP	COMMON SHS	63545P104	2294	70579	DEFINED
NATIONAL COMMERCE FINANCIAL CORP	COMMON SHS	63545P104	15457	475600	DEFINED
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	6098	172884	DEFINED
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	11	300	DEFINED
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	18503	524600	DEFINED
NATIONAL GRID TRANSCO PLC	AMER DEP RECPT	636274102	9143	233416	DEFINED
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	11421	372623	DEFINED
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	14	450	DEFINED
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	60848	1985252	DEFINED
NATIONAL OILWELL INC	COMMON SHS	637071101	31	1000	DEFINED
NATIONAL OILWELL INC	COMMON SHS	637071101	1329	42200	DEFINED
NATIONAL RV HOLDINGS INC	COMMON SHS	637277104	3860	261700	DEFINED
NATIONAL WESTERN LIFE INSURANCE CO	COMMON SHS	638522102	23033	150000	DEFINED
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	98190	2610750	DEFINED
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	70	1852	DEFINED
NATIONWIDE HEALTH PROPERTIES INC	REAL EST INV TR	638620104	338	17900	DEFINED

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

NAVIGANT CONSULTING INC	COMMON SHS	63935N107	8385	391069	DEFINED
NEIGHBORCARE INC	COMMON SHS	64015Y104	11020	351729	DEFINED
NEIGHBORCARE INC	COMMON SHS	64015Y104	1319	42100	DEFINED
NEKTAR THERAPEUTIC	COMMON SHS	640268108	13908	696800	DEFINED
NEKTAR THERAPEUTIC	COMMON SHS	640268108	12074	604900	DEFINED
NEOSE TECHNOLOGIES INC	COMMON SHS	640522108	2475	297100	DEFINED
NEOPHARM INC	COMMON SHS	640919106	775	75000	DEFINED
NETFLIX COM INC	COMMON SHS	64110L106	482	13400	DEFINED
NETFLIX COM INC	COMMON SHS	64110L106	31931	888194	DEFINED
NETIQ CORP	COMMON SHS	64115P102	17816	1349710	DEFINED
NETIQ CORP	COMMON SHS	64115P102	26	2000	DEFINED
NETIQ CORP	COMMON SHS	64115P102	38539	2919600	DEFINED
NETWORK APPLIANCE INC	COMMON SHS	64120L104	364	16900	DEFINED
NETWORK APPLIANCE INC	COMMON SHS	64120L104	86544	4019700	DEFINED
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	1296	25000	DEFINED
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	20864	402400	DEFINED
NEW IRELAND FUND INC	CLOSE END MUT F	645673104	2122	135000	DEFINED
NEW YORK TIMES CO	COMMON SHS	650111107	9875	220860	DEFINED
NEW YORK TIMES CO	COMMON SHS	650111107	9340	208900	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	47	2000	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	839	35700	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	1543	65675	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	7091	301764	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	723	30757	DEFINED
NEWELL RUBBERMAID INC	COMMON SHS	651229106	10913	464400	DEFINED
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	45	800	DEFINED
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	81308	1458700	DEFINED
NEWMONT MINING CORP	COMMON SHS	651639106	492403	12703894	DEFINED
NEWMONT MINING CORP	COMMON SHS	651639106	1404	36219	DEFINED
NEWMONT MINING CORP	COMMON SHS	651639106	38408	990914	DEFINED
NEWPORT CORP	COMMON SHS	651824104	9856	609500	DEFINED
NEWPORT CORP	COMMON SHS	651824104	61	3800	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	2201	62128	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	1452	41000	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	36343	1026060	DEFINED
NEWS CORP LTD	AMER DEP RECPT	652487703	5639	159200	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	1508	45870	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	44226	1345061	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	8175	248619	DEFINED
NEWS CORP LTD	DEP RCPT PFD	652487802	6583	200201	DEFINED
NEXTERA ENTERPRISES INC	COMMON SHS	65332E101	48	100875	DEFINED
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	905	33930	DEFINED
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	2	85	DEFINED
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	1626	61002	DEFINED
NEXTEL COMMUNICATIONS INC	COMMON SHS	65332V103	92498	3469531	DEFINED
NEXTEL COMMUNICATIONS INC	CONVERTIBLE BD	65332VAY9	58650	60000000	DEFINED
NEXTEL PARTNERS INC	COMMON SHS	65333F107	6627	416300	DEFINED
NEXEN INC	ORDINARY SHS	65334H102	163004	3134700	DEFINED
NICOR INC	COMMON SHS	654086107	20	600	DEFINED
NICOR INC	COMMON SHS	654086107	22998	677000	DEFINED
NIKE INC	COMMON SHS	654106103	13040	172150	DEFINED
NIKE INC	COMMON SHS	654106103	12597	166302	DEFINED
NIKE INC	COMMON SHS	654106103	23	300	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	4062	151353	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	16334	608587	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	15591	580882	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	208	7745	DEFINED
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	123	4575	DEFINED
NISOURCE INC	COMMON SHS	65473P105	3055	148142	DEFINED
NISOURCE INC	COMMON SHS	65473P105	285	13803	DEFINED
NISOURCE INC	COMMON SHS	65473P105	225214	10922099	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	333	22900	DEFINED

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

NOKIA CORP	AMER DEP RECPT	654902204	2355	161944	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	19414	1335210	DEFINED
NOKIA CORP	AMER DEP RECPT	654902204	67209	4622328	DEFINED
NOBLE ENERGY INC	COMMON SHS	655044105	31	600	DEFINED
NOBLE ENERGY INC	COMMON SHS	655044105	2652	52000	DEFINED
RELIANT ENERGY RESOURCES	CONVERTIBLE BD	655419AC3	10	10000	DEFINED
NORANDA INC	ORDINARY SHS	655422103	136649	5956800	DEFINED
NORANDA INC	ORDINARY SHS	655422103	49	2147	DEFINED
NORANDA INC	COMMON SHS	655422103	82	4800	DEFINED
NORDSTROM INC	COMMON SHS	655664100	1585	37206	DEFINED
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	36030	1358600	DEFINED
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	26878	1013500	DEFINED
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	3465	130673	DEFINED
NORSK HYDRO ASA	AMER DEP RECPT	656531605	16255	248351	DEFINED
NORSK HYDRO ASA	AMER DEP RECPT	656531605	39	600	DEFINED
NORTEL INVERSORA SA	AMER DEP RECPT	656567401	2887	524000	DEFINED
NORTEL NETWORKS CORP	COMMON SHS	656568102	262	52575	DEFINED
NORTEL NETWORKS CORP	COMMON SHS	656568102	3404	682100	DEFINED
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	251405	261200000	DEFINED
NORTH AMERICAN PALLADIUM LTD	ORDINARY SHS	656912102	5863	501500	DEFINED
NORTH FORK BANCORP INC	COMMON SHS	659424105	8041	211320	DEFINED
NORTHEAST UTILITIES	COMMON SHS	664397106	34073	1750000	DEFINED
NORTHEAST UTILITIES	COMMON SHS	664397106	76	3900	DEFINED
NORTHERN TRUST CORP	COMMON SHS	665859104	468	11063	DEFINED
NORTHGATE MINERALS CORP	ORDINARY SHS	666416102	2704	1300000	DEFINED
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	188398	3508340	DEFINED
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	53700	1000000	DEFINED
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	13956	259892	DEFINED
NORTHWEST AIRLINES CORP	COMMON SHS	667280101	5560	500000	DEFINED
NORTHWEST NATURAL GAS CO	COMMON SHS	667655104	229	7500	DEFINED
NORTHWEST PIPE COMPANY	COMMON SHS	667746101	5877	333000	DEFINED
NOVA CHEMICALS CORP	COMMON SHS	66977W109	14349	467688	DEFINED
NOVA CHEMICALS CORP	COMMON SHS	66977W109	15	520	DEFINED
NOVA CHEMICALS CORP	COMMON SHS	66977W109	36614	1265600	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	5852	131510	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	5453	122543	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	6319	142000	DEFINED
NOVARTIS AG	AMER DEP RECPT	66987V109	1340	30122	DEFINED
NUANCE COMMUNICATIONS INC	COMMON SHS	669967101	6465	1417800	DEFINED
NOVELL INC	COMMON SHS	670006105	143	17000	DEFINED
NOVELLUS SYSTEMS INC	COMMON SHS	670008101	267	8500	DEFINED
NOVELLUS SYSTEMS INC	COMMON SHS	670008101	3175	101000	DEFINED
NU SKIN ENTERPRISES INC- CLASS A- P.I.	COMMON SHS	67018T105	6545	275000	DEFINED
NSTAR	COMMON SHS	67019E107	391	8160	DEFINED
NSTAR	COMMON SHS	67019E107	742	15500	DEFINED
NUCOR CORP	COMMON SHS	670346105	120352	1567900	DEFINED
NUCOR CORP	COMMON SHS	670346105	246	3200	DEFINED
NUCOR CORP	COMMON SHS	670346105	4681	60980	DEFINED
NUVEEN PREMIUM INCOME MUNICIPAL FUND 4	CLOSE END MUT F	6706K4105	290	25000	DEFINED
NUVELO INC	COMMON SHS	67072M301	5657	588065	DEFINED
NUVEEN NEW JERSEY PREMIUM INCOME MUNIC	CLOSE END MUT F	67101N106	179	12598	DEFINED
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	1	11	DEFINED
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	135975	1930370	DEFINED
OSI PHARMACEUTICALS INC	CONVERTIBLE BD	671040AB9	6384	4500000	DEFINED
OSI SYS INC	COMMON SHS	671044105	257	12900	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	2178	45000	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	26388	545100	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	4	89	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	269	5550	DEFINED
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	3902	80600	DEFINED
OCEANEERING INTERNATIONAL INC	COMMON SHS	675232102	7213	210600	DEFINED
OCEANEERING INTERNATIONAL INC	COMMON SHS	675232102	48	1400	DEFINED

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

OFFSHORE LOGISTICS INC	COMMON SHS	676255102	34444	1224900	DEFINED
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	11	386	DEFINED
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	449	15950	DEFINED
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	8453	552500	DEFINED
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	10319	674452	DEFINED
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	40306	2634400	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	189142	7973950	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	309864	13063416	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	2504	105561	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	71	3000	DEFINED
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	38026	1603118	DEFINED
OMNICARE INC	COMMON SHS	681904108	11	250	DEFINED
OMNICARE INC	COMMON SHS	681904108	1289	30100	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	329	4330	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	93681	1234435	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	1099	14476	DEFINED
OMNICOM GROUP INC	COMMON SHS	681919106	20551	270800	DEFINED
OMNICARE INC	PREFERRED	68214L201	500	10000	DEFINED
ONEOK INC	COMMON SHS	682680103	73	3300	DEFINED
ONEOK INC	COMMON SHS	682680103	116828	5312800	DEFINED
VIMPEL COMMUNICATIONS	AMER DEP RECPT	68370R109	22517	233460	DEFINED
ORACLE CORP	COMMON SHS	68389X105	342	28640	DEFINED
ORACLE CORP	COMMON SHS	68389X105	5965	500000	DEFINED
ORACLE CORP	COMMON SHS	68389X105	14201	1190333	DEFINED
ORACLE CORP	COMMON SHS	68389X105	24704	2070785	DEFINED
OSHKOSH B'GOSH INC	COMMON SHS	688222207	8814	353000	DEFINED
OSHKOSH TRUCK CORP	COMMON SHS	688239201	27509	480000	DEFINED
OSHKOSH TRUCK CORP	COMMON SHS	688239201	344	6000	DEFINED
OSHKOSH TRUCK CORP	COMMON SHS	688239201	79174	1381500	DEFINED
OVERLAND STORAGE INC	COMMON SHS	690310107	11481	863900	DEFINED
OVERNITE CORP	COMMON SHS	690322102	103	3500	DEFINED
OVERNITE CORP	COMMON SHS	690322102	4210	143200	DEFINED
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	82157	1861700	DEFINED
OWENS & MINOR INC	COMMON SHS	690732102	12820	494974	DEFINED
OWENS & MINOR INC	COMMON SHS	690732102	186	7200	DEFINED
OXFORD FINANCIAL	COMMON SHS	69144T108	625	500000	DEFINED
PG&E CORP	COMMON SHS	69331C108	9	327	DEFINED
PG&E CORP	COMMON SHS	69331C108	13972	500087	DEFINED
PMC-SIERRA INC	COMMON SHS	69344F106	145	10100	DEFINED
PMI GROUP INC	COMMON SHS	69344M101	55553	1276500	DEFINED
PMI GROUP INC	COMMON SHS	69344M101	24279	557871	DEFINED
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	5197	97900	DEFINED
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	2496	47017	DEFINED
POSCO	AMER DEP RECPT	693483109	7783	232264	DEFINED
POSCO	AMER DEP RECPT	693483109	20887	623310	DEFINED
POSCO	AMER DEP RECPT	693483109	8223	245404	DEFINED
POSCO	AMER DEP RECPT	693483109	16211	483760	DEFINED
POSCO	AMER DEP RECPT	693483109	27	800	DEFINED
PNM RESOURCES INC	COMMON SHS	69349H107	38701	1863300	DEFINED
PNM RESOURCES INC	COMMON SHS	69349H107	1966	94650	DEFINED
PNM RESOURCES INC	COMMON SHS	69349H107	171	8250	DEFINED
PPG INDUSTRIES INC	COMMON SHS	693506107	91	1450	DEFINED
PPG INDUSTRIES INC	COMMON SHS	693506107	1491	23863	DEFINED
PPL CORP	COMMON SHS	69351T106	1274	27760	DEFINED
PPL CORP	COMMON SHS	69351T106	198	4321	DEFINED
PPL CORP	COMMON SHS	69351T106	212930	4638999	DEFINED
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	5894	1077431	DEFINED
PRG-SCHULTZ INTERNATIONAL INC	COMMON SHS	69357C107	16255	2971600	DEFINED
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	188	4660	DEFINED
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	402	10000	DEFINED
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	34808	865000	DEFINED
PACCAR INC	COMMON SHS	693718108	204	3525	DEFINED

