

FRANKLIN RESOURCES INC

Form 13F-HR

May 11, 2006

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2006

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-734

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN San Mateo, California May 8, 2006

Report Type (Check only one.):

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 15

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

Form 13F Information Table Entry Total: 4,587

Form 13F Information Table Value Total: \$ 143,728,385
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
A	28-3578	FRANKLIN ADVISERS, INC.
C	28-11763	TEMPLETON ASSET MANAGEMENT LTD.
D	28-11753	FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED
E	28-11761	FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED
L	28-11855	FRANKLIN TEMPLETON INVESTMENTS (ASIA) LTD.
M	28-11755	FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC
3	28-11744	TEMPLETON CAPITAL ADVISORS LTD.
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC
6	28-6174	FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, LLC
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-3877	FIDUCIARY TRUST COMPANY INTERNATIONAL

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)	SHRS OR SH/ PRN AMT PRN	PUT/ CALL	INVEST MENT DISCRE TION
3COM CORP	COMMON SHS	885535104	133	26000 SH		DEFINE
3M CO	COMMON SHS	88579Y101	11467	151500 SH		DEFINE
3M CO	COMMON SHS	88579Y101	4008	52947 SH		DEFINE
3M CO	COMMON SHS	88579Y101	60552	800000 SH		DEFINE
3M CO	COMMON SHS	88579Y101	21815	288220 SH		DEFINE
3M CO	COMMON SHS	88579Y101	37184	491272 SH		DEFINE
3M CO	COMMON SHS	88579Y101	83814	1107339 SH		DEFINE
3M CO	COMMON SHS	88579Y101	2467	32600 SH		DEFINE
3M CO	COMMON SHS	88579Y101	30	400 SH		DEFINE
A S V INC	COMMON SHS	001963107	3845	119350 SH		DEFINE
A.O. SMITH CORP	COMMON SHS	831865209	63080	1194700 SH		DEFINE
A.O. SMITH CORP	COMMON SHS	831865209	6	116 SH		DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	354183	8339596 SH		DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	37074	872951 SH		DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	8448	198910 SH		DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	4079	96047 SH		DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	16988	400000 SH		DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	20733	488179 SH		DEFINE

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

ABBOTT LABORATORIES	COMMON SHS	002824100	39566	931612	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	11370	267710	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	1919	45183	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	3038	71537	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	35819	843396	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	975	22950	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	719	16933	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	848	19970	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	429	7350	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	4	68	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	46061	9536490	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	9285	1922370	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	8104	1677887	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	24324	5036123	SH	DEFINE
ABM INDUSTRIES INC	COMMON SHS	000957100	52014	2713300	SH	DEFINE
ABX AIR INC	COMMON SHS	00080S101	12428	1825000	SH	DEFINE
ABX AIR INC	COMMON SHS	00080S101	48	7000	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	369972	12303680	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	2738	91044	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	7158	238039	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	289	9620	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	724	24070	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	14686	488401	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	775793	14916224	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	284219	5464705	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1836	35300	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	721	13859	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1975	37972	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	6074	116782	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	34338	660226	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	773	14864	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	135	2590	SH	DEFINE
ACM INCOME FUND INC	CLOSE END MUT F	000912105	97	11950	SH	DEFINE
ACME COMMUNICATIONS INC	COMMON SHS	004631107	282	68037	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	23025	1444489	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	33525	2103180	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	193	13981	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	297	21570	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	119069	8634437	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	2536	183866	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	863	62600	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	16	1170	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COMMON SHS	00635P107	1324	33300	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COMMON SHS	00635P107	22456	564640	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COMMON SHS	000886309	801	31286	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	11908	341021	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	69701	1996031	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	1193	50145	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	12757	536000	SH	DEFINE
ADVANCE AMERICA CASH ADVANCE CENTE	COMMON SHS	00739W107	11524	801380	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	209	5010	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	71807	1724460	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	1547	37150	SH	DEFINE
ADVANCED LIFE SCIENCES HOLDINGS IN	COMMON SHS	00765H107	2673	800300	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	4146	88888	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	36	772	SH	DEFINE
AEGON NV	NEW YORK SHARES	007924103	433	23504	SH	DEFINE
AES CORP	COMMON SHS	00130H105	2570	150640	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	2728	55520	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	5052	102800	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	6132	102785	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	2529	23724	SH	DEFINE

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

AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	181	1700	SH	DEFINE
AFFORDABLE RESIDENTIAL CMTYS	COMMON SHS	008273104	21537	2051100	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	459	13930	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	19288	585724	SH	DEFINE
AFFYMETRIX INC	NOTE 0.750%12/1	00826TAF5	11900	10000000	PRN	DEFINE
AFLAC INC	COMMON SHS	001055102	131288	2909100	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	45	1000	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	3013	66760	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	23545	521712	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	27098	600450	SH	DEFINE
AGCO CORP	COMMON SHS	001084102	80871	3899290	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	13423	1759250	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	21815	2859100	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	111	14495	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	15020	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	3789	100906	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	35827	954124	SH	DEFINE
AGL RESOURCES INC	COMMON SHS	001204106	43260	1200000	SH	DEFINE
AGNICO EAGLE MINES LTD	COMMON SHS	008474108	31973	1050000	SH	DEFINE
AGRIUM INC	ORDINARY SHS	008916108	4446	150900	SH	DEFINE
AGRIUM INC	COMMON SHS	008916108	10	385	SH	DEFINE
AIR FRANCE-KLM	AMER DEP RECPT	009119108	13013	550000	SH	DEFINE
AIR FRANCE-KLM	WTS TO EQUITY	009119116	1070	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	1411	21000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	33595	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	289	4300	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	7536	112156	SH	DEFINE
AIRGAS INC	COMMON SHS	009363102	32824	839700	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COMMON SHS	00971T101	33	1000	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COMMON SHS	00971T101	12064	366790	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	6450	122268	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	30477	577771	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	36	675	SH	DEFINE
ALAMO GROUP INC	COMMON SHS	011311107	2325	105000	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	47879	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	17725	500000	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	131783	2979500	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	107	2428	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	314	7100	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	87017	3389840	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	18	700	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	266	10352	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	59889	1120893	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	172344	3286587	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	13374	351955	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	23251	435163	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	2170	47457	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	590	12900	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	29033	543895	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	2852	53384	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	1398	30562	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	671	14668	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	3202	104781	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	409	13390	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	2005	65621	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	33830	1107000	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	10426	100000	SH	DEFINE
ALERIS INTERNATIONAL INC	COMMON SHS	014477103	16825	350000	SH	DEFINE
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	4522	94846	SH	DEFINE
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	286	6000	SH	DEFINE
ALEXANDER'S INC	COMMON SHS	014752109	139259	481865	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COMMON SHS	015271109	24	247	SH	DEFINE

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

ALEXANDRIA REAL ESTATE EQUITIES IN	COMMON SHS	015271109	95	1000	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COMMON SHS	015271109	24242	254300	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	4640	131000	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	1103	50000	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	523	23700	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	9585	434713	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	222574	768822	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	403	1391	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	43400	400000	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	12410	114380	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	9793	90254	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	217	2000	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	291	6227	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	90292	1930560	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	2441	52200	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC	COMMON SHS	018772103	25386	5223400	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	LTD PARTNERSHIP	01881G106	33	500	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	LTD PARTNERSHIP	01881G106	1202	18150	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	50	1600	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	211943	6734770	SH	DEFINE
ALLIANT TECHSYSTEMS INC	COMMON SHS	018804104	440	5700	SH	DEFINE
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	543	17741	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	5186	109231	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	1139	23991	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	175	14257	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589704	16212	48000	SH	DEFINE
ALLION HEALTHCARE INC	COMMON SHS	019615103	4311	317900	SH	DEFINE
ALLION HEALTHCARE INC	COMMON SHS	019615103	148	10900	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COMMON SHS	01988P108	44434	2426780	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COMMON SHS	01988P108	549	30000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	8348	160200	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	104	2000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	13261	254490	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	8483	162798	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	12228	234655	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	1292	24800	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	14	270	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	2285	35290	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	2	35	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	1445	22320	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	23518	363206	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	55138	851550	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	764	11800	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	8	120	SH	DEFINE
ALON USA ENERGY INC	COMMON SHS	020520102	4419	179500	SH	DEFINE
ALON USA ENERGY INC	COMMON SHS	020520102	182	7400	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	25250	1091190	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	164	7932	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	208	10090	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	62192	3013160	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	596770	8421816	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	430	6075	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	13867	195690	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	20357	287287	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	22871	322758	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	1630	23000	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	21	290	SH	DEFINE
ALZA CORP	CONVERT ZERO CP	02261WAB5	1228125	15000000	PRN	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	7188	90300	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	308	3875	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	374	4700	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	18	230	SH	DEFINE

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

AMDOCS LTD	COMMON SHS	G02602103	296	8204	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	1269	35200	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	142997	3965540	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	2860	79300	SH	DEFINE
AMERADA HESS CORP	COMMON SHS	023551104	15607	109600	SH	DEFINE
AMERADA HESS CORP	COMMON SHS	023551104	1638	11505	SH	DEFINE
AMERADA HESS CORP	CONVERT PREF	023551401	16357	136700	SH	DEFINE
AMERADA HESS CORP	CONVERT PREF	023551401	16	135	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	6183	124112	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	581372	11669441	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	1028	30000	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	27	782	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	67951	1983389	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	88556	2584820	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	70459	2056600	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	1720	50200	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	617	18000	SH	DEFINE
AMERICAN AXLE & MFG HOLDINGS INC	COMMON SHS	024061103	10278	600000	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	7820	261900	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1514	44504	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	1506	44255	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	400392	11769300	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	34047	647900	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	3	64	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	772139	11683139	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	38199	577983	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	26291	397800	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	210375	3183154	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	7192	108827	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	22640	342559	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	136490	2065214	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	41204	623455	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	2085	31550	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	5545	83898	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	65274	987648	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	132	2000	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	2416	36561	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	1136	17196	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	6104	975000	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	30	4787	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	5000	222200	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	52022	2312080	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	585	26000	SH	DEFINE
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	89395	797600	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	5600	610000	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	11555	500000	SH	DEFINE
AMERICAN STANDARD COS INC	COMMON SHS	029712106	2	45	SH	DEFINE
AMERICAN STANDARD COS INC	COMMON SHS	029712106	3479	81180	SH	DEFINE
AMERICAN STATES WATER CO	COMMON SHS	029899101	9941	266100	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	13	428	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	61	2000	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	62794	2071054	SH	DEFINE
AMERICAN WOODMARK CORP	COMMON SHS	030506109	30235	851703	SH	DEFINE
AMERIPRISE FINANCIAL INC	COMMON SHS	03076C106	3693	81958	SH	DEFINE
AMERIPRISE FINANCIAL INC	COMMON SHS	03076C106	7	149	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	23738	491778	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	8834	183020	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	732	15171	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	3614	74864	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	323	6700	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	12472	258387	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	1275	26420	SH	DEFINE

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

AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	2478	51346	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	13723	284294	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	15	320	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	19578	325000	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	24	400	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	0	4	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	582	12950	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	32	445	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	67803	932000	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	512	7040	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	58755	807625	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	137214	1886106	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	1528	21000	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	23	310	SH	DEFINE
AMR CORP	COMMON SHS	001765106	29214	1080000	SH	DEFINE
AMR CORP	COMMON SHS	001765106	30	1098	SH	DEFINE
AMREP CORP	COMMON SHS	032159105	304	7685	SH	DEFINE
AMSOUTH BANCORPORATION	COMMON SHS	032165102	240	8872	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	5211	51587	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	5556	55000	SH	DEFINE
ANADIGICS INC	COMMON SHS	032515108	3160	400000	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	17085	446196	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	15103	394440	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	25803	1743454	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	44901	3033870	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	377	25500	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	49	2480	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	11174	570958	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	170	3150	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	184104	3401773	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	34216	800000	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	1272	29740	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	3338	78057	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	5754	134525	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	42275	988418	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	48617	1136707	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	1882	44000	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	27	640	SH	DEFINE
ANSYS INC	COMMON SHS	03662Q105	616	11380	SH	DEFINE
AON CORP	COMMON SHS	037389103	1142	27521	SH	DEFINE
AON CORP	COMMON SHS	037389103	23742	571953	SH	DEFINE
AON CORP	COMMON SHS	037389103	1273	30666	SH	DEFINE
AON CORP	COMMON SHS	037389103	10961	264060	SH	DEFINE
AON CORP	COMMON SHS	037389103	91	2200	SH	DEFINE
AON CORP	COMMON SHS	037389103	2052	49440	SH	DEFINE
AON CORP	COMMON SHS	037389103	3759	90561	SH	DEFINE
AON CORP	COMMON SHS	037389103	34560	832571	SH	DEFINE
AON CORP	COMMON SHS	037389103	1623	39092	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	2189	33420	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	22	340	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	1001	15279	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	40528	618661	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	34059	519900	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	98	1500	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	459	7000	SH	DEFINE
APEX SILVER MINES LTD	COMMON SHS	G04074103	36406	1532900	SH	DEFINE
APOGEE ENTERPRISES INC	COMMON SHS	037598109	18486	1095129	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	2	33	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	9180	174824	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	725	13807	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	105	2000	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	368	7000	SH	DEFINE

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

APOLLO INVESTMENT CORP	CLOSE END MUT F	03761U106	3562	200000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	33	521	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	62720	1000000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	137	2190	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	22130	352835	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	103678	1653028	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	602	9600	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	6	100	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	314	5000	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1428	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	152	5600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1244	45828	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COMMON SHS	03820C105	41813	937500	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	216	12360	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	4883	278881	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	43310	2473452	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	1082	61800	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	12	660	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	19481	352600	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	2619	47400	SH	DEFINE
AQUA AMERICA INC	COMMON SHS	03836W103	334	11999	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	1418	60240	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	763	32400	SH	DEFINE
AQUILA INC	COMMON SHS	03840P102	837	209710	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	12358	233437	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	13	243	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	10270	194000	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	4240	80091	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	1226	23150	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	232	4375	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	424	8000	SH	DEFINE
ARBOR REALTY TRUST INC	COMMON SHS	038923108	17948	665000	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	29229	384900	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	15	200	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	10938	144040	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COMMON SHS	039483102	8978	266792	SH	DEFINE
ARCHSTONE-SMITH TRUST	COMMON SHS	039583109	2470	50638	SH	DEFINE
ARCHSTONE-SMITH TRUST	COMMON SHS	039583109	736	15100	SH	DEFINE
ARCHSTONE-SMITH TRUST	COMMON SHS	039583109	858	17600	SH	DEFINE
ARCHSTONE-SMITH TRUST	COMMON SHS	039583109	293	6000	SH	DEFINE
ARDEN REALTY INC	COMMON SHS	039793104	952	21100	SH	DEFINE
ARENA PHARMACEUTICALS INC	COMMON SHS	040047102	906	50000	SH	DEFINE
ARENA PHARMACEUTICALS INC	COMMON SHS	040047102	6878	379800	SH	DEFINE
ARES CAPITAL CORP	COMMON SHS	04010L103	6893	401202	SH	DEFINE
ARES CAPITAL CORP	COMMON SHS	04010L103	16815	978775	SH	DEFINE
ARGON ST INC	COMMON SHS	040149106	7550	225158	SH	DEFINE
ARGON ST INC	COMMON SHS	040149106	33533	1000090	SH	DEFINE
ARIBA INC	COMMON SHS	04033V203	6339	648180	SH	DEFINE
ARIBA INC	COMMON SHS	04033V203	12780	1306700	SH	DEFINE
ARIES MARITIME TRANSPRT LTD	COMMON SHS	G0474B105	3353	240000	SH	DEFINE
ARLINGTON TANKERS LTD	COMMON SHS	G04899103	1925	83700	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	9171	666500	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	19438	1412610	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	61225	2201530	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	2832	101847	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	959	34493	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	17242	620000	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COMMON SHS	044103109	6505	524573	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COMMON SHS	044103109	118	9500	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COMMON SHS	044103109	25546	2060200	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COMMON SHS	044103109	641	51700	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	10532	148171	SH	DEFINE

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

ASHLAND INC	COMMON SHS	044209104	174	2447	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	30482	428840	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	633	8900	SH	DEFINE
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	417	25000	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	48245	1956400	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	12145	492498	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	2087	84649	SH	DEFINE
ASSURANT INC	COMMON SHS	04621X108	40666	825700	SH	DEFINE
ASTEC INDUSTRIES INC	COMMON SHS	046224101	5180	144300	SH	DEFINE
ASTEC INDUSTRIES INC	COMMON SHS	046224101	144	4000	SH	DEFINE
ASTRAZENECA PLC	AMER DEP RECPT	046353108	26473	527032	SH	DEFINE
ASTRAZENECA PLC	AMER DEP RECPT	046353108	534	10640	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	18438	681890	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	8645	319730	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	4423	163567	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	12272	453850	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	31157	1152246	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	666046	24631894	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	1007	37255	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	27225	1006827	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	714	26410	SH	DEFINE
AT&T INC	COMMON SHS	00206R102	270	10000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	16	1000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	1836	112500	SH	DEFINE
ATI TECHNOLOGIES INC	ORDINARY SHS	001941103	75615	3773227	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COMMON SHS	049079205	32063	562500	SH	DEFINE
ATMEL CORP	COMMON SHS	049513104	64	13500	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	6260	207300	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	26797	1017735	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	1061	40300	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	106248	4035230	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	727	27600	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	11	400	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	13535	134000	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	162	1600	SH	DEFINE
AUSTRALIA & NEW ZEALAND BANKING GR	AMER DEP RECPT	052528304	2492	26250	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	7704	200000	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	79561	1406172	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	13262	234400	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	2731	48270	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	15837	279900	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	2437	53360	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	36544	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	218	4770	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	13605	297831	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	19784	433102	SH	DEFINE
AVALONBAY COMMUNITIES INC	COMMON SHS	053484101	153	1400	SH	DEFINE
AVALONBAY COMMUNITIES INC	COMMON SHS	053484101	1015	9300	SH	DEFINE
AVALONBAY COMMUNITIES INC	COMMON SHS	053484101	644	5900	SH	DEFINE
AVANIR PHARMACEUTICALS	COMMON SHS	05348P401	5953	407200	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	97548	8632540	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	17728	1568891	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	191	16900	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	75	6628	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	1793	158680	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	39299	3477806	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	1713	29290	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	41	700	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	27018	462000	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	463	7925	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	1232	21070	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	5124	134550	SH	DEFINE

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

AVIALL INC	COMMON SHS	05366B102	99	2600	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	24281	765000	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	5767	181700	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	13814	435215	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	26105	837489	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	56574	1815000	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	31582	903372	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	1309	37442	SH	DEFINE
AXCAN PHARMA INC	ORDINARY SHS	054923107	109068	7041213	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	3196	106890	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	7218	241400	SH	DEFINE
AZTAR CORP	COMMON SHS	054802103	91849	2187400	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	1116	16321	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	6635	97000	SH	DEFINE
BALDWIN & LYONS INC	COMMON SHS	057755209	4085	153875	SH	DEFINE
BALL CORPORATION	COMMON SHS	058498106	451	10300	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTARIA SA	AMER DEP RECPT	05946K101	4646	222831	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	12867	358318	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	410883	11442024	SH	DEFINE
BANCO ITAU HOLDINGS FINANCEIRA S.A	AMER DEP RECPT	059602201	194	6500	SH	DEFINE
BANCO ITAU HOLDINGS FINANCEIRA S.A	AMER DEP RECPT	059602201	1072	36000	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	ORDINARY SHS	P16994132	37087	2180300	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	24858	1701471	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	515	35240	SH	DEFINE
BANK MUTUAL CORP	COMMON SHS	063750103	22441	1895334	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	20101	441399	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	22167	486749	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	14346	315027	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	11931	261987	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	19872	436353	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	62699	1376790	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	1130616	24826880	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	1811	39760	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	5463	119962	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	64417	1414524	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	1101	24176	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	49	1085	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	157	3440	SH	DEFINE
BANK OF HAWAII CORP	COMMON SHS	062540109	703	13178	SH	DEFINE
BANK OF IRELAND	AMER DEP RECPT	46267Q103	205	2750	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	311690	4697669	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	642	11300	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	542979	15066006	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	12651	351023	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	2506	69539	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	15484	429624	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	19305	535667	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	8832	245053	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	822	22810	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	5572	154593	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	61114	1695715	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	2657	73711	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	994	27575	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	386672	8258687	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	543	13532	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	466	11600	SH	DEFINE
BANKUNITED FINANCIAL CORP	COMMON SHS	06652B103	379	14005	SH	DEFINE
BANTA CORP	COMMON SHS	066821109	4	70	SH	DEFINE
BANTA CORP	COMMON SHS	066821109	218	4200	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	3638	77725	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	13	270	SH	DEFINE
BARNES & NOBLES INC	COMMON SHS	067774109	389	8400	SH	DEFINE

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

BARR PHARMACEUTICALS INC	COMMON SHS	068306109	10627	168730	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	25424	800243	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	34362	1081574	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	156478	5040145	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	22982	723374	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	142	5219	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	220772	8104689	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	212	7800	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	4702	59970	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	15360	195915	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	690	8795	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	10430	522800	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	20	1000	SH	DEFINE
BAUSCH & LOMB INC	COMMON SHS	071707103	250	3925	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	15524	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	3	70	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	2100	54120	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1688	43500	SH	DEFINE
BBVA BANCO FRANCES SA	AMER DEP RECPT	07329M100	3519	445400	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	853784	30351365	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	309642	11040717	SH	DEFINE
BCE INC	COMMON SHS	05534B109	13272	551603	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	75223	2674110	SH	DEFINE
BCE INC	COMMON SHS	05534B109	780	32400	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	1759	68500	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	2190	77849	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	55925	1991911	SH	DEFINE
BCE INC	COMMON SHS	05534B109	2233	87419	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	1854	141170	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	407	31000	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	1683	128210	SH	DEFINE
BEACON ROOFING SUPPLY INC	COMMON SHS	073685109	56127	1381080	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	141652	1021282	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	815	5878	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	87	10277	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	13196	1554270	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	3465	408138	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	25364	2987500	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	19032	2241640	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	107	12595	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	12055	1419890	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	311	36639	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	377	6900	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	1659	30400	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	85135	1382512	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	80	1300	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	1478	24000	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	1938	31475	SH	DEFINE
BED BATH & BEYOND INC	COMMON SHS	075896100	5454	142040	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	69389	2002570	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	4763	137457	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	871	25130	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	26413	762274	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	515044	14864172	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	14	390	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	65633	2078300	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	12154	384863	SH	DEFINE
BERKLEY W R CORP	COMMON SHS	084423102	1582	27240	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	387240	4286	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	3433	38	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	24395	270	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	1051766	349192	SH	DEFINE

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

BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	196	65	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	19635	6519	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	6675	2216	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	512	170	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	23790	425361	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	12176	217704	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	419	7500	SH	DEFINE
BEST BUY COMPANY INC	SDCV 2.250% 1/1	086516AF8	15195	12000000	PRN	DEFINE
BEVERLY HILLS BANCORP INC	COMMON SHS	087866109	7420	700000	SH	DEFINE
BEVERLY HILLS BANCORP INC	COMMON SHS	087866109	11	1000	SH	DEFINE
BG GROUP PLC	AMER DEP RECPT	055434203	8375	133555	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	12381	310690	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	5567	139690	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	16804	858218	SH	DEFINE
BIG LOTS INC	COMMON SHS	089302103	31410	2250000	SH	DEFINE
BILL BARRETT CORP	COMMON SHS	06846N104	16344	501490	SH	DEFINE
BIOCRYST PHARMACEUTICALS INC	COMMON SHS	09058V103	1492	82600	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	18840	400000	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	3109	66010	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	33782	717244	SH	DEFINE
BIOGEN IDEC INC	CONVERT ZERO CP	449370AC9	667625	3500000	PRN	DEFINE
BIOMED REALTY TRUST INC	COMMON SHS	09063H107	172	5800	SH	DEFINE
BIOMED REALTY TRUST INC	COMMON SHS	09063H107	36570	1233800	SH	DEFINE
BIOMED REALTY TRUST INC	COMMON SHS	09063H107	972	32800	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	194	5464	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	222	6240	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	1724	48550	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	66979	1885684	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	1023	28800	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	963	27100	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	11	320	SH	DEFINE
BIOVAIL CORP	ORDINARY SHS	09067J109	9	300	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	526	21600	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	3	143	SH	DEFINE
BISYS GROUP INC	COMMON SHS	055472104	337	25020	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	1	23	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	21180	612145	SH	DEFINE
BJ'S RESTAURANT INC	COMMON SHS	09180C106	15304	566830	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	4715	54263	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	5	55	SH	DEFINE
BLACKBAUD INC	COMMON SHS	09227Q100	11	500	SH	DEFINE
BLACKBAUD INC	COMMON SHS	09227Q100	3261	153900	SH	DEFINE
BLACKROCK GLOBAL OPP EQTY TR	CLOSE END MUT F	092501105	974	38275	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	14	100	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	22135	158109	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIP	CLOSE END MUT F	09249U105	509	36750	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	9571	2410730	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	3	654	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	3506	883050	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	64703	2987213	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	23699	1094132	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	5190	239606	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	15577	719180	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	259	11950	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1365	63018	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1105	51017	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1716	79242	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	33636	1552902	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	1397	64512	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	2013	92925	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	839	38746	SH	DEFINE
BOB EVANS FARMS INC	COMMON SHS	096761101	11542	388500	SH	DEFINE

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

BOEING CO	COMMON SHS	097023105	77930	1000000	SH	DEFINE
BOEING CO	COMMON SHS	097023105	219	2810	SH	DEFINE
BOEING CO	COMMON SHS	097023105	2330	29899	SH	DEFINE
BOEING CO	COMMON SHS	097023105	37352	479303	SH	DEFINE
BOEING CO	COMMON SHS	097023105	927	11900	SH	DEFINE
BOEING CO	COMMON SHS	097023105	10	130	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	224	3726	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	2847	47420	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	94728	1577740	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	2378	39600	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	5599	93262	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	16711	494560	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	1183	35000	SH	DEFINE
BOSTON PROPERTIES INC	COMMON SHS	101121101	1679	18000	SH	DEFINE
BOSTON PROPERTIES INC	COMMON SHS	101121101	254	2728	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	63512	2755390	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	27609	1197776	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	99614	4321630	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	1685	73095	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	13280	576120	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	53416	2317417	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	1145	49670	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	3588	155640	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	25479	1105390	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	68	2960	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	33	1430	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	23498	794400	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	440	14870	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	39152	1323600	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	15522	524738	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	586	19820	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	347	5037	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	18350	266170	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	8204	119000	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	32050	464900	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	35281	511762	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	20351	295200	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	6851	99378	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	109121	1582836	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	305528	4431800	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	276	4000	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COMMON SHS	055630107	3870	54750	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	63355	1691276	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	37	1000	SH	DEFINE
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	143	4495	SH	DEFINE
BRANDYWINE REALTY TRUST	SH BEN INT NEW	105368203	33843	1065600	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	847	15132	SH	DEFINE
BRIGGS & STRATTON CORP	COMMON SHS	109043109	35536	1004700	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	7669	246900	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	230	7400	SH	DEFINE
BRINKS COMPANY	COMMON SHS	109696104	211	4150	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	646386	26265159	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	37912	1540525	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	338974	13773844	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	5207	211598	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	14391	584761	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	20478	832106	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	477631	19408008	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	2219	90150	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	3766	153021	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	56784	2307353	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	1325	53860	SH	DEFINE