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

PACCAR INC	COMMON SHS	693718108	19642	338706	DEFINED
PACER INTERNATIONAL INC	COMMON SHS	69373H106	5784	312654	DEFINED
PACER INTERNATIONAL INC	COMMON SHS	69373H106	19	1000	DEFINED
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	370	13159	DEFINED
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	1593	41200	DEFINED
PACIFICARE HEALTH SYSTEMS INC	CONVERTIBLE BD	695112AG7	3893	2000000	DEFINED
PACTIV CORP	COMMON SHS	695257105	67	2694	DEFINED
PACTIV CORP	COMMON SHS	695257105	47435	1901945	DEFINED
PACTIV CORP	COMMON SHS	695257105	34	1370	DEFINED
PALL CORP	COMMON SHS	696429307	592	22607	DEFINED
PALL CORP	COMMON SHS	696429307	13095	500000	DEFINED
PALL CORP	COMMON SHS	696429307	561	21423	DEFINED
PALL CORP	COMMON SHS	696429307	185501	7082907	DEFINED
PANERA BREAD CO	COMMON SHS	69840W108	137	3825	DEFINED
PANERA BREAD CO	COMMON SHS	69840W108	19146	533600	DEFINED
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	9887	1977419	DEFINED
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	11910	601503	DEFINED
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	17822	900100	DEFINED
PARKER HANNIFIN CORP	COMMON SHS	701094104	827	13910	DEFINED
PARKER HANNIFIN CORP	COMMON SHS	701094104	5	81	DEFINED
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	73	1640	DEFINED
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	13557	305000	DEFINED
PATTERSON COS INC	COMMON SHS	703395103	6623	86590	DEFINED
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	37	1100	DEFINED
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	39852	1192810	DEFINED
PAYCHEX INC	COMMON SHS	704326107	597	17630	DEFINED
PAYCHEX INC	COMMON SHS	704326107	18412	543455	DEFINED
PAYCHEX INC	COMMON SHS	704326107	98446	2905727	DEFINED
PEABODY ENERGY CORP	COMMON SHS	704549104	105597	1886000	DEFINED
PEABODY ENERGY CORP	COMMON SHS	704549104	1027	18350	DEFINED
PEABODY ENERGY CORP	COMMON SHS	704549104	118765	2121184	DEFINED
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	7991	114400	DEFINED
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	42	600	DEFINED
PENN AMERICA GROUP INC	COMMON SHS	707247102	3920	280000	DEFINED
PENN NATIONAL GAMING INC	COMMON SHS	707569109	26719	804800	DEFINED
PENN TRAFFIC CO	COMMON SHS	707832200	47	389598	DEFINED
PENN VIRGINIA RESOURCES PARTNERS LP	LTD PARTNERSHIP	707884102	361	10100	DEFINED
PENNEY JC CO INC	COMMON SHS	708160106	1799	47634	DEFINED
PENNSYLVANIA REAL ESTATE INVESTMENT TR	REAL EST INV TR	709102107	125	3660	DEFINED
PENNSYLVANIA REAL ESTATE INVESTMENT TR	REAL EST INV TR	709102107	522	15250	DEFINED
PENNSYLVANIA REAL ESTATE INVESTMENT TR	REAL EST INV TR	709102107	0	0	DEFINED
PENTAIR INC	COMMON SHS	709631105	43470	1292200	DEFINED
PEOPLES BANCORP INC	COMMON SHS	709789101	21973	826347	DEFINED
PEOPLES BANCORP INC	COMMON SHS	709789101	72	2700	DEFINED
PEOPLES ENERGY CORP	COMMON SHS	711030106	221	5249	DEFINED
PEOPLES FINANCIAL CORP	COMMON SHS	71103B102	185	10752	DEFINED
PEOPLESOFT INC	COMMON SHS	712713106	409	22100	DEFINED
PEOPLESOFT INC	COMMON SHS	712713106	2940	158925	DEFINED
PEOPLESOFT INC	COMMON SHS	712713106	110080	5950279	DEFINED
PEP BOYS-MANNY MOE & JACK	COMMON SHS	713278109	8416	332000	DEFINED
PEP BOYS-MANNY MOE & JACK	COMMON SHS	713278109	51	2000	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	40	2200	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	249	13600	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	1765	96529	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	626	34240	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	90	4931	DEFINED
PEPCO HOLDINGS INC	COMMON SHS	713291102	148315	8113500	DEFINED
PEPSIAMERICAS INC	COMMON SHS	71343P200	550	25900	DEFINED
PEPSICO INC	COMMON SHS	713448108	404	7500	DEFINED
PEPSICO INC	COMMON SHS	713448108	124	2300	DEFINED
PEPSICO INC	COMMON SHS	713448108	99840	1853002	DEFINED
PEPSICO INC	COMMON SHS	713448108	13754	255264	DEFINED

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

PERFORMANCE FOOD GROUP CO	COMMON SHS	713755106	268	10100	DEFINED
PERFORMANCE FOOD GROUP CO	COMMON SHS	713755106	7405	279000	DEFINED
PERFORMANCE FOOD GROUP CO	CONVERTIBLE BD	713755AA4	5693	5500000	DEFINED
PERICOM SEMICONDUCTOR CORP	COMMON SHS	713831105	1432	133687	DEFINED
PERICOM SEMICONDUCTOR CORP	COMMON SHS	713831105	10755	1004205	DEFINED
PERKINELMER INC	COMMON SHS	714046109	603	30112	DEFINED
PETCO ANIMAL SUPPLIES INC	COMMON SHS	716016209	5065	157250	DEFINED
PETCO ANIMAL SUPPLIES INC	COMMON SHS	716016209	39	1200	DEFINED
PETRO-CANADA	ORDINARY SHS	71644E102	147337	2555712	DEFINED
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	3843	83000	DEFINED
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	5459	117900	DEFINED
PETROBRAS ENERGIA PARTICIPACIONES SA	AMER DEP RECPT	71646M102	2108	216034	DEFINED
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	3572	150000	DEFINED
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	77	3254	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	20198	801511	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	49	1940	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	712	28240	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	15	600	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	2203	87430	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	8292	295400	DEFINED
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	44912	1600000	DEFINED
PETROLEUM HELICOPTERS INC	COMMON SHS	716604103	1831	95100	DEFINED
PETROLEUM HELICOPTERS INC	COMMON SHS	716604202	4464	230000	DEFINED
PETROQUEST ENERGY INC	COMMON SHS	716748108	4223	989108	DEFINED
PETSMART INC	COMMON SHS	716768106	50461	1555040	DEFINED
PFIZER INC	COMMON SHS	717081103	13573	395951	DEFINED
PFIZER INC	COMMON SHS	717081103	355451	10369039	DEFINED
PFIZER INC	COMMON SHS	717081103	15949	465266	DEFINED
PFIZER INC	COMMON SHS	717081103	3572	104188	DEFINED
PFIZER INC	COMMON SHS	717081103	115524	3370000	DEFINED
PFIZER INC	COMMON SHS	717081103	4205	122678	DEFINED
PFIZER INC	COMMON SHS	717081103	68560	2000000	DEFINED
PFIZER INC	COMMON SHS	717081103	23812	694636	DEFINED
PFIZER INC	COMMON SHS	717081103	201280	5871639	DEFINED
PFIZER INC	COMMON SHS	717081103	370303	10802297	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	15869	499500	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	17955	565169	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	73	2300	DEFINED
PHARMACEUTICAL PRODUCT DEVELOPMENT INC	COMMON SHS	717124101	73954	2327800	DEFINED
PHARMION CORP	COMMON SHS	71715B409	734	15000	DEFINED
PHARMION CORP	COMMON SHS	71715B409	83	1700	DEFINED
PHARMION CORP	COMMON SHS	71715B409	14094	288100	DEFINED
PHELPS DODGE CORP	COMMON SHS	717265102	574	7410	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	2329	111643	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	261	12530	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	2771	132850	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	AMER DEP RECPT	718252604	19997	958625	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	CONVERT PREF	718252703	14	300	DEFINED
PHILIPPINE LONG DISTANCE TELEPHONE CO	CONVERT PREF	718252703	1706	37300	DEFINED
PHOTON DYNAMICS INC	COMMON SHS	719364101	263	7500	DEFINED
PHOTON DYNAMICS INC	COMMON SHS	719364101	17275	492600	DEFINED
PHOTRONICS INC	COMMON SHS	719405102	10059	531100	DEFINED
PHOTRONICS INC	COMMON SHS	719405102	64	3400	DEFINED
PIER 1 IMPORTS INC	COMMON SHS	720279108	12126	685500	DEFINED
PIER 1 IMPORTS INC	COMMON SHS	720279108	55364	3129700	DEFINED
PINNACLE SYSTEMS INC	COMMON SHS	723481107	532	74393	DEFINED
PINNACLE SYSTEMS INC	COMMON SHS	723481107	10098	1412300	DEFINED
PINNACLE SYSTEMS INC	COMMON SHS	723481107	62	8700	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	2300	56950	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	3645	90243	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	117	2900	DEFINED
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	166439	4120800	DEFINED

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

PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	5613	160000	DEFINED
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	2000	57000	DEFINED
PITNEY BOWES INC	COMMON SHS	724479100	5127	115871	DEFINED
PITNEY BOWES INC	COMMON SHS	724479100	2710	61245	DEFINED
PITNEY BOWES INC	COMMON SHS	724479100	20081	453800	DEFINED
PIXAR INC	COMMON SHS	725811103	19	275	DEFINED
PIXAR INC	COMMON SHS	725811103	4171	60000	DEFINED
PLACER DOME INC	ORDINARY SHS	725906101	30858	1377600	DEFINED
PLACER DOME INC	COMMON SHS	725906101	125	7500	DEFINED
PLACER DOME INC	COMMON SHS	725906101	44581	2679155	DEFINED
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	18739	575169	DEFINED
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	4788	146951	DEFINED
POGO PRODUCING CO	COMMON SHS	730448107	741	15000	DEFINED
POLARIS INDUSTRIES INC	COMMON SHS	731068102	86	1800	DEFINED
POLARIS INDUSTRIES INC	COMMON SHS	731068102	6595	137400	DEFINED
POLO RALPH LAUREN CORP	COMMON SHS	731572103	62	1800	DEFINED
POLO RALPH LAUREN CORP	COMMON SHS	731572103	74421	2160271	DEFINED
POLYONE CORP	COMMON SHS	73179P106	10416	1400000	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	78	7162	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	26278	2424177	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	76	6978	DEFINED
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	1789	165016	DEFINED
POTLATCH CORP	COMMON SHS	737628107	58583	1406900	DEFINED
POTLATCH CORP	COMMON SHS	737628107	17	404	DEFINED
POWELL INDUSTRIES INC	COMMON SHS	739128106	3770	220700	DEFINED
PRAXAIR INC	COMMON SHS	74005P104	125317	3140000	DEFINED
PRAXAIR INC	COMMON SHS	74005P104	176	4400	DEFINED
PRAXAIR INC	COMMON SHS	74005P104	9699	243034	DEFINED
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	21151	331887	DEFINED
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	3827	60058	DEFINED
PRECISION DRILLING CORP	COMMON SHS	74022D100	1013	21100	DEFINED
PREMCO INC	COMMON SHS	74045Q104	15432	411519	DEFINED
PREMIER FARNELL PLC	AMER DEP RECPT	74050U107	142	15500	DEFINED
PRESIDENTIAL LIFE CORP	COMMON SHS	740884101	15400	854600	DEFINED
PRIDE INTERNATIONAL INC	COMMON SHS	74153Q102	9234	539705	DEFINED
PRIME HOSPITALITY CORP	COMMON SHS	741917108	862	81207	DEFINED
PRIME HOSPITALITY CORP	COMMON SHS	741917108	7464	702800	DEFINED
PRIME HOSPITALITY CORP	COMMON SHS	741917108	21365	2011800	DEFINED
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	26509	762200	DEFINED
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	97	2795	DEFINED
PRINTRONIX INC	COMMON SHS	742578107	1918	130000	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	273	5020	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	94007	1726800	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	3	50	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	20089	369012	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	86648	1591617	DEFINED
PROCTER & GAMBLE CO	COMMON SHS	742718109	38620	709399	DEFINED
PROGRESS ENERGY INC	COMMON SHS	743263105	3671	83344	DEFINED
PROGRESS ENERGY INC	COMMON SHS	743263105	259939	5901000	DEFINED
PROGRESSIVE CORP	COMMON SHS	743315103	5	55	DEFINED
PROGRESSIVE CORP	COMMON SHS	743315103	239	2800	DEFINED
PROLOGIS	REAL EST INV TR	743410102	283	8589	DEFINED
PROLOGIS	REAL EST INV TR	743410102	2635	80045	DEFINED
PROLOGIS	REAL EST INV TR	743410102	53617	1628700	DEFINED
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	4014	164837	DEFINED
PROTECTIVE LIFE CORP	COMMON SHS	743674103	5897	152500	DEFINED
PROTECTIVE LIFE CORP	COMMON SHS	743674103	81	2100	DEFINED
PROTECTIVE LIFE CORP	COMMON SHS	743674103	3523	91100	DEFINED
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	1339	70000	DEFINED
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	23262	1216000	DEFINED
PROVIDENCE & WORCHESTER RAILROAD CO	COMMON SHS	743737108	2153	205000	DEFINED
PROVIDENCE SERVICE CORP	COMMON SHS	743815102	517	27500	DEFINED