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

BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	1670	67845	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	989	40171	SH	DEFINE
BRISTOW GROUP INC	COMMON SHS	110394103	37565	1215700	SH	DEFINE
BRISTOW GROUP INC	COMMON SHS	110394103	494	15975	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	505	8225	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	30685	500000	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	4	58	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	6121	125950	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	15	305	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	AMER DEP RECPT	111013108	14315	378902	SH	DEFINE
BROADCOM CORP	COMMON SHS	111320107	17	397	SH	DEFINE
BROADCOM CORP	COMMON SHS	111320107	969	22452	SH	DEFINE
BROADCOM CORP	COMMON SHS	111320107	75263	1743820	SH	DEFINE
BRONCO DRILLING COMPANY INC	COMMON SHS	112211107	3551	135000	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COMMON SHS	112463104	974	25800	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COMMON SHS	112585104	117	2125	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	ORDINARY SHS	112585104	202748	3154142	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COMMON SHS	112585104	46929	845500	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	80	2337	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	28245	827100	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	169	5096	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	98546	2968250	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	1706	51400	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	10	290	SH	DEFINE
BROWN SHOE CO INC	COMMON SHS	115736100	48072	916000	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637100	52562	671720	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637209	117563	1527384	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637209	231	3000	SH	DEFINE
BUCKEYE PARTNERS LP	LTD PARTNERSHIP	118230101	267	6260	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	123270	2212700	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	267	4801	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	380	6830	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	37670	676189	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	178607	3206008	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	2540	45600	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	1276	22900	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	19	340	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	223	4000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	47498	570000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	48449	581413	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	22	267	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	417	5000	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	350848	3817300	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	1	6	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	37329	406149	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	4608	50140	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W209	20	400	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W209	95914	1953831	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	312	4595	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	1426	21023	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	85330	1258370	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	1858	27400	SH	DEFINE
CA, INC.	COMMON SHS	12673P105	689	25337	SH	DEFINE
CABLEVISION SYSTEMS CORP	COMMON SHS	12686C109	195148	7308930	SH	DEFINE
CABLEVISION SYSTEMS CORP	COMMON SHS	12686C109	48	1800	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	28280	832000	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	33117	974311	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	552	16245	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	66580	1958813	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	840	24700	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	76	1900	SH	DEFINE
CADBURY SCHWEPPEES PLC	AMER DEP RECPT	127209302	29074	726860	SH	DEFINE

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

CADBURY SCHWEPPE'S PLC	AMER DEP RECPT	127209302	262	6540	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	494979	26770079	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	22855	1236059	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	5595	302616	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2868	155110	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	39	2100	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1522	82340	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2365	127896	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	4314	233309	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	37482	2027131	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1998	108065	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2307	124760	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	1218	65852	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	1588	172977	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	37833	4121229	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	39987	4355883	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	16371	1783295	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	5916	644460	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	282	30696	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	137	3650	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	56	1500	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	78195	2090777	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	1174	31400	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COMMON SHS	13054D109	14837	457230	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COMMON SHS	130788102	243	5400	SH	DEFINE
CAMBIOR INC	ORDINARY SHS	13201L103	8222	2130000	SH	DEFINE
CAMDEN PROPERTY TRUST	SH BEN INT	133131102	208	2883	SH	DEFINE
CAMECO CORP	ORDINARY SHS	13321L108	1092	26000	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	35246	882025	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	630	17500	SH	DEFINE
CAMECO CORP	ORDINARY SHS	13321L108	1648	39800	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	324	9000	SH	DEFINE
CAMPBELL SOUP CO	COMMON SHS	134429109	968	29880	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	ORDINARY SHS	136069101	272527	3168914	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COMMON SHS	136069101	230	3118	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COMMON SHS	136069101	243	3300	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	346777	6552851	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	9811	216680	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	360	6800	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	261174	4024253	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	188	3400	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	277	5000	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	127949	2196165	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	241	4818	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	6123	92708	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	16898	255829	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	1672	20771	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	1208	15000	SH	DEFINE
CAPITAL TRUST- CL A- REIT	CL A NEW	14052H506	161	5160	SH	DEFINE
CAPITAL TRUST- CL A- REIT	CL A NEW	14052H506	19540	627900	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	1500	60286	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	653	26251	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	425	17095	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	223204	8971228	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	2371	95290	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	2380	95649	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	29	1172	SH	DEFINE
CAPITALSOURCE INC	DCV 3.500% 7/1	14055XAD4	8206	8000000	PRN	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	596	8000	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	3313	44455	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	22356	300000	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	1766	23700	SH	DEFINE

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

CARDINAL HEALTH INC	COMMON SHS	14149Y108	3108	41711	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	13618	182743	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	836	11220	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	6340	85077	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	13	180	SH	DEFINE
CAREER EDUCATION CORP	COMMON SHS	141665109	385	10200	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	3719	75625	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	137	2778	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	51486	1046895	SH	DEFINE
CARLISLE COMPANIES INC	COMMON SHS	142339100	251972	3080337	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	3164	66790	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	23685	500000	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	324	6850	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	20073	423748	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	58465	1234210	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	379	8000	SH	DEFINE
CARNIVAL CORP	BCV 2.000% 4/1	143658AN2	16094	13000000	PRN	DEFINE
CASELLA WASTE SYSTEMS INC	COMMON SHS	147448104	15336	1079264	SH	DEFINE
CASEYS GENERAL STORES INC	COMMON SHS	147528103	27648	1208905	SH	DEFINE
CATERPILLAR INC	COMMON SHS	149123101	7160	99712	SH	DEFINE
CATO CORP	COMMON SHS	149205106	10737	450000	SH	DEFINE
CAVALIER HOMES INC	COMMON SHS	149507105	3024	432000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COMMON SHS	12497T101	371	4600	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	COMMON SHS	124830100	13580	319900	SH	DEFINE
CBS CORP	COMMON SHS	124857103	2410	100000	SH	DEFINE
CBS CORP	COMMON SHS	124857103	895	37156	SH	DEFINE
CBS CORP	COMMON SHS	124857202	74038	3087474	SH	DEFINE
CBS CORP	COMMON SHS	124857202	3	122	SH	DEFINE
CBS CORP	COMMON SHS	124857202	1199	50000	SH	DEFINE
CBS CORP	COMMON SHS	124857202	485	20238	SH	DEFINE
CBS CORP	COMMON SHS	124857202	2662	111026	SH	DEFINE
CBS CORP	COMMON SHS	124857202	5	219	SH	DEFINE
CDI CORP	COMMON SHS	125071100	29416	1022460	SH	DEFINE
CDW CORP	COMMON SHS	12512N105	446	7575	SH	DEFINE
CDW CORP	COMMON SHS	12512N105	7	122	SH	DEFINE
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	1918	65575	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM NEW	150602209	90	5705	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM NEW	150602209	40337	2546500	SH	DEFINE
CELANESE CORP	CONVERT PREF	150870202	11438	375000	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	6288	528640	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	14033	1054090	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	612	53466	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	19603	1470600	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	342	29857	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	474	35585	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	528	39640	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	900	20364	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	44085	996956	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	128532	2906652	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	177	4000	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	1592	36000	SH	DEFINE
CELGENE CORP	NOTE 1.750% 6/0	151020AC8	22028	6000000	PRN	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	5815	728700	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	211	3238	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	783	12000	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	8206	125710	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	1567	24000	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	31547	483254	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	922	14117	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	1528	23400	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	914	14000	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	128041	7379880	SH	DEFINE

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

CENDANT CORP	COMMON SHS	151313103	194	11200	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	17	1000	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	8746	504118	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	713	41100	SH	DEFINE
CENDANT CORP	COMMON SHS	151313103	9	520	SH	DEFINE
CENTENNIAL BANK HOLDINGS INC	COMMON SHS	151345303	177	15100	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	361	30280	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	12	1000	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	94867	7952000	SH	DEFINE
CENTERPOINT ENERGY INC	NOTE 3.750% 5/1	15189TAM9	11088	10000000	PRN	DEFINE
CENTEX CORP	COMMON SHS	152312104	50	800	SH	DEFINE
CENTEX CORP	COMMON SHS	152312104	5926	95600	SH	DEFINE
CENTRAL FUND CANADA- CLASS A	CLOSE END MUT F	153501101	9977	1255000	SH	DEFINE
CENTRAL GARDEN & PET CO	COMMON SHS	153527106	8534	160600	SH	DEFINE
CENTRAL GARDEN & PET CO	COMMON SHS	153527106	154	2900	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	13046	815400	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	707	44189	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	7491	468200	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	147	9171	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	2984	186515	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	1375	64832	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	64	3000	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	3572	168400	SH	DEFINE
CENTURYTEL INC	COMMON SHS	156700106	574	14681	SH	DEFINE
CEPHALON INC	COMMON SHS	156708109	1059	17581	SH	DEFINE
CEPHALON INC	COMMON SHS	156708109	69850	1159330	SH	DEFINE
CEPHALON INC	COMMON SHS	156708109	1283	21300	SH	DEFINE
CERADYNE INC	NOTE 2.875%12/1	156710AA3	1673	1500000	PRN	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	2789	109589	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	1487	58430	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	186	7300	SH	DEFINE
CERNER CORP	COMMON SHS	156782104	2026	42700	SH	DEFINE
CERUS CORP	COMMON SHS	157085101	1712	200000	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COMMON SHS	158787101	7590	920000	SH	DEFINE
CHAPARRAL STEEL	COMMON SHS	159423102	50638	780000	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	203	4147	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	429	8760	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	43	870	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	54392	1109586	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	1672	34100	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	1309	26700	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	27	550	SH	DEFINE
CHARLES SCHWAB CORP	COMMON SHS	808513105	1335	77546	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	65800	4425000	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	8	557	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	20	1000	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	30539	1504400	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	310456	15507312	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	235800	11778234	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	20297	1013834	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	30163	1506656	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	100	5000	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	1283	64106	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	49500	2472523	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	26530	1325174	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	1161	57990	SH	DEFINE
CHEMICAL FINL CORP	COMMON SHS	163731102	539	16675	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	3033	96570	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	279	8880	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	2037	64852	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	116840	3719826	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	945	30100	SH	DEFINE

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

CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	13	400	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	63847	1101380	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	23272	401448	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	8336	143800	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	15621	269462	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	40696	702025	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	555842	9588438	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	2667	46000	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	21	360	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	201	450	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	224	500	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	129315	288971	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	1924	4300	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	209	5144	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	4442	109300	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	101907	2507550	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	2162	53200	SH	DEFINE
CHINA MED TECHNOLOGIES INC	AMER DEP RECPT	169483104	302	10000	SH	DEFINE
CHINA SOUTHERN AIRLINES CO LTD	AMER DEP RECPT	169409109	151	10500	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COMMON SHS	170032809	13584	810000	SH	DEFINE
CHIRON CORP	COMMON SHS	170040109	247	5386	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	7160	160000	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	574	12830	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	3580	80000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	25693	1107000	SH	DEFINE
CHROMCRAFT REVINGTON INC	COMMON SHS	171117104	2692	200000	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	6375	66800	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	48	500	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	10518	110201	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	23	240	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	341522	17433469	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	146325	7469391	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	159780	8156210	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	4548	232162	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	3423	174730	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	3465	176900	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	640	32680	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	4096	209090	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	177	9030	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	361	18440	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	125	6375	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	196	10000	SH	DEFINE
CHURCH & DWIGHT CO INC	COMMON SHS	171340102	1000	27090	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	34	800	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	546	12700	SH	DEFINE
CIA ENERGETICA DE MINAS GERAIS (CE	DEP RCPT PFD	204409601	3756	82600	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	172100	3981027	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	69216	1601106	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	13021	301205	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	105257	2434814	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	22	500	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	6485	150000	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	356042	8235987	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	1638	37884	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	1043	24116	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	730	16896	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	2110	48799	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	931	21533	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	24857	512197	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	4591	94610	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	1796	37000	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	24	500	SH	DEFINE

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

CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	4	77	SH	DEFINE
CIENA CORP	COMMON SHS	171779101	4122	791120	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	105583	808324	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	9530	72960	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	3341	25579	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2467	18890	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2367	18118	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	24	183	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	821	6285	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	3272	25049	SH	DEFINE
CIMAREX ENERGY CO	COMMON SHS	171798101	360	8325	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	17987	396100	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	527	11615	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	563311	12405000	SH	DEFINE
CINTAS CORP	COMMON SHS	172908105	19477	457000	SH	DEFINE
CINTAS CORP	COMMON SHS	172908105	1149	26950	SH	DEFINE
CIRCOR INTERNATIONAL INC	COMMON SHS	17273K109	28055	960800	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	41780	1928000	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	21	951	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	29255	1350000	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	701	32370	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	72679	3353898	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	112046	5170551	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	1859	85800	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	36	1680	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	118279	2210000	SH	DEFINE
CITADEL BROADCASTING CORP	COMMON SHS	17285T106	120	10782	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	12935	273869	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	9733	206082	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	17849	377907	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	111973	2370802	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	88216	1867794	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	2626	55600	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	41	870	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	283	6000	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	236	5000	SH CALL	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	4284	322801	SH	DEFINE
CITRIX SYSTEMS INC	COMMON SHS	177376100	861	22715	SH	DEFINE
CITRIX SYSTEMS INC	COMMON SHS	177376100	2978	78570	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	6931	90253	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	22	289	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	591	7700	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	81549	1061970	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	15308	429992	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	7805	219240	SH	DEFINE
CLEAN HARBORS INC	COMMON SHS	184496107	5163	174000	SH	DEFINE
CLEAN HARBORS INC	COMMON SHS	184496107	142	4800	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	332694	11468237	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	1765	60836	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	14505	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	523	18018	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	715	24653	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	29847	1028855	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	467	16100	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	9	300	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	5858	97877	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	24	402	SH	DEFINE
CMS ENERGY CORP	NOTE 2.875%12/0	125896AW0	6469	6000000	PRN	DEFINE
CNA SURETY CORP	COMMON SHS	12612L108	234	14000	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	54233	3816510	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	1090	76700	SH	DEFINE
CNF INC	COMMON SHS	12612W104	210	4200	SH	DEFINE

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

CNF INC	COMMON SHS	12612W104	5493	109990	SH	DEFINE
CNF INC	COMMON SHS	12612W104	11343	227137	SH	DEFINE
CNF INC	COMMON SHS	12612W104	799	16000	SH	DEFINE
CNF INC	COMMON SHS	12612W104	9	190	SH	DEFINE
CNH GLOBAL NV	ORDINARY SHS	N20935206	51480	1996900	SH	DEFINE
CNOOC LTD	AMER DEP RECPT	126132109	827	10580	SH	DEFINE
COACH INC	COMMON SHS	189754104	1	32	SH	DEFINE
COACH INC	COMMON SHS	189754104	28945	837031	SH	DEFINE
COACH INC	COMMON SHS	189754104	934	27000	SH	DEFINE
COACH INC	COMMON SHS	189754104	121	3500	SH	DEFINE
COACH INC	COMMON SHS	189754104	588	17000	SH	DEFINE
COAST DISTRIBUTION SYSTEM INC	COMMON SHS	190345108	488	66800	SH	DEFINE
COCA COLA FEMSA SA DE CV	AMER DEP RECPT	191241108	282	8500	SH	DEFINE
COCA COLA FEMSA SA DE CV	AMER DEP RECPT	191241108	2	47	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	22819	545000	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	2324	55505	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	1122	26800	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	23954	572100	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	44123	1053798	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	1239	29600	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	18	430	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	359437	17671417	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	1	40	SH	DEFINE
COEUR D'ALENE MINES CORP	COMMON SHS	192108108	7057	1075800	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	476	7996	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	6750	113460	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	292410	4915280	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	4622	77700	SH	DEFINE
COGNOS INC	ORDINARY SHS	19244C109	998	22000	SH	DEFINE
COGNOS INC	ORDINARY SHS	19244C109	1	23	SH	DEFINE
COGNOS INC	ORDINARY SHS	19244C109	41517	957241	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	14348	368840	SH	DEFINE
COGNOS INC	ORDINARY SHS	19244C109	1742	38900	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	389	10000	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	18140	516653	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	109	3100	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	47030	1339510	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	628	17900	SH	DEFINE
COHU INC	COMMON SHS	192576106	21674	1021400	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	20621	795880	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	23544	908700	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	241	9307	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	3581	138226	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COMMON SHS	19388P106	765	50500	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COMMON SHS	19388P106	19657	1297500	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	348	6089	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	3	45	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	16377	286821	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	29	511	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	343	6000	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	3924	150000	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	1806	69046	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	5	183	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	614110	23511120	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	19937	763300	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	255291	9773784	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	674	25803	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	2220	85000	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	1724	65990	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	2758	105590	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	416	7183	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	4575	124822	SH	DEFINE

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

COMMERCE BANCORP INC	COMMON SHS	200519106	39075	1066160	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	865	23600	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COMMON SHS	202608105	5883	306250	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	422	11683	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	422	11670	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	161043	4454856	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	2823	78100	SH	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	DEP RCPT PFD	20441B407	74436	7580029	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	566	18000	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	1	34	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	19086	607449	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	31	1000	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	24418	988986	SH	DEFINE
COMPASS BANCSHARES INC	COMMON SHS	20449H109	552	10900	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	55550	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	46	825	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	11182	201291	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	250	4500	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	58	2450	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	2082	88500	SH	DEFINE
COMVERSE TECHNOLOGY INC	CONVERT ZERO CP	205862AL9	689	5000	PRN	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	343	16000	SH	DEFINE
CONCUR TECHNOLOGIES INC	COMMON SHS	206708109	9401	507340	SH	DEFINE
CONEXANT SYSTEMS INC	COMMON SHS	207142100	1035	300000	SH	DEFINE
CONEXANT SYSTEMS INC	NOTE 4.250% 5/0	207142AB6	17800	17800000	PRN	DEFINE
CONEXANT SYSTEMS INC	NOTE 4.000% 2/0	207142AF7	310075	316000000	PRN	DEFINE
CONNETICS CORP	COMMON SHS	208192104	957	56500	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	7843	124200	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	5685	90016	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	14028	222143	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	31112	492670	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	83831	1327496	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	1585	25100	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	22	350	SH	DEFINE
CONSECO INC	CONVERT PREF	208464867	13444	450000	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	28292	381500	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	8454	114000	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	1790	41150	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	195750	4500000	SH	DEFINE
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	13340	532548	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PREF	21036P306	7218	191200	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PREF	21036P306	8184	216800	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	125275	2289800	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	439	8025	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	10942	200000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	13450	500000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	13	500	SH	DEFINE
CONTINENTAL MATERIAL CORP	COMMON SHS	211615307	2890	99500	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	73046	4011330	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	28000	1537630	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	20973	1151730	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	180	9900	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	13178	723678	SH	DEFINE
COOPER CAMERON CORP	COMMON SHS	216640102	723	16400	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	2814	52090	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	25994	1805110	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	4464	310000	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	83316	2817600	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	1008	34074	SH	DEFINE
CORNING INC	COMMON SHS	219350105	44188	1642082	SH	DEFINE
CORNING INC	COMMON SHS	219350105	27166	1009530	SH	DEFINE
CORNING INC	COMMON SHS	219350105	269	10000	SH	DEFINE

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

CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	5542	54925	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	21160	209710	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	SH BEN INT	22002T108	343	7498	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	SH BEN INT	22002T108	49527	1082800	SH	DEFINE
COSI INC	COMMON SHS	22122P101	6120	556900	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	20740	1212887	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	17245	1008460	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	6	350	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	30795	568598	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	379	7000	SH	DEFINE
COTHERIX INC	COMMON SHS	22163T103	914	100000	SH	DEFINE
COTHERIX INC	COMMON SHS	22163T103	4133	452200	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	94481	2574422	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	11	300	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	15284	416450	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	54457	1483841	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	110	3000	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	551	15000	SH	DEFINE
COURIER CORP	COMMON SHS	222660102	8868	200000	SH	DEFINE
COUSINS PROPERTIES INC	COMMON SHS	222795106	83	2480	SH	DEFINE
COUSINS PROPERTIES INC	COMMON SHS	222795106	251	7500	SH	DEFINE
COUSINS PROPERTIES INC	COMMON SHS	222795106	8307	248500	SH	DEFINE
COVANCE INC	COMMON SHS	222816100	144	2450	SH	DEFINE
COVANCE INC	COMMON SHS	222816100	7820	133110	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	299	5548	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	34	630	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	121886	2257990	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	2551	47250	SH	DEFINE
CRA INTERNATIONAL INC	COMMON SHS	12618T105	601	12200	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	6464	244100	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	7507	283500	SH	DEFINE
CREDIT SUISSE GROUP	AMER DEP RECPT	225401108	4209	75355	SH	DEFINE
CREE INC	COMMON SHS	225447101	932	28400	SH	DEFINE
CROCS INC	COMMON SHS	227046109	6157	244800	SH	DEFINE
CROCS INC	COMMON SHS	227046109	11989	476700	SH	DEFINE
CROSS COUNTRY HEALTHCARES, INC.	COMMON SHS	227483104	6721	347172	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COMMON SHS	228227104	7536	265828	SH	DEFINE
CSX CORP	COMMON SHS	126408103	2	35	SH	DEFINE
CSX CORP	COMMON SHS	126408103	690	11544	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	1149	50000	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	10470	455800	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	211	3925	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	464	8632	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	39274	730670	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	908	16900	SH	DEFINE
CURAGEN CORP	COMMON SHS	23126R101	16	3100	SH	DEFINE
CURAGEN CORP	COMMON SHS	23126R101	1854	370100	SH	DEFINE
CURIS INC	COMMON SHS	231269101	1268	532900	SH	DEFINE
CURTISS WRIGHT CORP	COMMON SHS	231561101	276	4170	SH	DEFINE
CVS CORP	COMMON SHS	126650100	5635	188655	SH	DEFINE
CYMER INC	COMMON SHS	232572107	541	11900	SH	DEFINE
CYNOSURE INC	COMMON SHS	232577205	1414	76410	SH	DEFINE
CYNOSURE INC	COMMON SHS	232577205	829	44800	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	1835	291300	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	2984	49724	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	10	171	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	807	13450	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	1476	24600	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	203	7203	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	414	14700	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	86298	3062390	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	2147	76200	SH	DEFINE

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

D R HORTON INC	COMMON SHS	23331A109	81665	2458300	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	170	5120	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	3771	113505	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	51883	1561800	SH	DEFINE
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	3618	63015	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	1	14	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	40545	637999	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	10622	167150	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	254	4000	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	763	12000	SH	DEFINE
DAVITA INC	COMMON SHS	23918K108	2890	48000	SH	DEFINE
DEALERTRACK HOLDINGS INC	COMMON SHS	242309102	213	10000	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	144	3710	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	1353	34856	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	4661	120030	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	189846	2401590	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	1921	24306	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	665	8416	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	935	78860	SH	DEFINE
DELL INC	COMMON SHS	24702R101	52080	1750000	SH	DEFINE
DELL INC	COMMON SHS	24702R101	2	58	SH	DEFINE
DELL INC	COMMON SHS	24702R101	14880	500000	SH	DEFINE
DELL INC	COMMON SHS	24702R101	567	19040	SH	DEFINE
DELL INC	COMMON SHS	24702R101	21065	707820	SH	DEFINE
DELL INC	COMMON SHS	24702R101	40491	1360571	SH	DEFINE
DELL INC	COMMON SHS	24702R101	2012	67600	SH	DEFINE
DELL INC	COMMON SHS	24702R101	25	850	SH	DEFINE
DELL INC	COMMON SHS	24702R101	298	10000	SH	DEFINE
DELTA APPAREL INC	COMMON SHS	247368103	12056	680000	SH	DEFINE
DENBURY RESOURCES INC	COMMON SHS	247916208	39530	1248190	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	118	2025	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	26250	451420	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	576	9900	SH	DEFINE
DESERT SUN MNG CORP	ORDINARY SHS	25043V107	405	62629	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	1988	21112	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	517	4550	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	18295	194315	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	357	5840	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	2434	39783	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	55298	904005	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	495	8100	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	22	360	SH	DEFINE
DEVON ENERGY CORP	DEB 4.900% 8/1	25179MAA1	65	56000	PRN	DEFINE
DEVRY INC	COMMON SHS	251893103	273	12000	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	2771	43680	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	4455	70231	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	11899	187590	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	13631	214900	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	317	5000	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COMMON SHS	25271C102	474	5300	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	6843	166500	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	78	1900	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	834	20290	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	388	9450	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	6208	151050	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	662	16100	SH	DEFINE
DIGENE CORP	COMMON SHS	253752109	69006	1764860	SH	DEFINE
DIGENE CORP	COMMON SHS	253752109	778	19900	SH	DEFINE
DIGITAL REALTY TRUST INC	COMMON SHS	253868103	271	9620	SH	DEFINE
DIGITAL REALTY TRUST INC	COMMON SHS	253868103	121	4300	SH	DEFINE
DIGITAL REALTY TRUST INC	COMMON SHS	253868103	42903	1523000	SH	DEFINE