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

PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	191	13050	DEFINED
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	93622	6381839	DEFINED
PROVIDIAN FINANCIAL CORP	CONVERTIBLE BD	74406AAC6	319	250000	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	67382	1450000	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	177796	3826036	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	181	3900	DEFINED
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	686	14771	DEFINED
PSYCHIATRIC SOLUTIONS INC	COMMON SHS	74439H108	905	36300	DEFINED
PUBLIC SERVICE ENTERPRISE GROUP INC	COMMON SHS	744573106	2707	67631	DEFINED
PUBLIC SERVICE ENTERPRISE GROUP INC	COMMON SHS	744573106	142307	3555000	DEFINED
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	181	3925	DEFINED
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	232	5042	DEFINED
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	30721	667700	DEFINED
PUGET ENERGY INC	COMMON SHS	745310102	118	5400	DEFINED
PUGET ENERGY INC	COMMON SHS	745310102	135010	6162041	DEFINED
PULTE HOMES INC	COMMON SHS	745867101	67639	1300000	DEFINED
PUTNAM MASTER INTER INCOME TR	OPEN END MUT FD	746909100	76	12000	DEFINED
PUTNAM MUNICIPAL OPPORTUNITIES TRUST	CLOSE END MUT F	746922103	364	30000	DEFINED
QUALCOMM INC	COMMON SHS	747525103	461	6310	DEFINED
QUALCOMM INC	COMMON SHS	747525103	78	1071	DEFINED
QUALCOMM INC	COMMON SHS	747525103	24212	331767	DEFINED
QUALCOMM INC	COMMON SHS	747525103	94668	1297182	DEFINED
QUANEX CORP	COMMON SHS	747620102	10724	220200	DEFINED
QUANEX CORP	COMMON SHS	747620102	63	1300	DEFINED
QUEBECOR WORLD INC	COMMON SHS	748203106	9541	434073	DEFINED
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	16029	188693	DEFINED
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	19857	233748	DEFINED
QUEST SOFTWARE INC	COMMON SHS	74834T103	9307	721493	DEFINED
QUEST SOFTWARE INC	COMMON SHS	74834T103	46386	3595800	DEFINED
QUESTAR CORP	COMMON SHS	748356102	701	18133	DEFINED
QUICKSILVER RES INC	COMMON SHS	74837R104	13461	200700	DEFINED
QUICKSILVER RES INC	COMMON SHS	74837R104	161	2400	DEFINED
QUIKSILVER INC	COMMON SHS	74838C106	25731	1080700	DEFINED
QUINENCO SA	AMER DEP RECPT	748718103	878	103803	DEFINED
QWEST COMMUNICATIONS INTERNATIONAL INC	COMMON SHS	749121109	28	7731	DEFINED
QWEST COMMUNICATIONS INTERNATIONAL INC	COMMON SHS	749121109	1020	284023	DEFINED
R.H. DONNELLEY CORP	COMMON SHS	74955W307	15	340	DEFINED
R.H. DONNELLEY CORP	COMMON SHS	74955W307	219	5012	DEFINED
RLI CORPORATION	COMMON SHS	749607107	59394	1627236	DEFINED
RLI CORPORATION	COMMON SHS	749607107	219	6000	DEFINED
RPM INTERNATIONAL INC	COMMON SHS	749685103	17690	1163800	DEFINED
RPM INTERNATIONAL INC	COMMON SHS	749685103	12629	830848	DEFINED
RPM INTERNATIONAL INC	COMMON SHS	749685103	1281	84270	DEFINED
RSA SECURITY INC	COMMON SHS	749719100	20767	1014510	DEFINED
RSA SECURITY INC	COMMON SHS	749719100	70284	3433500	DEFINED
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	9058	567900	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	35925	750000	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	3449	72000	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	364	7600	DEFINED
RADIAN GROUP INC	COMMON SHS	750236101	4021	83954	DEFINED
RADIO ONE INC	COMMON SHS	75040P108	31	1900	DEFINED
RADIO ONE INC	COMMON SHS	75040P108	1157	71800	DEFINED
RADIO ONE INC	COMMON SHS	75040P405	18046	1127200	DEFINED
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	98	4065	DEFINED
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	14553	600600	DEFINED
RANDGOLD RESOURCES LTD	AMER DEP RECPT	752344309	8799	997600	DEFINED
RANDGOLD & EXPLORATION CO LTD	AMER DEP RECPT	753009307	2085	834060	DEFINED
RARE HOSPITALITY INTERNATIONAL INC	COMMON SHS	753820109	6613	265600	DEFINED
RARE HOSPITALITY INTERNATIONAL INC	COMMON SHS	753820109	45	1800	DEFINED
RAYTHEON CO	COMMON SHS	755111507	67	1870	DEFINED
RAYTHEON CO	COMMON SHS	755111507	175428	4904341	DEFINED
RAYTHEON CO	COMMON SHS	755111507	5799	162120	DEFINED

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

RAYTHEON CO	COMMON SHS	755111507	3665	102452	DEFINED
RAYTHEON CO	COMMON SHS	755111507	4500	125813	DEFINED
RAYTHEON CO	COMMON SHS	755111507	21462	600000	DEFINED
RAYTHEON CO	COMMON SHS	755111507	6454	180441	DEFINED
RAYTHEON CO	COMMON SHS	755111507	31900	891820	DEFINED
REALNETWORKS INC	COMMON SHS	75605L104	0	50	DEFINED
REALNETWORKS INC	COMMON SHS	75605L104	1341	196100	DEFINED
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	92	3355	DEFINED
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	55	2000	DEFINED
RECKSON ASSOCIATES REALTY CORP	REAL EST INV TR	75621K106	3842	139900	DEFINED
RECKSON ASSOCIATES REALTY CORP	CONVERT PREF	75621K205	47250	1800000	DEFINED
RED HAT INC	COMMON SHS	756577102	246	10700	DEFINED
RED HAT INC	COMMON SHS	756577102	34684	1509985	DEFINED
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	274	10000	DEFINED
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	4990	182300	DEFINED
REDWOOD TRUST INC	REAL EST INV TR	758075402	6682	120000	DEFINED
REEBOK INTERNATIONAL LTD	COMMON SHS	758110100	61	1700	DEFINED
REEBOK INTERNATIONAL LTD	COMMON SHS	758110100	19800	550300	DEFINED
REED ELSEVIER NV	AMER DEP RECPT	758204101	17154	603372	DEFINED
REED ELSEVIER NV	AMER DEP RECPT	758204101	9	300	DEFINED
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	1046	57800	DEFINED
REGENCY CENTERS CORP	REAL EST INV TR	758849103	140	3265	DEFINED
REGENCY CENTERS CORP	REAL EST INV TR	758849103	24453	570000	DEFINED
REGENERATION TECHNOLOGIES INC	COMMON SHS	75886N100	916	85400	DEFINED
REGIS CORP	COMMON SHS	758932107	348	7800	DEFINED
REGIS CORP	COMMON SHS	758932107	17386	389900	DEFINED
REGIONS FINANCIAL CORP	COMMON SHS	758940100	613	16780	DEFINED
REHABCARE GROUP INC	COMMON SHS	759148109	9747	366016	DEFINED
REHABCARE GROUP INC	COMMON SHS	759148109	19650	737900	DEFINED
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	65097	1614500	DEFINED
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	3	81	DEFINED
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	14052	348500	DEFINED
REPSOL YPF SA	AMER DEP RECPT	76026T205	16157	739124	DEFINED
REPSOL YPF SA	AMER DEP RECPT	76026T205	20090	919049	DEFINED
REPSOL YPF SA	AMER DEP RECPT	76026T205	154	7050	DEFINED
REPUBLIC SERVICES INC	COMMON SHS	760759100	181186	6260750	DEFINED
REPUBLIC SERVICES INC	COMMON SHS	760759100	168	5800	DEFINED
RESEARCH IN MOTION LTD	COMMON SHS	760975102	10	150	DEFINED
RESEARCH IN MOTION LTD	COMMON SHS	760975102	75654	1105400	DEFINED
RESMED INC	COMMON SHS	761152107	17630	345950	DEFINED
RESMED INC	COMMON SHS	761152107	10335	202800	DEFINED
RESOURCES CONNECTION INC	COMMON SHS	76122Q105	22252	568969	DEFINED
RESPIRONICS INC	COMMON SHS	761230101	2450	41700	DEFINED
RETEK INC	COMMON SHS	76128Q109	9174	1494200	DEFINED
REUTERS GROUP PLC	AMER DEP RECPT	76132M102	1363	33448	DEFINED
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	75744	3274700	DEFINED
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	42	1800	DEFINED
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	956	41341	DEFINED
R J REYNOLDS TOBACCO HOLDINGS INC	COMMON SHS	76182K105	311036	4601800	DEFINED
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	43	3000	DEFINED
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	210	14800	DEFINED
RIO TINTO PLC	AMER DEP RECPT	767204100	289	2950	DEFINED
RIO TINTO PLC	AMER DEP RECPT	767204100	912	9300	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	532	17880	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	8931	300000	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	2399	80600	DEFINED
ROBERT HALF INTL INC	COMMON SHS	770323103	115857	3891730	DEFINED
ROCKFORD CORP	COMMON SHS	77316P101	2588	575000	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	3726	99338	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	3751	100000	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	25	675	DEFINED
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	98445	2624500	DEFINED