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

DIGITAL REALTY TRUST INC	COMMON SHS	253868103	668	23700	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	54330	2086400	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	81	3109	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	3	132	SH	DEFINE
DIME BANCORP INC	WTS TO EQUITY	25429Q110	4	23510	SH	DEFINE
DIODES INC	COMMON SHS	254543101	7462	179800	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	15370	250000	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	553	9000	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	803468	48991949	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	41920	2556117	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	5412	329974	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	10034	611810	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	817	49835	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	2083	127000	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	1899	115773	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	3980	242670	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	59484	3627078	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	2146	130865	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	2780	169541	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	1114	67909	SH	DEFINE
DISCOVERY HOLDING CO	COMMON SHS	25468Y107	1370	91308	SH	DEFINE
DISCOVERY HOLDING CO	COMMON SHS	25468Y107	150	10000	SH	DEFINE
DIXIE GROUP INC	COMMON SHS	255519100	6059	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	CLOSE END MUT F	23325P104	255	24364	SH	DEFINE
DOLBY LABORATORIES INC	COMMON SHS	25659T107	2090	100000	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	216	12197	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	307	17360	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	103950	5882864	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	2205	124800	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	406	23000	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COMMON SHS	256743105	99621	2194300	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	15	525	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	5267	190350	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	318	11500	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	14	500	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	3968	57482	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	1604	23243	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	8126	117718	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	783022	11343220	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	1374	19900	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	17	240	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	82858	9982904	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	41436	4992315	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	4279	515600	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	138	16600	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	7495	903000	SH	DEFINE
DONALDSON CO INC	COMMON SHS	257651109	29431	871000	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	158	13709	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	79431	6877125	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	1052	91100	SH	DEFINE
DOREL INDUSTRIES INC	CL B SUB VTG	25822C205	9590	299700	SH	DEFINE
DOREL INDUSTRIES INC	CL B SUB VTG	25822C205	171951	5373463	SH	DEFINE
DOREL INDUSTRIES INC	CL B SUB VTG	25822C205	1440	45000	SH	DEFINE
DOREL INDUSTRIES INC	CL B SUB VTG	25822C205	64	2000	SH	DEFINE
DOUBLE HULL TANKERS INC	COMMON SHS	Y21110104	2286	172500	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	7795	487825	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	20568	1287136	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	863	54000	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	147142	3030100	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	39	800	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	9389	193357	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	101555	2501362	SH	DEFINE

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

DOW CHEMICAL CO	COMMON SHS	260543103	19656	484129	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	8217	202396	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	10141	249786	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	16995	418602	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	41806	1029706	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	1757	43265	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	2545	62682	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	33242	818769	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	1460	35967	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	12	290	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	249	6343	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	2	62	SH	DEFINE
DRESSER-RAND GROUP INC	COMMON SHS	261608103	21195	852900	SH	DEFINE
DRIL-QUIP INC	COMMON SHS	262037104	754	10640	SH	DEFINE
DST SYSTEMS INC	COMMON SHS	233326107	666	11500	SH	DEFINE
DST SYSTEMS INC	COMMON SHS	233326107	4	77	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	404558	10091235	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	1037	25859	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	245551	6125000	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	571	14243	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	9147	228150	SH	DEFINE
DTF TAX FREE INCOME INC	CLOSE END MUT F	23334J107	248	16860	SH	DEFINE
DU PONT DE NEMOURS & CO	COMMON SHS	263534109	48928	1159158	SH	DEFINE
DUCKWALL ALCO STORES INC	COMMON SHS	264142100	7791	330000	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	26672	915000	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	8133	279019	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	254054	8715400	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	9355	122000	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	577	7525	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	7	90	SH	DEFINE
DYAX CORP	COMMON SHS	26746E103	3377	582300	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	358	13267	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	254467	9431708	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	3580	132700	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	5304	144910	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	25316	691692	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	3880	106000	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	87	2385	SH	DEFINE
EAGLE HOSPITALITY PROPERTIES	COMMON SHS	26959T102	12920	1281700	SH	DEFINE
EAGLE MATERIALS INC	COMMON SHS	26969P108	4778	74930	SH	DEFINE
EARTHLINK INC	COMMON SHS	270321102	12043	1261000	SH	DEFINE
EARTHLINK INC	COMMON SHS	270321102	25	2590	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	112	2894	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	54730	1419720	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	709	18400	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	504	9853	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	1	13	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	256846	9031140	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	5688	200000	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	1508	53038	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	1	51	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	1124	39525	SH	DEFINE
EATON CORP	COMMON SHS	278058102	9219	126344	SH	DEFINE
EBAY INC	COMMON SHS	278642103	18	461	SH	DEFINE
EBAY INC	COMMON SHS	278642103	109	2790	SH	DEFINE
EBAY INC	COMMON SHS	278642103	16414	420237	SH	DEFINE
EBAY INC	COMMON SHS	278642103	46267	1184516	SH	DEFINE
EBAY INC	COMMON SHS	278642103	473	12100	SH	DEFINE
EBAY INC	COMMON SHS	278642103	5	120	SH	DEFINE
EBAY INC	COMMON SHS	278642103	352	9000	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	139475	4669388	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	95981	3213291	SH	DEFINE

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

ECHOSTAR DBS CORP	COMMON SHS	278762109	72	2400	SH	DEFINE
ECHOSTAR DBS CORP	NOTE 5.750% 5/1	278762AG4	25309	25500000	PRN	DEFINE
ECOLAB INC	COMMON SHS	278865100	23	613	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	986	25800	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	27275	714000	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COMMON SHS	278878103	2124	205000	SH	DEFINE
EDISON INTERNATIONAL	COMMON SHS	281020107	85037	2065000	SH	DEFINE
EDUCATION MANAGEMENT CORP	COMMON SHS	28139T101	562	13500	SH	DEFINE
EDUCATION RLTY TR INC	COMMON SHS	28140H104	11189	731300	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	2175	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	93	2136	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	648461	53814183	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	24301	2016648	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	3914	324782	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	16133	1338800	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	242	20066	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	2121	176050	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	710	58900	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	43722	3628375	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	1936	160679	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	869	72083	SH	DEFINE
ELBIT SYSTEMS LTD	ORDINARY SHS	M3760D101	14176	130176	SH	DEFINE
ELDORADO GOLD CORP	ORDINARY SHS	284902103	21854	3874800	SH	DEFINE
ELDORADO GOLD CORP	ORDINARY SHS	284902103	12098	2145000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	37288	1684946	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	28161	1272528	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	1611	72800	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	1	15	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	339	6200	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	13684	250073	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	59122	1080453	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	1773	32400	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	137	2500	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	22	400	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	438	8000	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	595151	22182299	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	24879	927301	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	21781	811830	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	2868	106891	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	1685	62811	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	2968	110628	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	29044	1082529	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	1458	54327	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	1949	72658	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	936	34872	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	3103	56109	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	22120	400000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	1581	28591	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	16593	300052	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	236248	4272116	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	1443	26100	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	13	240	SH	DEFINE
EMAGEON INC	COMMON SHS	29076V109	612	36000	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	7032	190841	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	83587	2268297	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	30952	839936	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	496	13450	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	138642	3762347	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	3195	86700	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	1231	33417	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	6	160	SH	DEFINE
EMC CORP	COMMON SHS	268648102	13630	1000000	SH	DEFINE

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

EMC CORP	COMMON SHS	268648102	34523	2532885	SH	DEFINE
EMC CORP	COMMON SHS	268648102	22781	1671355	SH	DEFINE
EMC CORP	COMMON SHS	268648102	177	13000	SH	DEFINE
EMCOR GROUP INC	COMMON SHS	29084Q100	22079	444600	SH	DEFINE
EMDEON CORP	COMMON SHS	290849108	3377	312675	SH	DEFINE
EMDEON CORP	COMMON SHS	290849108	21	1948	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	CLOSE END MUT F	290890102	3153	250000	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	CLOSE END MUT F	290890102	38	2998	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	2501	29903	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	41815	500000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	3	40	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	25383	303520	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	0	4	SH	DEFINE
ENBRIDGE INC	ORDINARY SHS	29250N105	92042	2739346	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	26122	559000	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	231017	4238841	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	5699	121633	SH	DEFINE
ENCYSIVE PHARMACEUTICALS INC	COMMON SHS	29256X107	15	3000	SH	DEFINE
ENCYSIVE PHARMACEUTICALS INC	COMMON SHS	29256X107	1868	382000	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	29430	915402	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	544	16915	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	227	6906	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	76	2325	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	133947	4082506	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	2015	61400	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	279	8500	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COMMON SHS	29264F205	10	320	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	1933	36465	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	27	504	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	177	7291	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	139409	5737000	SH	DEFINE
ENERPLUS RESOURCES FUND	CLOSE END UT TR	29274D604	880	17455	SH	DEFINE
ENGELHARD CORP	COMMON SHS	292845104	273	6901	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	6210	108990	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	32090	563180	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	5815	102056	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	3064	53782	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	285	5000	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	20683	402000	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	3550	69000	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	1587	30850	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	5299	103000	SH	DEFINE
ENTEGRIS INC	COMMON SHS	29362U104	4004	376307	SH	DEFINE
ENTEGRIS INC	COMMON SHS	29362U104	15	1400	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	55531	805500	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	2489	36108	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	661	9585	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	3371	48896	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	515890	7483181	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	793	11500	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	LTD PARTNERSHIP	293792107	3855	156141	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM SH BEN INT	29380T105	118	2805	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM SH BEN INT	29380T105	23278	554500	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	15005	1638114	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	1349	147300	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	8098	1799449	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	20131	4473638	SH	DEFINE
ENZON PHARMACEUTICALS INC	NOTE 4.500% 7/0	293904AB4	116095	124000000	PRN	DEFINE
EOG RESOURCES INC	COMMON SHS	26875P101	785	10900	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	14896	400000	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	191	5116	SH	DEFINE
EQUINIX INC	COMMON SHS	29444U502	1968	30650	SH	DEFINE

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

EQUITY INNS INC	COMMON SHS	294703103	2326	143550	SH	DEFINE
EQUITY INNS INC	COMMON SHS	294703103	1032	63700	SH	DEFINE
EQUITY INNS INC	COMMON SHS	294703103	881	54365	SH	DEFINE
EQUITY INNS INC	COMMON SHS	294703103	1139	70300	SH	DEFINE
EQUITY OFFICE PROPERTIES TRUST	COMMON SHS	294741103	867	25823	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	186	3975	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2724	58209	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	8062	213720	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	302	8000	SH	DEFINE
ERIE INDY CO	COMMON SHS	29530P102	141187	2682119	SH	DEFINE
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	62644	1236800	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COMMON SHS	296650104	2473	156000	SH	DEFINE
ESSEX CORP	COMMON SHS	296744105	19660	892830	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	1	25	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	2	55	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	19812	532729	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	446	12000	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	93	2500	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	298	8000	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COMMON SHS	297602104	28477	677700	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COMMON SHS	297602104	17	398	SH	DEFINE
EURONET WORLDWIDE INC	COMMON SHS	298736109	5221	138000	SH	DEFINE
EUROZINC MINING CORP	ORDINARY SHS	298804105	335	164900	SH	DEFINE
EVEREST RE GROUP LTD	ORDINARY SHS	G3223R108	1874	20068	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	26012	1821554	SH	DEFINE
EXCO RESOURCES INC	COMMON SHS	269279402	5112	408000	SH	DEFINE
EXCO RESOURCES INC	COMMON SHS	269279402	142	11300	SH	DEFINE
EXELIXIS INC	COMMON SHS	30161Q104	4187	348600	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	3496	66092	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	9432	178296	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	148546	2808046	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	672	12700	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	13	240	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	44432	2191984	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	6083	300100	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	6158	303784	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	11	563	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	0	2	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	782	38560	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	277	3210	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	277	3210	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	263226	3046950	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	4328	50100	SH	DEFINE
EXPONENT INC	COMMON SHS	30214U102	2216	70000	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	236	2690	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	1280	14565	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	140765	1601419	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	2092	23800	SH	DEFINE
EXTRA SPACE STORAGE INC	COMMON SHS	30225T102	38029	2212300	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	10072	165500	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	7950	130630	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	15990	262733	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	346898	5699936	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	146877	2413362	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	4005	65800	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	59	970	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	304	5000	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	4835	66700	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	14899	205530	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	509	12850	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	2	48	SH	DEFINE
FAIRCHILD SEMICONDUCTOR CORP	NOTE 5.000%11/0	303727AJ0	3424	3450000	PRN	DEFINE

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

FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	5588	125000	SH	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	16	350	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	193129	7260500	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	80	3000	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	419	15750	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	344	12924	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	324	12180	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	154657	3008885	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	3468	67464	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	87447	1701300	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	1982	38558	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	177	3450	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	7389	143750	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	35877	697995	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	4349	84604	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	6977	135737	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	1532	29808	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	673	13096	SH	DEFINE
FARMER BROS CO	COMMON SHS	307675108	46686	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COMMON SHS	311642102	16722	1173505	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	238	5025	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	5012	105875	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	60096	1269450	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	1359	28700	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	18086	525000	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	4	111	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	18993	645565	SH	DEFINE
FEDERAL REALTY INVESTMENT TRUST	SH BEN INT NEW	313747206	6580	87500	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	80276	4339260	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	19	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	282	15221	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	8757	119953	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	292	4000	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	222	5684	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	292	7480	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	172368	4414027	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	3386	86700	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	1578	40400	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	18	470	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	394	3490	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	5162	45703	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	39911	353378	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	1615	14300	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	18	160	SH	DEFINE
FELCOR LODGING TRUST INC	COMMON SHS	31430F101	2	93	SH	DEFINE
FELCOR LODGING TRUST INC	COMMON SHS	31430F101	13386	634400	SH	DEFINE
FELCOR LODGING TRUST INC	CONVERT PREF	31430F200	86250	3450000	SH	DEFINE
FERRO CORP	COMMON SHS	315405100	223	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	813	22884	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	25	709	SH	DEFINE
FIELDSTONE INVESTMENT CORP	COMMON SHS	31659U300	19814	1679183	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	196	4990	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	1001	25431	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	300815	7642660	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	823	20900	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	9	230	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	18905	699655	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	56466	2089770	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	586	21700	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	13422	458095	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	21423	731175	SH	DEFINE
FIRST COMMUNITY BANCORP	COMMON SHS	31983B101	55789	967543	SH	DEFINE

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

FIRST DATA CORP	COMMON SHS	319963104	1818	38840	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	788	16825	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	12999	277628	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	11557	246837	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	552	11800	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	16	340	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COMMON SHS	32006W106	6190	235000	SH	DEFINE
FIRST HORIZON NATIONAL CORP	COMMON SHS	320517105	204	4900	SH	DEFINE
FIRST INDIANA CORP	COMMON SHS	32054R108	7913	283625	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	COMMON SHS	32054K103	143	3350	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	COMMON SHS	32054K103	350	8200	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	COMMON SHS	32054K103	435	10200	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	1466	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	9713	662563	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	10486	715278	SH	DEFINE
FIRST POTOMAC REALTY TRUST	COMMON SHS	33610F109	27397	969800	SH	DEFINE
FIRST POTOMAC REALTY TRUST	COMMON SHS	33610F109	912	32300	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COMMON SHS	336312103	4473	404800	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COMMON SHS	336312103	136	12300	SH	DEFINE
FIRST ST BANCORPORATION	COMMON SHS	336453105	19485	733622	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	3579	73181	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	1055	21570	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	3924	80241	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	931239	19043744	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	1570	32100	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	18	360	SH	DEFINE
FISERV INC	COMMON SHS	337738108	1446	33986	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	329	4840	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	128	1880	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	149833	2201812	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	3409	50100	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COMMON SHS	339382103	2139	155000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	44232	4273660	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	39045	3772460	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	30388	2936035	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	47151	4555690	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	227	21900	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	82	7925	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	30846	1085747	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	230	8088	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	271	9540	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	157568	5546202	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	2313	81400	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	620	21840	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	13	450	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	25362	470546	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	615961	12029310	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	337	6254	SH	DEFINE
FLOTEK INDUSTRIES INC	COMMON SHS	343389102	3138	125000	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	25167	431391	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	63435	1087340	SH	DEFINE
FLUOR CORP	COMMON SHS	343412102	997	11620	SH	DEFINE
FMC CORP	COMMON SHS	302491303	16303	263029	SH	DEFINE
FMC CORP	COMMON SHS	302491303	24820	400446	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	12458	243218	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	179	3500	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	45577	889826	SH	DEFINE
FOCUS MEDIA HOLDING LTD	AMER DEP RECPT	34415V109	5982	103100	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	104269	1137558	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	168619	1839619	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	6368	800000	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	173	21744	SH	DEFINE

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

FORD MOTOR CO	COMMON SHS	345370860	20	2571	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PEF	345395206	331	11000	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PEF	345395206	70618	2350000	SH	DEFINE
FORDING CANADIAN COAL TR	COMMON SHS	345425102	15375	404627	SH	DEFINE
FORDING CANADIAN COAL TR	COMMON SHS	345425102	342	9000	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	281	5960	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	94	2000	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	99703	2114600	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	1458	32660	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	0	6	SH	DEFINE
FOREST OIL CORP	COMMON SHS	346091705	4	100	SH	DEFINE
FOREST OIL CORP	COMMON SHS	346091705	5614	151000	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	127018	3230357	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	2654	67500	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	124	1544	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	1644	20392	SH	DEFINE
FORWARD AIR CORP	COMMON SHS	349853101	31590	847147	SH	DEFINE
FOSSIL INC	COMMON SHS	349882100	532	28650	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	41	1000	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	4731	115000	SH	DEFINE
FOUNDRY NETWORKS INC	COMMON SHS	35063R100	2099	115600	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	5	90	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	18856	371910	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	11584	288596	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	415048	10340000	SH	DEFINE
FRANCE TELECOM SA	AMER DEP RECPT	35177Q105	8650	384770	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	23076	1199979	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	9094	472900	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	62835	666757	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	5304	400000	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	9	700	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	276776	4537312	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	3674	60237	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	1388	22760	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	9065	148600	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	379236	6216980	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	763	12500	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	16	270	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	742	12417	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	2	30	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	239	3995	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	48844	817205	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	0	4	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	225	8092	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	0	0	SH	DEFINE
FREIGHTCAR AMERICA INC	COMMON SHS	357023100	242	3800	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	AMER DEP RECPT	358029106	1674	42000	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	AMER DEP RECPT	358029106	18	455	SH	DEFINE
FSI INTERNATIONAL INC	COMMON SHS	302633102	3162	600000	SH	DEFINE
FUJI PHOTO FILM CO LTD	AMER DEP RECPT	359586302	26651	795087	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COMMON SHS	360921100	19309	787797	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COMMON SHS	360921100	4	167	SH	DEFINE
G & K SERVICES INC	COMMON SHS	361268105	437	10283	SH	DEFINE
GAIAM INC	COMMON SHS	36268Q103	5800	360000	SH	DEFINE
GALLAHER GROUP PLC	AMER DEP RECPT	363595109	486	8356	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36467W109	1572	33345	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	126340	6039200	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	4786	228800	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	31474	1504500	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	43733	729850	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	8730	145700	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	606	10120	SH	DEFINE

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

GANNETT CO INC	COMMON SHS	364730101	6237	104095	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	30577	510296	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	2199	36700	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	29	490	SH	DEFINE
GAP INC	COMMON SHS	364760108	1835	98209	SH	DEFINE
GAP INC	COMMON SHS	364760108	1244	66590	SH	DEFINE
GAP INC	COMMON SHS	364760108	1717	91930	SH	DEFINE
GAP INC	COMMON SHS	364760108	34557	1849950	SH	DEFINE
GAP INC	COMMON SHS	364760108	981	52500	SH	DEFINE
GAP INC	COMMON SHS	364760108	17	910	SH	DEFINE
GARMIN LTD	ORDINARY SHS	G37260109	1589	20000	SH	DEFINE
GATEWAY INC	COMMON SHS	367626108	657	300000	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COMMON SHS	367905106	17987	396370	SH	DEFINE
GEHL CO	COMMON SHS	368483103	9936	300000	SH	DEFINE
GEHL CO	COMMON SHS	368483103	4741	143160	SH	DEFINE
GENCORP INC	COMMON SHS	368682100	29456	1433400	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	17	204	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	84510	1000000	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	22698	268585	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	78979	934553	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	2271	35500	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	63980	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	509	7950	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	642	10042	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	24	380	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	37562	1080000	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	207758	5973500	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	5496	158014	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	23307	670132	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	326280	9381257	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	132502	3809726	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	4264	122600	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	64	1850	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	348	10000	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	174	5000	SH CALL	DEFINE
GENERAL GROWTH PROPERTIES	COMMON SHS	370021107	298	6105	SH	DEFINE
GENERAL GROWTH PROPERTIES	COMMON SHS	370021107	2527	51712	SH	DEFINE
GENERAL GROWTH PROPERTIES	COMMON SHS	370021107	38587	789590	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	31873	628900	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	95061	1875715	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	3379	66671	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	14991	295793	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	2499	49308	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	18324	361554	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	7445	350000	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	87	4107	SH	DEFINE
GENERAL MOTORS CORP	CONVERT PEF	370442717	4077	235000	SH	DEFINE
GENESEE & WYOMING INC	COMMON SHS	371559105	28440	927000	SH	DEFINE
GENESIS HEALTHCARE CORP	COMMON SHS	37184D101	929	21150	SH	DEFINE
GENLYTE GROUP INC	COMMON SHS	372302109	18084	265400	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	422	24145	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	324	18550	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	138134	7911430	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	2582	147900	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	1470	84200	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	15	870	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	46	1050	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	16454	375400	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	13415	306062	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	652	14876	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	11433	260841	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	53488	1600000	SH	DEFINE

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

GENWORTH FINANCIAL INC	COMMON SHS	37247D106	2	70	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	136	4058	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	7	219	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	810	12053	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	48440	720620	SH	DEFINE
GEORGIA GULF CORP	COMMON SHS	373200203	3462	133200	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	108	1448	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	1561	20850	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	51518	688010	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	1101	14700	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	5653	108900	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	22844	440070	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	45713	1551700	SH	DEFINE
GILDAN ACTIVEWEAR INC	ORDINARY SHS	375916103	152420	2759231	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	18	286	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	25914	416494	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	69263	1113200	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	112	1800	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	436	7000	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	62	1000	SH CALL	DEFINE
GLAMIS GOLD LTD	ORDINARY SHS	376775102	80395	2110100	SH	DEFINE
GLAMIS GOLD LTD	COMMON SHS	376775102	45703	1398500	SH	DEFINE
GLATFELTER	COMMON SHS	377316104	24392	1330700	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	34073	651364	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	3698	70700	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	3730	71306	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	23419	447700	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	19043	1265300	SH CALL	DEFINE
GLENBOROUGH REALTY TRUST INC	COMMON SHS	37803P105	504	23150	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	219	8782	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	36522	1463203	SH	DEFINE
GLIMCHER REALTY TRUST	SH BEN INT	379302102	86	3030	SH	DEFINE
GLIMCHER REALTY TRUST	SH BEN INT	379302102	8148	286900	SH	DEFINE
GLOBAL CASH ACCESS, LLC	COMMON SHS	378967103	14374	820430	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	16114	1112100	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	29	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	3188	220000	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	110	2082	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	15338	289340	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	796	13100	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	7715	127000	SH	DEFINE
GMH COMMUNITIES TRUST	COMMON SHS	36188G102	204	17504	SH	DEFINE
GMH COMMUNITIES TRUST	COMMON SHS	36188G102	39576	3400000	SH	DEFINE
GOLD FIELDS LTD	AMER DEP RECPT	38059T106	18783	854528	SH	DEFINE
GOLDCORP INC	WTS TO EQUITY	380956144	30720	4471664	SH	DEFINE
GOLDCORP INC	WTS TO EQUITY	380956144	6269	912500	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	67748	2061532	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	44715	1350000	SH	DEFINE
GOLDCORP INC	ORDINARY SHS	380956409	1438	42080	SH	SOLE
GOLDEN STAR RES LTD CDA	ORDINARY SHS	38119T104	2768	750000	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	17	249	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	332	4891	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	50056	737195	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	944	13900	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	28802	183496	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	1804	11491	SH	DEFINE
GOLF GALAXY INC	COMMON SHS	381639103	1363	62361	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	3986	91400	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	140	3200	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	11253	258035	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	702	16100	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	23	58	SH	DEFINE

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

GOOGLE INC	COMMON SHS	38259P508	597	1530	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	97569	250178	SH	DEFINE
GRACO INC	COMMON SHS	384109104	104010	2289449	SH	DEFINE
GRACO INC	COMMON SHS	384109104	127	2800	SH	DEFINE
GRACO INC	COMMON SHS	384109104	460	10125	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	37675	500000	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	970	12876	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	19891	464300	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	75	1740	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	4498	105000	SH	DEFINE
GREATBATCH INC	COMMON SHS	39153L106	22759	1038770	SH	DEFINE
GREATBATCH INC	COMMON SHS	39153L106	21039	960250	SH	DEFINE
GREATER BAY BANCORP	COMMON SHS	391648102	9740	351111	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	5827	201700	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	26	890	SH	DEFINE
GREENBRIER COMPANIES INC	COMMON SHS	393657101	4950	123600	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	4793	72500	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	152	2300	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	5363	173000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	0	12	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	AMER DEP RECPT	40051E202	1676	50220	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	AMER DEP RECPT	40051E202	2535	75947	SH	DEFINE
GRUPO FINANCIERO GALICIA SA	AMER DEP RECPT	399909100	5306	688227	SH	DEFINE
GRUPO TELEVISIA S A	AMER DEP RECPT	40049J206	24	1200	SH	DEFINE
GRUPO TELEVISIA S A	AMER DEP RECPT	40049J206	1409	70800	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	28831	2609098	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	9824	889050	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	4599	416230	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	161	14575	SH	DEFINE
GSI GROUP INC	COMMON SHS	36229U102	3312	299700	SH	DEFINE
GTSI CORP	COMMON SHS	36238K103	1891	293600	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	426929	5469237	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	1449	18565	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	7	89	SH	DEFINE
GUITAR CENTER INC	COMMON SHS	402040109	5350	112150	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	145	5200	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	1112	40000	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	32540	1249600	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	CLOSE END MUT F	404052102	2813	150000	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	413621	19104874	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	27904	1288867	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	39388	1819300	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	2	100	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	1451	67036	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	698	32240	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	2834	130902	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	35208	1626216	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	1615	74578	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	602	27818	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	387528	10219625	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	31174	822100	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	724	19100	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	228	6000	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	11028	290816	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	653	17230	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	9806	258603	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	387	10200	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	2078	28455	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	23950	327999	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	3293	70788	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	12838	275960	SH	DEFINE
HANDLEMAN CO	COMMON SHS	410252100	11520	1200000	SH	DEFINE