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

ROCKWELL COLLINS INC	COMMON SHS	774341101	3332	100000	DEFINED
ROCKWELL COLLINS INC	COMMON SHS	774341101	26	775	DEFINED
ROCKWELL COLLINS INC	COMMON SHS	774341101	77252	2318500	DEFINED
ROHM & HAAS CO	COMMON SHS	775371107	1711	41149	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	129294	2272300	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	176	3100	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	173	3038	DEFINED
ROPER INDUSTRIES INC	COMMON SHS	776696106	14697	258300	DEFINED
ROSS STORES INC	COMMON SHS	778296103	1	20	DEFINED
ROSS STORES INC	COMMON SHS	778296103	3424	127968	DEFINED
ROSS STORES INC	COMMON SHS	778296103	61347	2292500	DEFINED
ROSTELECOM	AMER DEP RECPT	778529107	3313	256460	DEFINED
ROUSE CO	REAL EST INV TR	779273101	328	6905	DEFINED
ROUSE CO	REAL EST INV TR	779273101	512	10771	DEFINED
ROUSE CO	REAL EST INV TR	779273101	65161	1371800	DEFINED
ROWAN COMPANIES INC	COMMON SHS	779382100	13279	545800	DEFINED
ROWAN COMPANIES INC	COMMON SHS	779382100	63	2600	DEFINED
ROWAN COMPANIES INC	COMMON SHS	779382100	60894	2502841	DEFINED
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	863	14600	DEFINED
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	186041	3146307	DEFINED
ROYAL BANK OF CANADA	COMMON SHS	780087102	192	4320	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	9533	184500	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	3119	60360	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	437	8450	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	14468	280000	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	47900	927042	DEFINED
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	296989	5747811	DEFINED
KONINKLIJKE KPN NV	AMER DEP RECPT	780641205	237	30828	DEFINED
RUSSEL METALS INC	ORDINARY SHS	781903604	6343	576600	DEFINED
RUSS BERRIE & CO INC	COMMON SHS	782233100	34749	1788400	DEFINED
RUSSELL CORP	COMMON SHS	782352108	11455	637800	DEFINED
RYDER SYSTEMS INC	COMMON SHS	783549108	17111	427034	DEFINED
RYDER SYSTEMS INC	COMMON SHS	783549108	8	200	DEFINED
RYLAND GROUP INC	COMMON SHS	783764103	1728	22100	DEFINED
S & K FAMOUS BRANDS INC	COMMON SHS	783774102	4308	260000	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	26664	1099536	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	60767	2505870	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	17272	712240	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	43	1790	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	4250	175270	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	9268	382200	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	32545	1342047	DEFINED
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	199735	8236504	DEFINED
SBS TECHNOLOGIES INC	COMMON SHS	78387P103	1295	80600	DEFINED
SCI SYSTEMS INC	CONVERTIBLE BD	783890AF3	100674	107100000	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	10083	478200	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	258159	12243030	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	87195	4135147	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	11346	538092	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	22459	1065110	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	901	42730	DEFINED
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	43	2040	DEFINED
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	194	4135	DEFINED
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	1128	24100	DEFINED
SL GREEN REALTY CORP	REAL EST INV TR	78440X101	45312	968200	DEFINED
SLM CORP	COMMON SHS	78442P106	2894	71550	DEFINED
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	3592	31360	DEFINED
SPSS INC	COMMON SHS	78462K102	4416	245769	DEFINED
SR TELECOM INC	ORDINARY SHS	78464P208	495	101801	DEFINED
SR TELECOM INC	ORDINARY SHS	78464P208	1463	301069	DEFINED
SABRE HOLDINGS CORP	COMMON SHS	785905100	22168	800000	DEFINED
SABRE HOLDINGS CORP	COMMON SHS	785905100	7	238	DEFINED

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

SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	2035	95000	DEFINED
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	15587	727680	DEFINED
SAFEWAY INC	COMMON SHS	786514208	23730	936475	DEFINED
SAFEWAY INC	COMMON SHS	786514208	14	550	DEFINED
SAFEWAY INC	COMMON SHS	786514208	652	25715	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	56203	1415700	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	58867	1482803	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	151	3810	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	60	1500	DEFINED
ST JOE COMPANY	COMMON SHS	790148100	35730	900000	DEFINED
ST JUDE MEDICAL INC	COMMON SHS	790849103	2097	27723	DEFINED
ST JUDE MEDICAL INC	COMMON SHS	790849103	620	8195	DEFINED
ST JUDE MEDICAL INC	COMMON SHS	790849103	4025	53200	DEFINED
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	33446	825000	DEFINED
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	235320	5804647	DEFINED
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	5993	147841	DEFINED
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	9886	243856	DEFINED
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	27713	683600	DEFINED
ST PAUL TRAVELERS COMPANIES INC	CONVERT PREF	792860306	2854	38555	DEFINED
SAKS INC	COMMON SHS	79377W108	22626	1508400	DEFINED
SALEM COMMUNICATIONS CORP	COMMON SHS	794093104	552	20350	DEFINED
SALISBURY BANCORP INC	COMMON SHS	795226109	337	9310	DEFINED
SALIX PHARMACEUTICALS LTD	COMMON SHS	795435106	15490	470115	DEFINED
SAN PAOLO-IMI SPA	AMER DEP RECPT	799175104	2260	92743	DEFINED
SANDERS MORRIS HARRIS GROUP INC	COMMON SHS	80000Q104	269	18215	DEFINED
SANDISK CORP	COMMON SHS	80004C101	23	1080	DEFINED
SANDISK CORP	COMMON SHS	80004C101	516	23800	DEFINED
SANOFI SYNTHELABO SA	AMER DEP RECPT	80105N105	1810	56585	DEFINED
SANOFI SYNTHELABO SA	AMER DEP RECPT	80105N105	94	2950	DEFINED
SAP AG	AMER DEP RECPT	803054204	976	23334	DEFINED
SAP AG	AMER DEP RECPT	803054204	2609	62410	DEFINED
SAP AG	AMER DEP RECPT	803054204	13108	313520	DEFINED
SAP AG	AMER DEP RECPT	803054204	4202	100500	DEFINED
SARA LEE CORP	COMMON SHS	803111103	39	1690	DEFINED
SARA LEE CORP	COMMON SHS	803111103	775	33700	DEFINED
SARA LEE CORP	COMMON SHS	803111103	4644	202000	DEFINED
SARA LEE CORP	COMMON SHS	803111103	5990	260538	DEFINED
SARA LEE CORP	COMMON SHS	803111103	1890	82220	DEFINED
SARA LEE CORP	COMMON SHS	803111103	4413	191932	DEFINED
SARA LEE CORP	COMMON SHS	803111103	26673	1160200	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	155	8400	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	13813	746657	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	27629	1493478	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	2725	147276	DEFINED
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	946	51154	DEFINED
SAXON CAPITAL INC	COMMON SHS	80556P302	68665	3007685	DEFINED
SCANA CORP	COMMON SHS	80589M102	763	20972	DEFINED
SCANA CORP	COMMON SHS	80589M102	459	12621	DEFINED
HENRY SCHEIN INC	COMMON SHS	806407102	159	2520	DEFINED
HENRY SCHEIN INC	COMMON SHS	806407102	1099	17400	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1403	75909	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	33264	1800000	DEFINED
SCHERING-PLOUGH CORP	COMMON SHS	806605101	4831	261432	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	38	600	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	25404	400000	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	34964	550521	DEFINED
SCHLUMBERGER LTD	COMMON SHS	806857108	9541	150231	DEFINED
SCHOLASTIC CORP	COMMON SHS	807066105	4714	157400	DEFINED
SCHOLASTIC CORP	COMMON SHS	807066105	415	13866	DEFINED
CHARLES SCHWAB CORP	COMMON SHS	808513105	677	70485	DEFINED
SCIENTIFIC ATLANTA INC	COMMON SHS	808655104	816	23650	DEFINED
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	898	46924	DEFINED

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

SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	327	17072	DEFINED
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	1734	58758	DEFINED
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	170	5756	DEFINED
SCOTTS CO	COMMON SHS	810186106	8428	131934	DEFINED
SCOTTS CO	COMMON SHS	810186106	77	1200	DEFINED
EW SCRIPPS CO	COMMON SHS	811054204	249401	2375252	DEFINED
SEALED AIR CORP	COMMON SHS	81211K100	1257	23604	DEFINED
SEARS ROEBUCK & CO	COMMON SHS	812387108	1034	27386	DEFINED
SEATTLE GENETICS INC	COMMON SHS	812578102	3919	557400	DEFINED
SECURE COMPUTING CORP	COMMON SHS	813705100	10327	886400	DEFINED
SECURE COMPUTING CORP	COMMON SHS	813705100	66	5700	DEFINED
SEITEL INC	COMMON SHS	816074306	13	10415	DEFINED
SELECT MEDICAL CORP	COMMON SHS	816196109	6879	512600	DEFINED
SELECT MEDICAL CORP	COMMON SHS	816196109	19986	1489300	DEFINED
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	25922	650000	DEFINED
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	210	5259	DEFINED
SEMTECH CORP	COMMON SHS	816850101	23960	1017826	DEFINED
SEMTECH CORP	COMMON SHS	816850101	14515	616600	DEFINED
SEMTECH CORP	COMMON SHS	816850101	170545	7244900	DEFINED
SEMPRA ENERGY	COMMON SHS	816851109	1	21	DEFINED
SEMPRA ENERGY	COMMON SHS	816851109	260	7565	DEFINED
SEMPRA ENERGY	COMMON SHS	816851109	157552	4576000	DEFINED
SEMPRA ENERGY	CONVERT PREF	816851208	60250	2000000	DEFINED
SENECA FOODS CORP	COMMON SHS	817070105	2217	121500	DEFINED
SENECA FOODS CORP	COMMON SHS	817070501	4724	256600	DEFINED
SENIOR HOUSING PROPERTIES TRUST	REAL EST INV TR	81721M109	1295	77100	DEFINED
SEPRACOR INC	COMMON SHS	817315104	529	10000	DEFINED
SEPRACOR INC	COMMON SHS	817315104	21	400	DEFINED
SEPRACOR INC	COMMON SHS	817315104	9353	176800	DEFINED
SEROLOGICALS CORP	COMMON SHS	817523103	6149	307600	DEFINED
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	29	4000	DEFINED
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	665	90200	DEFINED
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	6251	848200	DEFINED
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	1311	177850	DEFINED
SERVICEMASTER CO	COMMON SHS	81760N109	495	40187	DEFINED
SHAW GROUP INC	COMMON SHS	820280105	18458	1822100	DEFINED
SHAW GROUP INC	COMMON SHS	820280105	2587	255400	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	592	13250	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	147793	3306320	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	19375	433443	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	5653	126460	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	5865	131200	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	297	6650	DEFINED
SHELL TRANSPORT & TRADING CO PLC	AMER DEP RECPT	822703609	36118	808000	DEFINED
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	392	9433	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	230	8590	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	18764	701738	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	14	525	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	7	250	DEFINED
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	23952	895720	DEFINED
SHUFFLE MASTER INC	COMMON SHS	825549108	9648	265700	DEFINED
SHUFFLE MASTER INC	COMMON SHS	825549108	2455	67600	DEFINED
SIEBEL SYSTEMS INC	COMMON SHS	826170102	161	15050	DEFINED
SIEMENS AG	AMER DEP RECPT	826197501	1016	14008	DEFINED
SIEMENS AG	AMER DEP RECPT	826197501	747	10300	DEFINED
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	11678	261256	DEFINED
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	60466	1352700	DEFINED
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	39606	5137000	DEFINED
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	3	432	DEFINED
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	13339	1730109	DEFINED
SIGMA-ALDRICH CORP	COMMON SHS	826552101	11922	200000	DEFINED
SIGMA-ALDRICH CORP	COMMON SHS	826552101	1992	33417	DEFINED

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

SIGMA-ALDRICH CORP	COMMON SHS	826552101	7451	125000	DEFINED
SIGMATEL INC	COMMON SHS	82661W107	15	500	DEFINED
SIGMATEL INC	COMMON SHS	82661W107	28819	991700	DEFINED
SILICON LABORATORIES INC	COMMON SHS	826919102	153	3300	DEFINED
SILICON LABORATORIES INC	COMMON SHS	826919102	42521	917400	DEFINED
SILICON VALLEY BANCSHARES	COMMON SHS	827064106	9417	237500	DEFINED
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	448	8710	DEFINED
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	9430	183385	DEFINED
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	81408	1583200	DEFINED
SINCLAIR BROADCAST GROUP INC	COMMON SHS	829226109	121	11738	DEFINED
SIRIUS SATELLITE RADIO INC	CONVERTIBLE BD	82966UAA1	1229	500000	DEFINED
SKYWEST INC	COMMON SHS	830879102	10140	582400	DEFINED
SKYWEST INC	COMMON SHS	830879102	14	800	DEFINED
SKYWEST INC	COMMON SHS	830879102	12225	702200	DEFINED
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	1325	23975	DEFINED
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	1525	27600	DEFINED
SMITH INTERNATIONAL INC	COMMON SHS	832110100	312	5600	DEFINED
SMITH INTERNATIONAL INC	COMMON SHS	832110100	27122	486400	DEFINED
SMITHWAY MOTOR XPRESS CORP	COMMON SHS	832653109	1323	430887	DEFINED
SMUCKER J M CO (THE)	COMMON SHS	832696405	1	14	DEFINED
SMUCKER J M CO (THE)	COMMON SHS	832696405	2310	50306	DEFINED
SMURFIT-STONE CONTAINER CORP	COMMON SHS	832727101	10	500	DEFINED
SMURFIT-STONE CONTAINER CORP	COMMON SHS	832727101	1019	51100	DEFINED
SOCIEDAD QUIMICA Y MINERA DE CHILE SA	DEP RCPT PFD	833635105	3534	86400	DEFINED
SOLECTRON CORP	COMMON SHS	834182107	51	7950	DEFINED
SOLECTRON CORP	COMMON SHS	834182107	556	85994	DEFINED
SOLECTRON CORP	COMMON SHS	834182107	4501	695713	DEFINED
SOLUTIA INC	COMMON SHS	834376105	342	1484900	DEFINED
SONOCO PRODUCTS CO	COMMON SHS	835495102	14076	552000	DEFINED
SONY CORP	AMER DEP RECPT	835699307	29558	776825	DEFINED
SONY CORP	AMER DEP RECPT	835699307	14767	388094	DEFINED
SONY CORP	AMER DEP RECPT	835699307	57	1500	DEFINED
SONY CORP	AMER DEP RECPT	835699307	36	950	DEFINED
SONY CORP	AMER DEP RECPT	835699307	14651	385035	DEFINED
SOUTH JERSEY INDUSTRIES INC	COMMON SHS	838518108	424	9637	DEFINED
SOUTHERN CO	COMMON SHS	842587107	1975	67750	DEFINED
SOUTHERN CO	COMMON SHS	842587107	310348	10646600	DEFINED
SOUTHTRUST CORP	COMMON SHS	844730101	367	9450	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	630	37560	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	1093	65200	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	7351	438343	DEFINED
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	39130	2333341	DEFINED
SOVEREIGN BANCORP INC	COMMON SHS	845905108	254259	11504945	DEFINED
SOVEREIGN BANCORP INC	COMMON SHS	845905108	1550	70142	DEFINED
SOVRAN SELF STORAGE INC	REAL EST INV TR	84610H108	229	6000	DEFINED
SPARTON CORP	COMMON SHS	847235108	1422	160650	DEFINED
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	7627	193668	DEFINED
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	50607	1285100	DEFINED
SPIRENT PLC	AMER DEP RECPT	84856M209	5201	1044421	DEFINED
SPIRENT PLC	AMER DEP RECPT	84856M209	375	75400	DEFINED
SPORTS AUTHORITY INC	COMMON SHS	84917U109	633	17645	DEFINED
SPORTS AUTHORITY INC	COMMON SHS	84917U109	9334	260000	DEFINED
SPORTS AUTHORITY INC	COMMON SHS	84917U109	57	1600	DEFINED
SPRINT CORP	COMMON SHS	852061100	6222	353501	DEFINED
SPRINT CORP	COMMON SHS	852061100	9001	511395	DEFINED
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	46250	690300	DEFINED
STANDARD COMMERCIAL CORP	COMMON SHS	853258101	9521	527500	DEFINED
STANDARD MICROSYSTEMS CORP	COMMON SHS	853626109	8785	376700	DEFINED
STANLEY WORKS	COMMON SHS	854616109	2415	52979	DEFINED
STANLEY WORKS	COMMON SHS	854616109	434	9530	DEFINED
STANLEY WORKS	COMMON SHS	854616109	8022	176000	DEFINED
STAPLES INC	COMMON SHS	855030102	9915	338270	DEFINED

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

STARBUCKS CORP	COMMON SHS	855244109	1	34	DEFINED
STARBUCKS CORP	COMMON SHS	855244109	2175	50017	DEFINED
STARWOOD HOTELS & RESORTS WORLDWIDE IN	COMMON SHS	85590A203	205	4560	DEFINED
STARWOOD HOTELS & RESORTS WORLDWIDE IN	COMMON SHS	85590A203	140	3117	DEFINED
STATE STREET CORP	COMMON SHS	857477103	36515	744600	DEFINED
STATE STREET CORP	COMMON SHS	857477103	69	1400	DEFINED
STATE STREET CORP	COMMON SHS	857477103	26168	533609	DEFINED
STATE STREET CORP	CONVERT PREF	857477202	3544	15457	DEFINED
STATION CASINOS INC	COMMON SHS	857689103	10813	223400	DEFINED
STERIS CORP	COMMON SHS	859152100	13299	589500	DEFINED
STERIS CORP	COMMON SHS	859152100	10193	451825	DEFINED
STERIS CORP	COMMON SHS	859152100	275	12200	DEFINED
STERIS CORP	COMMON SHS	859152100	37628	1667900	DEFINED
STERLING FINANCIAL CORP	COMMON SHS	859319105	352	11050	DEFINED
STET HELLAS TELECOMMUNICATIONS SA	AMER DEP RECPT	859823106	4211	250635	DEFINED
STEWART & STEVENSON SERVICES INC	COMMON SHS	860342104	3439	191900	DEFINED
STILLWATER MINING CO	COMMON SHS	86074Q102	3801	253246	DEFINED
STMICROELECTRONICS NV	NEW YORK SHARES	861012102	622	28270	DEFINED
STORA ENSO OYJ	AMER DEP RECPT	86210M106	16621	1223966	DEFINED
STORAGE TECHNOLOGY CORP	COMMON SHS	862111200	9	300	DEFINED
STORAGE TECHNOLOGY CORP	COMMON SHS	862111200	2755	95000	DEFINED
STRYKER CORP	COMMON SHS	863667101	6	102	DEFINED
STRYKER CORP	COMMON SHS	863667101	26737	486131	DEFINED
STRYKER CORP	COMMON SHS	863667101	15400	280000	DEFINED
SUBURBAN PROPANE PARTNERS L P	LTD PARTNERSHIP	864482104	516	16040	DEFINED
SUEZ SA	AMER DEP RECPT	864686100	3614	171520	DEFINED
SUEZ SA	AMER DEP RECPT	864686100	18035	855941	DEFINED
SUEZ SA	AMER DEP RECPT	864686100	21	1000	DEFINED
SUN COMMUNITIES INC	REAL EST INV TR	866674104	11	300	DEFINED
SUN COMMUNITIES INC	REAL EST INV TR	866674104	3053	81100	DEFINED
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	2053	53440	DEFINED
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	131410	3421245	DEFINED
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	166	5720	DEFINED
SUN MICROSYSTEMS INC	COMMON SHS	866810104	6944	1600000	DEFINED
SUN MICROSYSTEMS INC	COMMON SHS	866810104	2613	602060	DEFINED
SUN HEALTHCARE GROUP INC	COMMON SHS	866933104	0	20000	DEFINED
SUNCOR ENERGY INC	COMMON SHS	867229106	366	14300	DEFINED
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	13000	500000	DEFINED
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	3166	121775	DEFINED
SUNGARD DATA SYSTEMS INC	COMMON SHS	867363103	16	610	DEFINED
SUNOCO INC	COMMON SHS	86764P109	238	3735	DEFINED
SUNRISE SENIOR LIVING INC	CONVERTIBLE BD	86768KAE6	184	150000	DEFINED
SUNTRUST BANKS INC	COMMON SHS	867914103	3598	55361	DEFINED
SUPERGEN INC	COMMON SHS	868059106	645	100000	DEFINED
SUPERGEN INC	COMMON SHS	868059106	7730	1198400	DEFINED
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	11090	1103460	DEFINED
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	24946	2482217	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	70339	2102800	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	154	4600	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	57	1700	DEFINED
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	29339	877100	DEFINED
SUPERIOR UNIFORM GROUP INC	COMMON SHS	868358102	7330	461300	DEFINED
SWIFT ENERGY CO	COMMON SHS	870738101	7360	333618	DEFINED
SWIFT ENERGY CO	COMMON SHS	870738101	320	14500	DEFINED
SYMANTEC CORP	COMMON SHS	871503108	1809	41319	DEFINED
SYMANTEC CORP	COMMON SHS	871503108	2	44	DEFINED
SYMANTEC CORP	COMMON SHS	871503108	56091	1281212	DEFINED
SYMANTEC CORP	COMMON SHS	871503108	45640	1042482	DEFINED
SYMANTEC CORP	CONVERTIBLE BD	871503AB4	5145	2000000	DEFINED
SYMBOL TECHNOLOGIES INC	COMMON SHS	871508107	167	11350	DEFINED
SYMS CORP	COMMON SHS	871551107	13242	1430000	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	29023	1020872	DEFINED

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

SYNOPSYS INC	COMMON SHS	871607107	42232	1485488	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	12689	446320	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	1767	62144	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	7742	272334	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	2545	89505	DEFINED
SYNOPSYS INC	COMMON SHS	871607107	66863	2351850	DEFINED
SYSCO CORP	COMMON SHS	871829107	13906	387689	DEFINED
SYSCO CORP	COMMON SHS	871829107	3231	90075	DEFINED
TCF FINANCIAL CORP	COMMON SHS	872275102	575	9900	DEFINED
TDK CORP	AMER DEP RECPT	872351408	268	3500	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	37	3100	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	108439	9044110	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	2670	222700	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	592	49370	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	414	34500	DEFINED
TECO ENERGY INC	COMMON SHS	872375100	112706	9400000	DEFINED
TEPPCO PARTNERS L.P.	LTD PARTNERSHIP	872384102	251	6600	DEFINED
TJX COMPANIES INC	COMMON SHS	872540109	1159	48000	DEFINED
TJX COMPANIES INC	COMMON SHS	872540109	7424	307525	DEFINED
TJX COMPANIES INC	COMMON SHS	872540109	488	20220	DEFINED
TXU CORP	COMMON SHS	873168108	89	2200	DEFINED
TXU CORP	COMMON SHS	873168108	2700	66661	DEFINED
TXU CORP	COMMON SHS	873168108	209032	5160000	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	1294	155768	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	997	120000	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	36202	4356468	DEFINED
TAIWAN SEMICONDUCTOR MANUFACTURING CO	AMER DEP RECPT	874039100	888	106830	DEFINED
TALISMAN ENERGY INC	COMMON SHS	87425E103	11577	532500	DEFINED
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	2363	81200	DEFINED
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	12455	428010	DEFINED
TALISMAN ENERGY INC	COMMON SHS	87425E103	1933	88900	DEFINED
TANDY BRANDS ACCESSORIES INC	COMMON SHS	875378101	3461	254000	DEFINED
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	83	2110	DEFINED
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	137	3500	DEFINED
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	8762	224100	DEFINED
TANOX INC	COMMON SHS	87588Q109	14060	737300	DEFINED
TARGET CORP	COMMON SHS	87612E106	34106	803054	DEFINED
TARGET CORP	COMMON SHS	87612E106	15006	353330	DEFINED
TARGET CORP	COMMON SHS	87612E106	22717	534905	DEFINED
TARGET CORP	COMMON SHS	87612E106	3547	83508	DEFINED
TARGET CORP	COMMON SHS	87612E106	7369	173505	DEFINED
TARGET CORP	COMMON SHS	87612E106	12165	286442	DEFINED
TARGET CORP	COMMON SHS	87612E106	2615	61575	DEFINED
TAUBMAN CENTERS INC	REAL EST INV TR	876664103	10168	444200	DEFINED
TAYLOR CAP GROUP INC	COMMON SHS	876851106	3229	148456	DEFINED
TECHNE CORP	COMMON SHS	878377100	213	4900	DEFINED
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	12729	300000	DEFINED
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	32083	778900	DEFINED
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	8	200	DEFINED
TEKTRONIX INC	COMMON SHS	879131100	23915	702971	DEFINED
TEKTRONIX INC	COMMON SHS	879131100	221	6498	DEFINED
TEKTRONIX INC	COMMON SHS	879131100	246769	7253647	DEFINED
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	255	20012	DEFINED
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	51	4000	DEFINED
TELECOM ARGENTINA SA	AMER DEP RECPT	879273209	19	2086	DEFINED
TELECOM ARGENTINA SA	AMER DEP RECPT	879273209	15368	1700000	DEFINED
TELECOM CORPORATION OF NEW ZEALAND LTD	AMER DEP RECPT	879278208	3489	117090	DEFINED
TELECOM CORPORATION OF NEW ZEALAND LTD	AMER DEP RECPT	879278208	21	700	DEFINED
TELEFLEX INC	COMMON SHS	879369106	43199	861400	DEFINED
TELEFLEX INC	COMMON SHS	879369106	150	3000	DEFINED
TELEFLEX INC	COMMON SHS	879369106	25075	500000	DEFINED
TELEFLEX INC	COMMON SHS	879369106	130	2600	DEFINED