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

HANOVER COMPRESSOR CO	COMMON SHS	410768105	27930	1500000	SH	DEFINE
HANOVER COMPRESSOR CO	NOTE 4.750% 3/1	410768AC9	118076	122200000	PRN	DEFINE
HANSEN NATURAL CORP	COMMON SHS	411310105	378	3000	SH	DEFINE
HANSON PLC	AMER DEP RECPT	411349103	803	12300	SH	DEFINE
HARDINGE INC	COMMON SHS	412324303	14497	900991	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	20752	400000	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	824	15883	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	1493	50300	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	36	1200	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	350	3151	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	1195	10750	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	177811	1600030	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	2767	24900	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	12802	806180	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	4764	300000	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	422	8924	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	125	2648	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	256540	5424815	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	3358	71000	SH	DEFINE
HARTE HANKS INC	COMMON SHS	416196103	1347	49250	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	335673	4167263	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	16743	207858	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	2	24	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	322	4000	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	37980	1800000	SH	DEFINE
HAVERTY FURNITURE COS INC	COMMON SHS	419596101	15311	1067000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	63484	2340000	SH	DEFINE
HCA INC	COMMON SHS	404119109	328545	7175047	SH	DEFINE
HCA INC	COMMON SHS	404119109	12363	270000	SH	DEFINE
HCA INC	COMMON SHS	404119109	224	4890	SH	DEFINE
HCA INC	COMMON SHS	404119109	660	14415	SH	DEFINE
HCA INC	COMMON SHS	404119109	5864	128064	SH	DEFINE
HCA INC	COMMON SHS	404119109	2509	54800	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	24	598	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	1305	32800	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	118599	2980621	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	852	21400	SH	DEFINE
HEADWATERS INC	NOTE 2.875% 6/0	42210PAB8	2873	2000000	PRN	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	COMMON SHS	421915109	4615	162500	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	1120	51912	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	373	7340	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	25	500	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	24031	472872	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	19	370	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	8343	390600	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	9563	447695	SH	DEFINE
HEALTHSPRING INC	COMMON SHS	42224N101	19	1000	SH	DEFINE
HEALTHSPRING INC	COMMON SHS	42224N101	307	16500	SH	DEFINE
HEALTHWAYS INC	COMMON SHS	422245100	1	13	SH	DEFINE
HEALTHWAYS INC	COMMON SHS	422245100	8494	166747	SH	DEFINE
HEALTHWAYS INC	COMMON SHS	422245100	138	2700	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COMMON SHS	42235N108	7285	294099	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COMMON SHS	42235N108	1891	76340	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	42330P107	3381	89200	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	42330P107	17801	469694	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	42330P107	834	22000	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	42330P107	154007	4063502	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COMMON SHS	42330P107	1069	28200	SH	DEFINE
HELMERICH & PAYNE INC	COMMON SHS	423452101	901	12900	SH	DEFINE
HENRY SCHEIN INC	COMMON SHS	806407102	241	5040	SH	DEFINE
HERCULES OFFSHORE	COMMON SHS	427093109	7115	209200	SH	DEFINE
HERSHA HOSPITALITY TRUST	SH BEN INT A	427825104	292	29800	SH	DEFINE

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

HERSHA HOSPITALITY TRUST	SH BEN INT A	427825104	375	38300	SH	DEFINE
HERSHA HOSPITALITY TRUST	SH BEN INT A	427825104	856	87400	SH	DEFINE
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	43257	1454520	SH	DEFINE
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	1002	33700	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	40882	1242611	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	1918	58300	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	4	115	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	36725	1116250	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	18449	560773	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	12513	380343	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COMMON SHS	430141101	163	12800	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COMMON SHS	430141101	709	55800	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COMMON SHS	430141101	805	63300	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	167203	3040614	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	235685	4285970	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	74	1350	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	19	340	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	1457	26500	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	339	13321	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	398	15625	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	61736	2424816	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	1304	51200	SH	DEFINE
HILTON HOTELS CORP	NOTE 3.375% 4/1	432848AZ2	12797	10500000	PRN	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	161	2275	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	42	600	SH	DEFINE
HOLLINGER INTERNATIONAL INC	COMMON SHS	435569108	47469	5962664	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	26964	637450	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	1542	36450	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	18	421	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	947	22395	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	59243	1400550	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	33024	780708	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	1011	23900	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	8	200	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	317	7500	SH	DEFINE
HOMEBCANC CORP	COMMON SHS	43738R109	5939	675700	SH	DEFINE
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	2214	71510	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	4989	116645	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	770	18013	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	26442	618245	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	26403	617318	SH	DEFINE
HOOKER FURNITURE CORP	COMMON SHS	439038100	14295	756371	SH	DEFINE
HORIZON HEALTH CORP	COMMON SHS	44041Y104	5049	255000	SH	DEFINE
HORIZON HEALTH CORP	COMMON SHS	44041Y104	129	6500	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COMMON SHS	440543106	5313	147300	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COMMON SHS	440543106	2345	65000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1578	40000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1896	48051	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	COM SH BEN INT	44106M102	1598	36600	SH	DEFINE
HOST MARRIOTT CORP	COMMON SHS	44107P104	201	9400	SH	DEFINE
HOST MARRIOTT CORP	COMMON SHS	44107P104	4995	233410	SH	DEFINE
HOST MARRIOTT CORP	COMMON SHS	44107P104	51897	2425100	SH	DEFINE
HOST MARRIOTT CORP	COMMON SHS	44107P104	865	40400	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	24077	1660500	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	16401	1131120	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COMMON SHS	442487203	143	3262	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COMMON SHS	442487203	90105	2051110	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	935	11155	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	16335	194969	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	15275	182320	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	251	3000	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	2050	73750	SH	DEFINE

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

HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	195	7000	SH	DEFINE
HUB GROUP INC	COMMON SHS	443320106	7411	162600	SH	DEFINE
HUB GROUP INC	COMMON SHS	443320106	187	4100	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	1788	34882	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	2446	47717	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	1001	19522	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	747	14576	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	11961	900000	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	271645	20439773	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	609	45833	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	87	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	5721	526300	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	6565	304800	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	986	45793	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	107381	4985198	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	2238	103900	SH	DEFINE
HUNTSMAN CORP	CONVERT PREF	447011206	22166	514000	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	COMMON SHS	448407106	9329	309200	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	COMMON SHS	448407106	190	6300	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	153	4693	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	456	14000	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	72751	2231630	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	1609	49350	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	8844	300100	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	105	3563	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	18	597	SH	DEFINE
IAMGOLD CORP	ORDINARY SHS	450913108	3893	387400	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	23487	848516	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	1810	65400	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	25	909	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	9332	96900	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	1	10	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	48155	500000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	17641	183169	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	6	61	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	109	3200	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	5069	148988	SH	DEFINE
IMPERIAL OIL LTD	ORDINARY SHS	453038408	23962	190568	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	570	5300	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	290	2700	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	12885	500000	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	2004	77762	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	8	313	SH	DEFINE
INAMED CORP	COMMON SHS	453235103	204	2300	SH	DEFINE
INCO LTD	ORDINARY SHS	453258402	2616	44940	SH	DEFINE
INCO LTD	COMMON SHS	453258402	928	18600	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COMMON SHS	454072109	1550	250000	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COMMON SHS	454072109	5980	964500	SH	DEFINE
INDIA FUND INC	CLOSE END MUT F	454089103	425	8406	SH	DEFINE
INDYMAC BANCORP INC	COMMON SHS	456607100	612	14950	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	348	4470	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	4566	58645	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	38041	488580	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	16	210	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	1374	34865	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	32915	835407	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	4495	114074	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	1323	33587	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	330	7900	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	41874	1002000	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	1596	38202	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	0	6	SH	DEFINE

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

INHIBITEX INC	COMMON SHS	45719T103	363	50000	SH	DEFINE
INHIBITEX INC	COMMON SHS	45719T103	1716	236300	SH	DEFINE
INNKEEPERS USA TRUST	COMMON SHS	4576J0104	119	7000	SH	DEFINE
INNKEEPERS USA TRUST	COMMON SHS	4576J0104	18337	1081800	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	3022	311190	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	10911	1123680	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	2757	283980	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	105	10780	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	3518	362310	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	523	100000	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	4425	846061	SH	DEFINE
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	3606	63500	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	OPEN END MUT FD	45809F104	169	13000	SH	DEFINE
INTEGRATED ALARM SERVICES	COMMON SHS	45890M109	9640	2619600	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	172	11561	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	79370	5341190	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	1202	80900	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	1548	80000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	2623	135565	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	15480	800000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	1405	72635	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	87471	4520484	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	97240	5025341	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	2786	144000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	27	1420	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	290	15000	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COMMON SHS	45865V100	7450	107900	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COMMON SHS	45865V100	2652	38410	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COMMON SHS	45865V100	345	5000	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	30828	740000	SH	DEFINE
INTERMEC INC.	COMMON SHS	458786100	18265	598665	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	927	50000	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	8456	456100	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	11923	144570	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	310808	3768743	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	46183	560000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	6298	76365	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	144834	1756207	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	21816	264531	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	1493	18100	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	13	160	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	247	3000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	1	32	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	13848	393186	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	47412	1346180	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	141	4000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	564	16000	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	588144	17013135	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	6290	181960	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	301740	8728390	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	3218	93087	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1507	43593	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1664	48129	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2189	63312	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	11938	345323	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1256	36337	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP	COMMON SHS	460321201	7312	474800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	446658	46721573	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	12374	1294400	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1539	160954	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	288	30100	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	307	32072	SH	DEFINE

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

INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	999	104510	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	3143	328720	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	23938	2503963	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	CONVERT PEF	460690308	2398	65000	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	401	13883	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	158870	5493440	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	1174	40600	SH	DEFINE
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	12283	1231970	SH	DEFINE
INTERVOICE-BRITE INC	COMMON SHS	461142101	14833	1722763	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	331	8000	SH	DEFINE
INTRALASE CORP	COMMON SHS	461169104	835	36000	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	21581	631200	SH	DEFINE
INTRAWEST CORP	ORDINARY SHS	460915200	13615	341400	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	8	230	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	2581	48520	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	11	201	SH	DEFINE
INTUITIVE SURGICAL INC	COMMON SHS	46120E602	8457	71670	SH	DEFINE
INVERSIONES Y REPRESENTACION SA	GLBL DEP RECPT	450047204	33210	2802524	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	672	13500	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	2080	44368	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	9	196	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	13	270	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	875	12480	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	237	3378	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	141	2010	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	35215	502144	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	134595	1919228	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	1424	20300	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	673	9600	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	105	1500	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	9	130	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	421	6000	SH	DEFINE
INVITROGEN CORP	NOTE 3.250% 6/1	46185RAM2	301	310000	PRN	DEFINE
IOMAI CORP	COMMON SHS	46202P103	872	150000	SH	DEFINE
IOWA TELECOMMUNICATIONS SERVICES I	COMMON SHS	462594201	1112	58300	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	85609	3052000	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	19540	696601	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	16574	590878	SH	DEFINE
IPSCO INC	ORDINARY SHS	462622101	5761	47600	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	7697	188922	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	244	6000	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	11563	598170	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	127	6560	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	1534	79360	SH	DEFINE
ISHARES TR	COHEN&ST RLTY	464287564	721	8392	SH	DEFINE
ISHARES TR	FTSE XNHUA IDX	464287184	1228	16535	SH	DEFINE
ISHARES TR	1-3 YR TRS BD	464287457	514	6424	SH	DEFINE
ISHARES TR	LEHMAN AGG BND	464287226	675	6813	SH	DEFINE
ISHARES TR	7-10 YR TRS BD	464287440	500	6135	SH	DEFINE
ISHARES TR	MSCI AUSTRALIA	464286103	2396	119794	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	8535	131471	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	31185	315004	SH	DEFINE
ISHARES TR	MSCI JAPAN	464286848	2277	158350	SH	DEFINE
ISHARES TR	MSCI MALAYSIA	464286830	323	43131	SH	DEFINE
ISHARES TR	MSCI SINGAPORE	464286673	476	54247	SH	DEFINE
ISHARES TR	MSCI S KOREA	464286772	1226	26281	SH	DEFINE
ISHARES TR	MSCI TAIWAN	464286731	897	70596	SH	DEFINE
ISHARES TR	S&P500 GRW	464287309	1552	25490	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	4800	36947	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	211	2660	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	6194	98785	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	549	7218	SH	DEFINE

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

ISHARES TR	RUSSELL 3000	464287689	833	11000	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	575	7550	SH	DEFINE
ISHARES TR	US TIPS BD FD	464287176	2413	23970	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	635	100000	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	2546	400900	SH	DEFINE
ISTAR FINANCIAL INC	COMMON SHS	45031U101	136392	3563014	SH	DEFINE
ISTAR FINANCIAL INC	COMMON SHS	45031U101	1686	44035	SH	DEFINE
ISTAR FINANCIAL INC	COMMON SHS	45031U101	145	3800	SH	DEFINE
ISTAR FINANCIAL INC	COMMON SHS	45031U101	84005	2194500	SH	DEFINE
ISTAR FINANCIAL INC	COMMON SHS	45031U101	375	9800	SH	DEFINE
ITC HOLDINGS CORPORATION	COMMON SHS	465685105	15251	581000	SH	DEFINE
ITLA CAPITAL CORP	COMMON SHS	450565106	21496	445796	SH	DEFINE
ITT INDUSTRIES INC	COMMON SHS	450911102	2185	38868	SH	DEFINE
IVANHOE MINES LTD	ORDINARY SHS	46579N103	7881	710000	SH	DEFINE
IXIA	COMMON SHS	45071R109	7217	506087	SH	DEFINE
IXIA	COMMON SHS	45071R109	29891	2096160	SH	DEFINE
JABIL CIRCUIT INC	COMMON SHS	466313103	107	2500	SH	DEFINE
JABIL CIRCUIT INC	COMMON SHS	466313103	16991	396440	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	457	20000	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COMMON SHS	468202106	14905	471980	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	18	209	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	4610	53150	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	17648	203454	SH	DEFINE
JARDEN CORP	COMMON SHS	471109108	8346	254050	SH	DEFINE
JARDEN CORP	COMMON SHS	471109108	187	5700	SH	DEFINE
JDS UNIPHASE CORP	COMMON SHS	46612J101	279	66819	SH	DEFINE
JEFFERSON PILOT CORP	COMMON SHS	475070108	1418	25345	SH	DEFINE
JER INVESTORS TRUST	COMMON SHS	46614H301	4986	300000	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	183	17066	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	308	28720	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	13	1212	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	95118	8872960	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	1507	140584	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	1017	94900	SH	DEFINE
JETBLUE AIRWAYS CORP	COMMON SHS	477143101	15	1390	SH	DEFINE
JETBLUE AIRWAYS CORP	DCV 3.750% 3/1	477143AC5	13969	15000000	PRN	DEFINE
JLG INDUSTRIES INC	COMMON SHS	466210101	11602	376800	SH	DEFINE
JOHN B SANFILIPPO & SON INC	COMMON SHS	800422107	2770	175000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	CLOSE END MUT F	409735107	15824	1650000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	36379	614300	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	3129	52830	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	1754	29625	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	58983	996000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	8280	139813	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	153379	2589993	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	120032	2026881	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	3346	56500	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	53	900	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	5207	68580	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	30372	400000	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	794	10455	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	53	700	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	21124	278200	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	1397	18400	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	17	230	SH	DEFINE
JONES LANG LASALLE INC	COMMON SHS	48020Q107	22977	300200	SH	DEFINE
JOY GLOBAL INC	COMMON SHS	481165108	104	1735	SH	DEFINE
JOY GLOBAL INC	COMMON SHS	481165108	223	3724	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	259975	6243400	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	15147	363762	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	16906	406000	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	8466	203307	SH	DEFINE