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

TELEFONICA SA	AMER DEP RECPT	879382208	2441	54691	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	1106	24787	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	163379	3660747	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	19560	438267	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	89961	2015713	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	1653	37041	DEFINED
TELEFONICA SA	AMER DEP RECPT	879382208	4725	105865	DEFINED
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	1421	134308	DEFINED
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	21	2000	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	230706	6934361	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	535486	16095154	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	229354	6893709	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	19962	599993	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	82028	2465510	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	2069	62188	DEFINED
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	7481	224865	DEFINED
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433100	406	5700	DEFINED
TELEMIG CELULAR PARTICIPACOES SA	DEP RCPT PFD	87944E105	316	10710	DEFINED
TELEMIG CELULAR PARTICIPACOES SA	DEP RCPT PFD	87944E105	1519	51478	DEFINED
TELIK INC	COMMON SHS	87959M109	1671	70000	DEFINED
TELIK INC	COMMON SHS	87959M109	239	10000	DEFINED
TELIK INC	COMMON SHS	87959M109	26894	1126700	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	28	400	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	86088	1243150	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	7206	104063	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	11814	170600	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	4328	62495	DEFINED
TEMPLE INLAND INC	COMMON SHS	879868107	2312	33380	DEFINED
TEMPLETON GLOBAL INCOME FUND INC	CLOSE END MUT F	880198106	198	25054	DEFINED
TENARIS SA	AMER DEP RECPT	88031M109	42605	1300914	DEFINED
TENARIS SA	AMER DEP RECPT	88031M109	1009	30800	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	783	58422	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	175979	13122977	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	18994	1416400	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	3069	228868	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	9123	680300	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	249	18600	DEFINED
TENET HEALTHCARE CORP	COMMON SHS	88033G100	9609	716580	DEFINED
TERADYNE INC	COMMON SHS	880770102	30	1300	DEFINED
TERADYNE INC	COMMON SHS	880770102	4540	200000	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	29643	440532	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	8	112	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	6123	91000	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	12435	184800	DEFINED
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	26131	388340	DEFINED
TESMA INTERNATIONAL INC	ORDINARY SHS	881908107	26646	750580	DEFINED
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	5212	314000	DEFINED
TEXAS GENCO HOLDINGS	COMMON SHS	882443104	830	18400	DEFINED
TEXAS GENCO HOLDINGS	COMMON SHS	882443104	9	208	DEFINED
TEXAS INDUSTRIES INC	COMMON SHS	882491103	32936	800000	DEFINED
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	12453	515000	DEFINED
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	25546	1056509	DEFINED
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	5745	125130	DEFINED
TEXAS REGIONAL BANCSHARES INC	COMMON SHS	882673106	24704	538088	DEFINED
TEXTRON INC	COMMON SHS	883203101	31159	525000	DEFINED
TEXTRON INC	COMMON SHS	883203101	244	4109	DEFINED
THERMO ELECTRON CORP	COMMON SHS	883556102	323	10500	DEFINED
THERMO ELECTRON CORP	COMMON SHS	883556102	423	13750	DEFINED
THERMO ELECTRON CORP	COMMON SHS	883556102	187276	6092261	DEFINED
THERMOGENESIS CORP	COMMON SHS	883623209	950	200800	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	40437	1485000	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	966	35480	DEFINED

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

THOMAS & BETTS CORP	COMMON SHS	884315102	13615	500000	DEFINED
THOMAS & BETTS CORP	COMMON SHS	884315102	8094	297230	DEFINED
THOMAS INDUSTRIES INC	COMMON SHS	884425109	5056	152300	DEFINED
THOMSON CORP	ORDINARY SHS	884903105	10695	240170	DEFINED
THOMSON CORP	COMMON SHS	884903105	187	5600	DEFINED
THOMSON CORP	COMMON SHS	884903105	1301	38877	DEFINED
THOR INDUSTRIES INC	COMMON SHS	885160101	14843	443600	DEFINED
THORATEC CORP	COMMON SHS	885175307	3424	319100	DEFINED
THORNBURG MORTGAGE INC	REAL EST INV TR	885218107	728	27000	DEFINED
3COM CORP	COMMON SHS	885535104	85	13530	DEFINED
THREE FIVE SYSTEMS INC	COMMON SHS	88554L108	59	11624	DEFINED
3M CO	COMMON SHS	88579Y101	2935	32612	DEFINED
3M CO	COMMON SHS	88579Y101	72008	800000	DEFINED
3M CO	COMMON SHS	88579Y101	3717	41293	DEFINED
3M CO	COMMON SHS	88579Y101	54337	603676	DEFINED
3M CO	COMMON SHS	88579Y101	315	3500	DEFINED
TIDEWATER INC	COMMON SHS	886423102	8064	270600	DEFINED
TIDEWATER INC	COMMON SHS	886423102	6	200	DEFINED
TIER TECHNOLOGIES INC	COMMON SHS	88650Q100	6133	629700	DEFINED
TIER TECHNOLOGIES INC	COMMON SHS	88650Q100	40	4100	DEFINED
TIFFANY & CO	COMMON SHS	886547108	1384	37564	DEFINED
TIFFANY & CO	COMMON SHS	886547108	47769	1296313	DEFINED
TIFFANY & CO	COMMON SHS	886547108	51134	1387619	DEFINED
TIMBERLAND COMPANY	COMMON SHS	887100105	14100	218300	DEFINED
TIME WARNER INC	COMMON SHS	887317105	711	40465	DEFINED
TIME WARNER INC	COMMON SHS	887317105	177192	10079160	DEFINED
TIME WARNER INC	COMMON SHS	887317105	8048	457800	DEFINED
TIME WARNER INC	COMMON SHS	887317105	23733	1350000	DEFINED
TIME WARNER INC	COMMON SHS	887317105	12000	682599	DEFINED
TIME WARNER INC	COMMON SHS	887317105	4922	280000	DEFINED
TIME WARNER TELECOM INC	COMMON SHS	887319101	1133	270400	DEFINED
TIMKEN CO	COMMON SHS	887389104	38834	1466000	DEFINED
TITAN PHARMACEUTICALS INC	COMMON SHS	888314101	1345	500000	DEFINED
TOLL BROTHERS INC	COMMON SHS	889478103	3280	77495	DEFINED
TOO INC	COMMON SHS	890333107	11849	709500	DEFINED
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	710	21833	DEFINED
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	1846	56800	DEFINED
TORCHMARK CORP	COMMON SHS	891027104	860	15980	DEFINED
TORO CO	COMMON SHS	891092108	15899	226900	DEFINED
TORONTO DOMINION BANK	ORDINARY SHS	891160509	169	3942	DEFINED
TORONTO DOMINION BANK	ORDINARY SHS	891160509	1942	45287	DEFINED
TORONTO DOMINION BANK	ORDINARY SHS	891160509	21716	506428	DEFINED
TORONTO DOMINION BANK	COMMON SHS	891160509	215	6666	DEFINED
TOTAL SA	AMER DEP RECPT	89151E109	20976	218318	DEFINED
TOTAL SA	AMER DEP RECPT	89151E109	8321	86600	DEFINED
TOTAL SA	AMER DEP RECPT	89151E109	5242	54557	DEFINED
TOUCH AMERICA HOLDINGS, INC.	COMMON SHS	891539108	0	28000	DEFINED
TOWER AUTOMOTIVE INC	COMMON SHS	891707101	954	262200	DEFINED
TOWN & COUNTRY TRUST	REAL EST INV TR	892081100	818	32400	DEFINED
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	2342	28700	DEFINED
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	6	75	DEFINED
TOYS R US INC	COMMON SHS	892335100	670	42068	DEFINED
TOYS R US INC	COMMON SHS	892335100	89175	5597941	DEFINED
TOYS R US INC	COMMON SHS	892335100	7449	467580	DEFINED
TOYS R US INC	COMMON SHS	892335100	5	290	DEFINED
TOYS R US INC	COMMON SHS	892335100	44843	2815000	DEFINED
TOYS R US INC	COMMON SHS	892335100	1643	103120	DEFINED
TOYS R US INC	COMMON SHS	892335100	1144	71795	DEFINED
TRACTOR SUPPLY CO	COMMON SHS	892356106	79	1900	DEFINED
TRACTOR SUPPLY CO	COMMON SHS	892356106	26489	633400	DEFINED
TRADESTATION GROUP INC	COMMON SHS	89267P105	561	78017	DEFINED
TRADESTATION GROUP INC	COMMON SHS	89267P105	9730	1353200	DEFINED

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

TRADESTATION GROUP INC	COMMON SHS	89267P105	65	9000	DEFINED
TRANSATLANTIC HOLDINGS INC	COMMON SHS	893521104	5702	70402	DEFINED
TRANSCANADA CORP	COMMON SHS	89353D107	3005	151900	DEFINED
TRANSGLOBE ENERGY CORP	ORDINARY SHS	893662106	42	11650	DEFINED
TRANSMETA CORP	COMMON SHS	89376R109	25	11400	DEFINED
TRANSPRO INC	COMMON SHS	893885103	1526	265000	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PREF	89420G307	543	22800	DEFINED
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PREF	89420G307	44625	1875000	DEFINED
TREDEGAR CORP	COMMON SHS	894650100	5187	321600	DEFINED
TREDEGAR CORP	COMMON SHS	894650100	7347	455500	DEFINED
TREDEGAR CORP	COMMON SHS	894650100	1505	93300	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	8554	229764	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	21251	570800	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	4078	109533	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	45	1200	DEFINED
TRIAD HOSPITALS INC	COMMON SHS	89579K109	17599	472700	DEFINED
TRIBUNE CO	COMMON SHS	896047107	6371	139891	DEFINED
TRIBUNE CO	COMMON SHS	896047107	2687	59000	DEFINED
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	29	1050	DEFINED
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	67552	2430799	DEFINED
TRIMERIS INC	COMMON SHS	896263100	4842	335565	DEFINED
TRIMERIS INC	COMMON SHS	896263100	24291	1683335	DEFINED
TRINITY INDUSTRIES INC	COMMON SHS	896522109	57441	1806900	DEFINED
TRINITY INDUSTRIES INC	COMMON SHS	896522109	118	3698	DEFINED
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	71	4364	DEFINED
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	8	500	DEFINED
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	25920	1594092	DEFINED
TRIPATH IMAGING INC	COMMON SHS	896942109	323	34310	DEFINED
TRUSTCO BANK CORP NY	COMMON SHS	898349105	13188	1006709	DEFINED
TRUSTCO BANK CORP NY	COMMON SHS	898349105	170	12985	DEFINED
TUESDAY MORNING CORP	COMMON SHS	899035505	13955	481212	DEFINED
TUESDAY MORNING CORP	COMMON SHS	899035505	29	1000	DEFINED
TUESDAY MORNING CORP	COMMON SHS	899035505	121478	4188895	DEFINED
TUMBLEWEED SOFTWARE CORP	COMMON SHS	899690101	309	72488	DEFINED
TUMBLEWEED SOFTWARE CORP	COMMON SHS	899690101	6130	1439000	DEFINED
TUPPERWARE CORP	COMMON SHS	899896104	226	11622	DEFINED
TURKCELL ILETISIM HIZMETLERI AS	AMER DEP RECPT	900111204	2468	80400	DEFINED
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BE7	810	500000	DEFINED
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	1508	1000000	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	7993	241198	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	550	16590	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	4003	120801	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	51369	1550052	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	21889	660486	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	5840	176229	DEFINED
TYCO INTERNATIONAL LTD	ORDINARY SHS	902124106	3314	100000	DEFINED
UCBH HOLDINGS INC	COMMON SHS	90262T308	71464	1808300	DEFINED
UMB FINANCIAL CORP	COMMON SHS	902788108	4821	93400	DEFINED
UMB FINANCIAL CORP	COMMON SHS	902788108	144	2797	DEFINED
US RESTAURANT PROPERTIES INC	REAL EST INV TR	902971100	57	3745	DEFINED
US RESTAURANT PROPERTIES INC	REAL EST INV TR	902971100	425	28006	DEFINED
US RESTAURANT PROPERTIES INC	REAL EST INV TR	902971100	11763	774400	DEFINED
US BANCORP	COMMON SHS	902973304	7356	266917	DEFINED
US BANCORP	COMMON SHS	902973304	102762	3728652	DEFINED
US BANCORP	COMMON SHS	902973304	5805	210633	DEFINED
US BANCORP	COMMON SHS	902973304	7269	263735	DEFINED
US BANCORP	COMMON SHS	902973304	7042	255521	DEFINED
US BANCORP	COMMON SHS	902973304	25562	927500	DEFINED
URS CORP	COMMON SHS	903236107	5113	186600	DEFINED
URS CORP	COMMON SHS	903236107	14	500	DEFINED
UBIQUITEL INC	COMMON SHS	903474302	42	10000	DEFINED
ULTRAPAR PARTICIPACOES SA	AMER DEP RECPT	90400P101	1225	120290	DEFINED

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

UMPQUA HOLDINGS CORP	COMMON SHS	904214103	7087	337644	DEFINED
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	23838	1135700	DEFINED
UNIBANCO UNIAO DE BANCOS BRASILEIROS S	GLBL DEP RECPT	90458E107	37624	1903100	DEFINED
UNIBANCO UNIAO DE BANCOS BRASILEIROS S	GLBL DEP RECPT	90458E107	783	39600	DEFINED
UNIBANCO UNIAO DE BANCOS BRASILEIROS S	GLBL DEP RECPT	90458E107	30	1500	DEFINED
UNILEVER PLC	AMER DEP RECPT	904767704	13	325	DEFINED
UNILEVER PLC	AMER DEP RECPT	904767704	589	14812	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	174	2540	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	11720	171072	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	1667	24327	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	448	6535	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	3310	48314	DEFINED
UNILEVER NV	NEW YORK SHARES	904784709	11948	174400	DEFINED
UNION ACCEPTANCE CORP	COMMON SHS	904832102	384	4794594	DEFINED
UNION PACIFIC CORP	COMMON SHS	907818108	596	10026	DEFINED
UNION PACIFIC CORP	COMMON SHS	907818108	17835	300000	DEFINED
UNION PACIFIC CORP	COMMON SHS	907818108	17326	291435	DEFINED
UNION PACIFIC CORP	COMMON SHS	907818108	11266	189500	DEFINED
UNIONBANCAL CORP	COMMON SHS	908906100	48662	862800	DEFINED
UNIONBANCAL CORP	COMMON SHS	908906100	28	500	DEFINED
UNISOURCE ENERGY CORP	COMMON SHS	909205106	3998	160900	DEFINED
UNITED DEFENSE INDUSTRIES INC	COMMON SHS	91018B104	130	3700	DEFINED
UNITED DEFENSE INDUSTRIES INC	COMMON SHS	91018B104	12880	368000	DEFINED
UNITED DOMINION REALTY TRUST INC	REAL EST INV TR	910197102	265	13417	DEFINED
UNITED DOMINION REALTY TRUST INC	REAL EST INV TR	910197102	8367	423000	DEFINED
UNITED FIRE & CASUALTY CO	CONVERT PREF	910331305	4759	130000	DEFINED
UNITED MICROELECTRONICS CORP	AMER DEP RECPT	910873207	303	70403	DEFINED
UNITED NATURAL FOODS INC	COMMON SHS	911163103	1079	37321	DEFINED
UNITED NATURAL FOODS INC	COMMON SHS	911163103	18019	623270	DEFINED
UNITED NATURAL FOODS INC	COMMON SHS	911163103	3030	104800	DEFINED
UNITED ONLINE INC	COMMON SHS	911268100	572	32461	DEFINED
UNITED ONLINE INC	COMMON SHS	911268100	13487	765900	DEFINED
UNITED ONLINE INC	COMMON SHS	911268100	86	4900	DEFINED
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	734	9764	DEFINED
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	92776	1234210	DEFINED
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	13822	183875	DEFINED
UNITED RETAIL GROUP INC	COMMON SHS	911380103	203	79300	DEFINED
UNITED STATES STEEL CORP	COMMON SHS	912909108	81250	2313500	DEFINED
UNITED STATES STEEL CORP	COMMON SHS	912909108	333	9492	DEFINED
UNITED STATES STEEL CORP	COMMON SHS	912909108	1029	29300	DEFINED
UNITED STATES STEEL CORP	CONVERT PREF	912909207	585	5000	DEFINED
UNITED STATIONERS INC	COMMON SHS	913004107	13545	341000	DEFINED
UNITED STATIONERS INC	COMMON SHS	913004107	40	1000	DEFINED
UNITED SURGICAL PARTNERS INTERNATIONAL	COMMON SHS	913016309	748	18960	DEFINED
UNITED SURGICAL PARTNERS INTERNATIONAL	COMMON SHS	913016309	9524	241297	DEFINED
UNITED SURGICAL PARTNERS INTERNATIONAL	COMMON SHS	913016309	5818	147400	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	760	8310	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	84125	919600	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	172	1875	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	36592	400000	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	10963	119840	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	48118	526000	DEFINED
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	81563	891591	DEFINED
UNITEDGLOBALCOM INC	COMMON SHS	913247508	263	36194	DEFINED
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	43185	693735	DEFINED
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	21439	344400	DEFINED
UNITRIN INC	COMMON SHS	913275103	10983	257812	DEFINED
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	26078	850000	DEFINED
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	6774	220800	DEFINED
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	43	1400	DEFINED
UNIVERSAL CORP	COMMON SHS	913456109	6368	125000	DEFINED
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	184	4000	DEFINED

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

UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	60539	1319225	DEFINED
UNIVERSAL HEALTH SERVICES INC	CONVERTIBLE BD	913903AL4	5988	10000000	DEFINED
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	386	12100	DEFINED
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	14	446	DEFINED
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	838	26246	DEFINED
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	148087	4637868	DEFINED
UNOCAL CORP	COMMON SHS	915289102	747	19654	DEFINED
UNOCAL CORP	COMMON SHS	915289102	881	23174	DEFINED
UNOVA INC	COMMON SHS	91529B106	23344	1152800	DEFINED
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	2356	148195	DEFINED
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	19160	1002605	DEFINED
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	10	515	DEFINED
URBAN OUTFITTERS INC	COMMON SHS	917047102	2642	43376	DEFINED
VCA ANTECH INC	COMMON SHS	918194101	560	12500	DEFINED
VCA ANTECH INC	COMMON SHS	918194101	111772	2493790	DEFINED
V F CORP	COMMON SHS	918204108	24350	500000	DEFINED
V F CORP	COMMON SHS	918204108	601	12350	DEFINED
VAIL RESORTS INC	COMMON SHS	91879Q109	29219	1525000	DEFINED
VALEANT PHARMACEUTICALS INTERNATIONAL	COMMON SHS	91911X104	116933	5846653	DEFINED
VALEANT PHARMACEUTICALS INTERNATIONAL	COMMON SHS	91911X104	8768	438400	DEFINED
VALERO ENERGY CORP	COMMON SHS	91913Y100	517	7015	DEFINED
VALSPAR CORP	COMMON SHS	920355104	17215	341645	DEFINED
VALSPAR CORP	COMMON SHS	920355104	117959	2340912	DEFINED
VALUECLICK INC	COMMON SHS	92046N102	12132	1012700	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	5111	233500	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	51517	2353470	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	13174	601832	DEFINED
VARCO INTERNATIONAL INC	COMMON SHS	922122106	107438	4908081	DEFINED
VARIAN INC	COMMON SHS	922206107	26694	633306	DEFINED
VARIAN INC	COMMON SHS	922206107	144983	3439700	DEFINED
VARIAN SEMICONDUCTOR EQUIPMENT ASSOCIA	COMMON SHS	922207105	21871	567193	DEFINED
VARIAN SEMICONDUCTOR EQUIPMENT ASSOCIA	COMMON SHS	922207105	141334	3665300	DEFINED
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	302	3810	DEFINED
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	85	1070	DEFINED
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	180579	2275727	DEFINED
VECTREN CORP	COMMON SHS	92240G101	40	1598	DEFINED
VECTREN CORP	COMMON SHS	92240G101	22581	900000	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	115203	4933730	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	149	6385	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	502	21500	DEFINED
VENTAS INC	REAL EST INV TR	92276F100	16481	705812	DEFINED
VENTANA MEDICAL SYSTEMS INC	COMMON SHS	92276H106	38	800	DEFINED
VENTANA MEDICAL SYSTEMS INC	COMMON SHS	92276H106	1849	38900	DEFINED
VERITY INC	COMMON SHS	92343C106	1	60	DEFINED
VERITY INC	COMMON SHS	92343C106	54195	4011500	DEFINED
VERISIGN INC	COMMON SHS	92343E102	1665	83680	DEFINED
VERISIGN INC	COMMON SHS	92343E102	29175	1466100	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	1592	44000	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	5876	162364	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	10592	292686	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	62372	1723452	DEFINED
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	255906	7071190	DEFINED
VIACOM INC	COMMON SHS	925524100	7270	200000	DEFINED
VIACOM INC	COMMON SHS	925524100	6033	165974	DEFINED
VIACOM INC	COMMON SHS	925524100	622	17100	DEFINED
VIACOM INC	COMMON SHS	925524308	2796	78273	DEFINED
VIACOM INC	COMMON SHS	925524308	12681	355000	DEFINED
VIACOM INC	COMMON SHS	925524308	3572	100000	DEFINED
VIACOM INC	COMMON SHS	925524308	55411	1551261	DEFINED
VIACOM INC	COMMON SHS	925524308	61658	1726135	DEFINED
VIASAT INC	COMMON SHS	92552V100	15966	639900	DEFINED
VIASYS HEALTHCARE INC	COMMON SHS	92553Q209	6876	328834	DEFINED

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

VIASYS HEALTHCARE INC	COMMON SHS	92553Q209	44	2100	DEFINED
VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	1256	100000	DEFINED
VICURON PHARMACEUTICALS INC	COMMON SHS	926471103	31711	2524800	DEFINED
VILLAGE SUPER MARKET INC	COMMON SHS	927107409	3786	115175	DEFINED
VISTEON CORP	COMMON SHS	92839U107	121	10348	DEFINED
VITESSE SEMICONDUCTOR CORP	COMMON SHS	928497106	16558	3393100	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	25143	1137690	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	11520	521275	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	122	5500	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	20390	922626	DEFINED
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	18440	834400	DEFINED
VOLVO AB	AMER DEP RECPT	928856400	1588	45353	DEFINED
VOLVO AB	AMER DEP RECPT	928856400	9752	278536	DEFINED
VOLVO AB	AMER DEP RECPT	928856400	70	2000	DEFINED
VORNADO REALTY TRUST	REAL EST INV TR	929042109	1368	23958	DEFINED
VORNADO REALTY TRUST	REAL EST INV TR	929042109	2627	46000	DEFINED
VORNADO REALTY TRUST	REAL EST INV TR	929042109	85459	1496400	DEFINED
WPP GROUP PLC	AMER DEP RECPT	929309300	1261	24608	DEFINED
WPP GROUP PLC	AMER DEP RECPT	929309300	3330	65000	DEFINED
WPP GROUP PLC	AMER DEP RECPT	929309300	275	5375	DEFINED
WABASH NATIONAL CORP	COMMON SHS	929566107	13133	476700	DEFINED
WABASH NATIONAL CORP	COMMON SHS	929566107	83	3000	DEFINED
WACHOVIA CORP	COMMON SHS	929903102	6275	141000	DEFINED
WACHOVIA CORP	COMMON SHS	929903102	23556	529352	DEFINED
WADDELL & REED FINANCIAL INC	COMMON SHS	930059100	27	1200	DEFINED
WADDELL & REED FINANCIAL INC	COMMON SHS	930059100	4612	208600	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	212	4020	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	159	3013	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	15806	299575	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	45313	858858	DEFINED
WAL-MART STORES INC	COMMON SHS	931142103	60181	1140665	DEFINED
WALGREEN CO	COMMON SHS	931422109	18059	498727	DEFINED
WALTER INDUSTRIES INC	COMMON SHS	93317Q105	2581	189505	DEFINED
WARNER CHILCOTT PLC	AMER DEP RECPT	93443W109	5446	108500	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	90814	2350250	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	6121	158402	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	11093	287077	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	9174	237416	DEFINED
WASHINGTON MUTUAL INC	COMMON SHS	939322103	35970	930904	DEFINED
WASHINGTON POST CO	COMMON SHS	939640108	515684	554493	DEFINED
WASHINGTON POST CO	COMMON SHS	939640108	5481	5893	DEFINED
WASHINGTON REAL ESTATE INVESTMENT TRUS	REAL EST INV TR	939653101	21	730	DEFINED
WASHINGTON REAL ESTATE INVESTMENT TRUS	REAL EST INV TR	939653101	237	8081	DEFINED
WASHINGTON REAL ESTATE INVESTMENT TRUS	REAL EST INV TR	939653101	2574	87600	DEFINED
WASTE CONNECTIONS INC	COMMON SHS	941053100	13210	445378	DEFINED
WASTE CONNECTIONS INC	COMMON SHS	941053100	71188	2400150	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	20505	669000	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	45180	1474047	DEFINED
WASTE MANAGEMENT INC	COMMON SHS	94106L109	347	11310	DEFINED
WATERS CORP	COMMON SHS	941848103	23890	500000	DEFINED
WATERS CORP	COMMON SHS	941848103	1472	30800	DEFINED
WATERS CORP	COMMON SHS	941848103	143261	2998347	DEFINED
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	35538	1321100	DEFINED
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	7880	292400	DEFINED
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	43	1600	DEFINED
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	326	15000	DEFINED
WEBSense INC	COMMON SHS	947684106	8686	233300	DEFINED
WEBSense INC	COMMON SHS	947684106	3961	106400	DEFINED
WEBMETHODS INC	COMMON SHS	94768C108	9419	1099098	DEFINED
WEBMETHODS INC	COMMON SHS	94768C108	7914	923400	DEFINED
WEBMETHODS INC	COMMON SHS	94768C108	6124	714600	DEFINED
WEBMD CORP	COMMON SHS	94769M105	147	15748	DEFINED

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

WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	101529	2594000	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	269	2400	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	5615	50132	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	1233	11005	DEFINED
WELLPOINT HEALTH NETWORKS INC	COMMON SHS	94973H108	3920	35000	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	302	5270	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	4691	81963	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	16229	283572	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	48985	855933	DEFINED
WELLS FARGO & CO	COMMON SHS	949746101	101101	1766565	DEFINED
WENDYS INTERNATIONAL INC	COMMON SHS	950590109	2085	59855	DEFINED
WESCAST INDUSTRIES INC	ORDINARY SHS	950813105	7472	233502	DEFINED
WEST MARINE INC	COMMON SHS	954235107	11057	411800	DEFINED
WEST MARINE INC	COMMON SHS	954235107	9302	346425	DEFINED
WEST MARINE INC	COMMON SHS	954235107	46	1700	DEFINED
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	71216	1683600	DEFINED
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	25	600	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	9418	1087500	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	27850	3215900	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	3832	442510	DEFINED
WESTERN DIGITAL CORP	COMMON SHS	958102105	6627	765300	DEFINED
WESTERN GAS RESOURCES INC	COMMON SHS	958259103	1345	41400	DEFINED
WESTERN WIRELESS CORP	COMMON SHS	95988E204	9549	330304	DEFINED
WESTERN WIRELESS CORP	COMMON SHS	95988E204	7389	255600	DEFINED
WESTPAC BANKING CORP	AMER DEP RECPT	961214301	255	4137	DEFINED
WESTWOOD ONE INC	COMMON SHS	961815107	3068	128900	DEFINED
WEYERHAEUSER CO	COMMON SHS	962166104	1942	30774	DEFINED
WEYERHAEUSER CO	COMMON SHS	962166104	1552	24592	DEFINED
WHEATON RIV MINERALS LTD	ORDINARY SHS	962902102	42224	11289814	DEFINED
WHEATON RIV MINERALS LTD	ORDINARY SHS	962902102	17765	4750000	DEFINED
WHEATON RIV MINERALS LTD	WTS TO EQUITY	962902177	9405	4499999	DEFINED
WHEATON RIV MINERALS LTD	WTS TO EQUITY	962902177	1907	912500	DEFINED
WHITNEY HOLDING CORP	COMMON SHS	966612103	218	4887	DEFINED
WHOLE FOODS MARKET INC	COMMON SHS	966837106	2891	30283	DEFINED
WHOLE FOODS MARKET INC	COMMON SHS	966837106	63067	660737	DEFINED
WHOLE FOODS MARKET INC	COMMON SHS	966837106	2892	30300	DEFINED
WILD OATS MARKETS INC	COMMON SHS	96808B107	629	44680	DEFINED
WILLIAMS COMMUNICATIONS GROUP INC	COMMON SHS	969455104	0	28342	DEFINED
WILLIAMS-SONOMA INC	COMMON SHS	969904101	3265	99050	DEFINED
WILMINGTON TRUST CORP	COMMON SHS	971807102	9618	258400	DEFINED
WILMINGTON TRUST CORP	COMMON SHS	971807102	141	3800	DEFINED
WILMINGTON TRUST CORP	COMMON SHS	971807102	476	12802	DEFINED
WILSHIRE FINANCIAL SERVICES GROUP INC	COMMON SHS	971867205	6503	700000	DEFINED
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	12348	441778	DEFINED
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	10534	376900	DEFINED
WILSON GREATBATCH TECHNOLOGIES INC	COMMON SHS	972232102	27039	967400	DEFINED
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	5	465	DEFINED
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	3829	348400	DEFINED
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	7	200	DEFINED
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	23196	622200	DEFINED
WIPRO LTD	AMER DEP RECPT	97651M109	1150	24625	DEFINED
WIRELESS FACILITIES INC	COMMON SHS	97653A103	508	51659	DEFINED
WIRELESS FACILITIES INC	COMMON SHS	97653A103	5105	519300	DEFINED
WIRELESS FACILITIES INC	COMMON SHS	97653A103	32	3300	DEFINED
WISCONSIN ENERGY CORP	COMMON SHS	976657106	1454	44600	DEFINED
WM WRIGLEY JR CO	COMMON SHS	982526105	1803	28600	DEFINED
WYETH	COMMON SHS	983024100	735	20330	DEFINED
WYETH	COMMON SHS	983024100	156174	4318980	DEFINED
WYETH	COMMON SHS	983024100	4478	123832	DEFINED
WYETH	COMMON SHS	983024100	21696	600000	DEFINED
WYETH	COMMON SHS	983024100	12153	336080	DEFINED
WYETH	COMMON SHS	983024100	17094	472726	DEFINED

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

WYETH	COMMON SHS	983024100	108871	3010822	DEFINED
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	4762	174500	DEFINED
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	246	9000	DEFINED
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	25063	918400	DEFINED
XTO ENERGY INC	COMMON SHS	98385X106	1082	36325	DEFINED
XCEL ENERGY INC	COMMON SHS	98389B100	14671	878000	DEFINED
XCEL ENERGY INC	COMMON SHS	98389B100	206	12310	DEFINED
XCEL ENERGY INC	COMMON SHS	98389B100	97119	5812050	DEFINED
XANSER CORP	COMMON SHS	98389J103	6888	2800000	DEFINED
XILINX INC	COMMON SHS	983919101	313	9390	DEFINED
XILINX INC	COMMON SHS	983919101	1260	37840	DEFINED
XILINX INC	COMMON SHS	983919101	59850	1796764	DEFINED
XEROX CORP	COMMON SHS	984121103	706	48689	DEFINED
YAHOO INC	COMMON SHS	984332106	166	4570	DEFINED
YAHOO INC	COMMON SHS	984332106	6	169	DEFINED
YAHOO INC	COMMON SHS	984332106	58128	1600000	DEFINED
YAHOO INC	COMMON SHS	984332106	479	13184	DEFINED
YAHOO INC	COMMON SHS	984332106	90757	2498130	DEFINED
YAMANA GOLD INC	ORDINARY SHS	98462Y100	7498	2640000	DEFINED
XICOR INC	COMMON SHS	984903104	3136	207254	DEFINED
XICOR INC	COMMON SHS	984903104	42974	2840328	DEFINED
YORK INTERNATIONAL CORP	COMMON SHS	986670107	19529	475500	DEFINED
YUM! BRANDS INC	COMMON SHS	988498101	1107	29747	DEFINED
ZALE CORP	COMMON SHS	988858106	41670	1528600	DEFINED
ZALE CORP	COMMON SHS	988858106	131	4800	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	5	60	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	5645	64000	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	19776	224223	DEFINED
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	28604	324306	DEFINED
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	2467	52415	DEFINED
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	316	4000	DEFINED
FINANCIERE AGACHE	CONVERT ZERO CP	F3729FAU8	14830	135640	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	12374	292679	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	628666	14869099	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	224796	5316840	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	3	70	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	2930	69300	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	1604	37940	DEFINED
ACE LTD	ORDINARY SHS	G0070K103	70	1660	DEFINED
AMDOCS LTD	COMMON SHS	G02602103	134	5710	DEFINED
AMDOCS LTD	COMMON SHS	G02602103	78877	3366500	DEFINED
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	525	18740	DEFINED
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	4034	144070	DEFINED
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	14	500	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	709	25810	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	2134	77649	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	33347	1213505	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	9276	337561	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	49662	1807205	DEFINED
ACCENTURE LTD	COMMON SHS	G1150G111	93824	3414248	DEFINED
BUNGE LTD	COMMON SHS	G16962105	325	8340	DEFINED
BUNGE LTD	COMMON SHS	G16962105	86233	2214500	DEFINED
BUNGE LTD	COMMON SHS	G16962105	6667	171200	DEFINED
BUNGE LTD	COMMON SHS	G16962105	204016	5239245	DEFINED
CREDICORP LTD	ORDINARY SHS	G2519Y108	5456	419700	DEFINED
CREDICORP LTD	ORDINARY SHS	G2519Y108	3173	244100	DEFINED
EVEREST RE GROUP LTD	ORDINARY SHS	G3223R108	980	12200	DEFINED
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	1444	54500	DEFINED
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	339	12780	DEFINED
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	27177	1025546	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	294	4300	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	34223	501000	DEFINED

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

INGERSOLL RAND CO	ORDINARY SHS	G4776G101	295	4325	DEFINED
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	2797	40940	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	55783	1510500	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	19547	529300	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	11949	323567	DEFINED
IPC HOLDINGS LTD	COMMON SHS	G4933P101	14351	388600	DEFINED
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	4873	182500	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	24849	711000	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	45467	1300921	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	4159	119000	DEFINED
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	85432	2444400	DEFINED
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	3648	80676	DEFINED
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	2329	51500	DEFINED
NOBLE CORP	COMMON SHS	G65422100	33	876	DEFINED
NOBLE CORP	COMMON SHS	G65422100	283900	7492750	DEFINED
NOBLE CORP	COMMON SHS	G65422100	393	10360	DEFINED
NOBLE CORP	COMMON SHS	G65422100	1438	37957	DEFINED
PARTNERRE LTD	ORDINARY SHS	G6852T105	183	3220	DEFINED
PARTNERRE LTD	ORDINARY SHS	G6852T105	370	6525	DEFINED
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	706	13082	DEFINED
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	22	400	DEFINED
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	213551	14799125	DEFINED
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	35734	2476400	DEFINED
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	42392	2800000	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	3574	123500	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	110	3805	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	2241	77440	DEFINED
TRANSOCEAN INC	COMMON SHS	G90078109	3300	114044	DEFINED
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	141	3130	DEFINED
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	1304	29000	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E107	24531	48100	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E107	661708	1297467	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E107	617	1209	DEFINED
WHITE MOUNTAINS INSURANCE GROUP INC	COMMON SHS	G9618E990	328475	677966	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	1665	44450	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	318482	8504188	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2882	76960	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	99662	2661200	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	4382	117000	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	305	8150	DEFINED
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	3292	87910	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	29080	385375	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	574768	7616859	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	190000	2517893	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	19991	264927	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	11017	146000	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	2739	36293	DEFINED
XL CAPITAL LTD	ORDINARY SHS	G98255105	4610	61090	DEFINED
XOMA LTD	COMMON SHS	G9825R107	5590	1247800	DEFINED
XOMA LTD	COMMON SHS	G9825R107	36	8100	DEFINED
ALCON INC	ORDINARY SHS	H01301102	39	500	DEFINED
ALCON INC	ORDINARY SHS	H01301102	11798	150000	DEFINED
UBS AG	ORDINARY SHS	H8920M855	1073	15098	DEFINED
UBS AG	ORDINARY SHS	H8920M855	1028	14465	DEFINED
UBS AG	ORDINARY SHS	H8920M855	21666	304903	DEFINED
UBS AG	ORDINARY SHS	H8920M855	679	9550	DEFINED
MILICOM INTERNATIONAL CELLULAR SA	ORDINARY SHS	L6388F110	0	16	DEFINED
MILICOM INTERNATIONAL CELLULAR SA	ORDINARY SHS	L6388F110	2197	100503	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	17817	660147	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	323401	11982270	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	226733	8400615	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	19462	721095	DEFINED

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

CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	27279	1010725	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	2790	103375	DEFINED
CHECK POINT SOFTWARE TECHNOLOGIES LTD	ORDINARY SHS	M22465104	7147	264792	DEFINED
ORBOTECH LTD	ORDINARY SHS	M75253100	13337	655400	DEFINED
RADVIEW SOFTWARE LTD	COMMON SHS	M81867109	74	143000	DEFINED
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	27714	637100	DEFINED
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	826	39942	DEFINED
ASML HOLDING NV	NEW YORK SHARES	N07059111	191	11168	DEFINED
ASML HOLDING NV	NEW YORK SHARES	N07059111	81765	4778800	DEFINED
CNH GLOBAL NV	ORDINARY SHS	N20935206	97	4690	DEFINED
CNH GLOBAL NV	ORDINARY SHS	N20935206	24501	1187079	DEFINED
CNH GLOBAL NV	ORDINARY SHS	N20935206	40114	1943500	DEFINED
CNH GLOBAL NV	ORDINARY SHS	N20935206	0	20	DEFINED
CORE LABORATORIES NV	COMMON SHS	N22717107	1	30	DEFINED
CORE LABORATORIES NV	COMMON SHS	N22717107	23000	1000000	DEFINED
BANCO LATINOAMERICANO DE EXPORTACIONES	ORDINARY SHS	P16994132	508	32400	DEFINED
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	495	22500	DEFINED
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	3005	136600	DEFINED
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	9172	416900	DEFINED
STELMAR SHIPPING LTD	ORDINARY SHS	V8726M103	7956	240000	DEFINED
ASE TEST LTD	ORDINARY SHS	Y02516105	558	75720	DEFINED
ASE TEST LTD	ORDINARY SHS	Y02516105	22	3000	DEFINED
CREATIVE TECHNOLOGY LTD	ORDINARY SHS	Y1775U107	2078	200806	DEFINED
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	1227	76950	DEFINED
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	1595	100000	DEFINED
OMI CORP	COMMON SHS	Y6476W104	19111	1606000	DEFINED
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	82700	2212400	DEFINED

GRAND TOTAL

97941545

*** RECORD TOTALS ***

RECS READ: 226,771
 RECS SELECTED: 109,677
 LINE ITEMS: 3,887