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

JPMORGAN CHASE & CO	COMMON SHS	46625H100	17471	419577	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	48661	1168623	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	612532	14710176	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	1276	30652	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	40210	965662	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	155	3730	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	29	690	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	1	59	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	527	27580	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	20688	1082032	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	26029	1361350	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	1449	75800	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	153	8000	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	24	1260	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	382	20000	SH	DEFINE
JUNIPER NETWORKS INC	CONVERT ZERO CP	48203RAC8	1620000	15000000	PRN	DEFINE
K&F INDUSTRIES HOLDINGS INC	COMMON SHS	482241106	11990	722300	SH	DEFINE
K2 INC	COMMON SHS	482732104	9716	774200	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	11517	754690	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	11416	222789	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	102	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	77185	3124900	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	14	560	SH	DEFINE
KAYDON CORP	COMMON SHS	486587108	5162	127900	SH	DEFINE
KB HOME	COMMON SHS	48666K109	161	2470	SH	DEFINE
KB HOME	COMMON SHS	48666K109	487	7500	SH	DEFINE
KB HOME	COMMON SHS	48666K109	48222	742100	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	6026	231772	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	3435	132100	SH	DEFINE
KELLOGG CO	COMMON SHS	487836108	943	21416	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	32520	1036000	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	31130	991720	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	66	2100	SH	DEFINE
KELLY SERVICES INC	COMMON SHS	488152208	40940	1506800	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	37057	606100	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	14303	233941	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	106600	1743540	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	2308	37750	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	367	3839	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	4388	45961	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	1911	100000	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	38984	2039990	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COMMON SHS	492515101	461	24100	SH	DEFINE
KEYCORP	COMMON SHS	493267108	810	22013	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	362	8850	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	25609	626600	SH	DEFINE
KILROY REALTY CORP	COMMON SHS	49427F108	1344	17400	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	9040	156400	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	8335	144200	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	436	7535	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5134	88827	SH	DEFINE
KIMCO REALTY CORP	COMMON SHS	49446R109	216	5325	SH	DEFINE
KIMCO REALTY CORP	COMMON SHS	49446R109	1414	34800	SH	DEFINE
KIMCO REALTY CORP	COMMON SHS	49446R109	36986	910100	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	LTD PARTNERSHIP	494550106	8464	175668	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	40954	445200	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	9	98	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	2585	28105	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	27597	300000	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	874	34750	SH CALL	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	179914	7530160	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	18336	729069	SH	DEFINE

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

KINDRED HEALTHCARE INC	COMMON SHS	494580103	1211	48163	SH	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	124	3000	SH	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	881	21400	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	ORDINARY SHS	496904103	123773	5222488	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	9418	739800	SH	DEFINE
KINROSS GOLD CORP	COMMON SHS	496902404	22	2000	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	44721	3513012	SH	DEFINE
KITE REALTY GROUP TRUST	COMMON SHS	49803T102	130	8150	SH	DEFINE
KITE REALTY GROUP TRUST	COMMON SHS	49803T102	38980	2443900	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	17	342	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	53	1105	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	49240	1018191	SH	DEFINE
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	34871	1765605	SH	DEFINE
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	2893	146500	SH	DEFINE
KNIGHT-RIDDER INC	COMMON SHS	499040103	82780	1309601	SH	DEFINE
KNIGHT-RIDDER INC	COMMON SHS	499040103	874	13826	SH	DEFINE
KNIGHT-RIDDER INC	COMMON SHS	499040103	15	232	SH	DEFINE
KNOT INC	COMMON SHS	499184109	2156	119140	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	286	5400	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	2522	47580	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	29455	555644	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	1124	21200	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	24	450	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	1832	54436	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	15297	454594	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	35497	1054902	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	584	17355	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	5410	160784	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	40365	471995	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	226446	2647876	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	26811	313500	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	14770	172710	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	1668	19500	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	914	10688	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	1627	19027	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	3705	43320	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	57	670	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	307	3589	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	1443	16877	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	4136	191500	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	22564	1044651	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	25611	1185700	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	11574	535851	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	16	735	SH	DEFINE
KORN/FERRY INTERNATIONAL	COMMON SHS	500643200	5890	288866	SH	DEFINE
KOSAN BIOSCIENCES INC	COMMON SHS	50064W107	6103	1036091	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	3122	103000	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	8593	283500	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	1566	51670	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	1385	45689	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	762	25150	SH	DEFINE
KROGER CO	COMMON SHS	501044101	51198	2514650	SH	DEFINE
KROGER CO	COMMON SHS	501044101	4027	197800	SH	DEFINE
KROGER CO	COMMON SHS	501044101	169626	8331354	SH	DEFINE
KROGER CO	COMMON SHS	501044101	16781	824237	SH	DEFINE
KROGER CO	COMMON SHS	501044101	419	20600	SH	DEFINE
KROGER CO	COMMON SHS	501044101	912	44788	SH	DEFINE
KROGER CO	COMMON SHS	501044101	6602	324282	SH	DEFINE
KROGER CO	COMMON SHS	501044101	1733	85113	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	628288	29497078	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	144231	6771409	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	8481	398182	SH	DEFINE

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

KT CORP	AMER DEP RECPT	48268K101	62240	2922064	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	2870	134732	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	12691	595819	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	673	31616	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	6694	78030	SH	DEFINE
LA-Z-BOY INC	COMMON SHS	505336107	26967	1586300	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COMMON SHS	50540R409	754	12891	SH	DEFINE
LABRANCHE & CO INC	COMMON SHS	505447102	202	12800	SH	DEFINE
LADISH CO INC	COMMON SHS	505754200	2028	70000	SH	DEFINE
LAFARGE NORTH AMERICA INC	COMMON SHS	505862102	78574	935406	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	221	5145	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	99	2300	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	123766	2878285	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	2163	50300	SH	DEFINE
LAMAR ADVERTISING CO	COMMON SHS	512815101	1114	21175	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	16294	387957	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	17	400	SH	DEFINE
LANDSTAR SYSTEM INC	COMMON SHS	515098101	31689	718248	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM SH BEN INT	517942108	44059	1074600	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM SH BEN INT	517942108	402	9800	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	CLOSE END MUT F	51827Q106	7933	222015	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	CLOSE END MUT F	51827Q106	46	1279	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	167	3126	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	105518	1976740	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	2012	37700	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	14414	430000	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	101	3000	SH	DEFINE
LEAPFROG ENTERPRISES INC	COMMON SHS	52186N106	533	50200	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	31028	1750030	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	319	18010	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	193	10900	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	28	1600	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	3532	199230	SH	DEFINE
LECG CORP	COMMON SHS	523234102	19225	997676	SH	DEFINE
LECG CORP	COMMON SHS	523234102	11698	607060	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	10544	84127	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	627	5000	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	100	800	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	313	2500	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	104606	4292400	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	44	1800	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	1373	9500	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	5379	37214	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	620	4288	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	28982	480000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	172	2850	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	55	918	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	50266	832500	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	2678	48000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	13	230	SH	DEFINE
LENNOX INTERNATIONAL INC	COMMON SHS	526107107	26008	871000	SH	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	347632	5826888	SH	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	239	4000	SH	DEFINE
LEUCADIA NATIONAL CORP	NOTE 3.75% 4/1	527288AX2	5099	3600000	PRN	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	COMMON SHS	529043101	70	3345	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	COMMON SHS	529043101	16052	769900	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	CONVERT PREF	529043309	69285	1500000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	2541	56000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	307877	6784410	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	216	4750	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	186	4100	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	6944	153010	SH	DEFINE

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

LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	585	12900	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	10	220	SH	DEFINE
LG PHILIPS LCD CO LTD	AMER DEP RECPT	50186V102	243	10706	SH	DEFINE
LHC GROUP INC	COMMON SHS	50187A107	862	53900	SH	DEFINE
LIBERTY GLOBAL INC	COMMON SHS	530555101	160	7798	SH	DEFINE
LIBERTY GLOBAL INC	COMMON SHS	530555101	2110	103100	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/1	530715AR2	7525	10000000	PRN	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	346958	42260458	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	2828	344481	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	164	20000	SH	DEFINE
LIBERTY MEDIA INTO MOTOROLA	DEB 3.500% 1/1	530715AN1	13246	13050000	PRN	DEFINE
LIBERTY PROPERTY TRUST	SH BEN INT	531172104	143	3040	SH	DEFINE
LIBERTY PROPERTY TRUST	SH BEN INT	531172104	12291	260632	SH	DEFINE
LIBERTY PROPERTY TRUST	SH BEN INT	531172104	38011	806000	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	274	8802	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	364	11720	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	0	15	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	91504	2942260	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	2329	74900	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	1602	51500	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	19	600	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	506	13000	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	10679	274113	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	253	6500	SH	DEFINE
LINCOLN EDUCATIONAL SERVICES	COMMON SHS	533535100	7897	465880	SH	DEFINE
LINCOLN NATIONAL CORP	COMMON SHS	534187109	20284	371575	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	1544	44000	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	1	40	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	565	16120	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	6762	192747	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	15636	445737	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	1	62	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	6994	689068	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	163	16100	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	1	55	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	1240	62500	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	2	79	SH	DEFINE
LIVE NATION	COMMON SHS	538034109	49	2472	SH	DEFINE
LIVEPERSON INC	COMMON SHS	538146101	7641	1055380	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	1881	45890	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	2387	58250	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	629	15340	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	610	14886	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	1555	37950	SH	DEFINE
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	5467	142035	SH	DEFINE
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	308	8000	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	37565	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	7683	102262	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	16	217	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	7524	100140	SH	DEFINE
LOEWS CORP	COMMON SHS	540424108	364	3600	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	148	3729	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	1030	25900	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	52787	1327640	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	982	24700	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	28930	522100	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	222	3440	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	6848	106267	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	49032	760888	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	722	11200	SH	DEFINE
LOWE'S COMPANIES INC	CONVERT ZERO CP	548661CF2	1377064	13000000	PRN	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	772	253136	SH	DEFINE

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

LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	687	25000	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	18189	661650	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1281	46600	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	407	20460	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	308	15500	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	101853	5118221	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	1538	77300	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	22	1120	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	3015	26411	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	10	91	SH	DEFINE
M/I HOMES INC	COMMON SHS	55305B101	41833	890069	SH	DEFINE
MACERICH CO	COMMON SHS	554382101	374	5058	SH	DEFINE
MACERICH CO	COMMON SHS	554382101	902	12200	SH	DEFINE
MACERICH CO	COMMON SHS	554382101	107656	1455800	SH	DEFINE
MACQUARIE INFRASTRUCTURE CO TR	COMMON SHS	55607X108	679	20900	SH	DEFINE
MAGNA INTERNATIONAL INC	ORDINARY SHS	559222401	276603	3141436	SH	DEFINE
MAINE & MARITIMES CORP	COMMON SHS	560377103	416	27100	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	10	110	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	24449	268230	SH	DEFINE
MANOR CARE INC	COMMON SHS	564055101	214	4820	SH	DEFINE
MANPOWER INC	COMMON SHS	56418H100	3533	61790	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	31385	500000	SH	DEFINE
MANULIFE FINANCIAL CORP	ORDINARY SHS	56501R106	345983	4722677	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	661	10527	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	295	4700	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	2	30	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	1828	24000	SH	DEFINE
MARCHEX INC	COMMON SHS	56624R108	60381	2808420	SH	DEFINE
MARCHEX INC	COMMON SHS	56624R108	565	26300	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	7901	235700	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	104	3100	SH	DEFINE
MARINER ENERGY INC	COMMON SHS	56845T305	2	80	SH	DEFINE
MARINER ENERGY INC	COMMON SHS	56845T305	2339	114023	SH	DEFINE
MARKETAXESS HOLDINGS INC	COMMON SHS	57060D108	4273	355200	SH	DEFINE
MARKETAXESS HOLDINGS INC	COMMON SHS	57060D108	176	14600	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	1607	23420	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	2397	81645	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	314	10710	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	740	25191	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	53866	1834685	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	1186	40400	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	8	270	SH	DEFINE
MARSHALL & ILSLEY CORP	COMMON SHS	571834100	1805	41414	SH	DEFINE
MARTHA STEWART LIVING OMNIMEDIA IN	COMMON SHS	573083102	14500	860000	SH PUT	DEFINE
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	2116	19769	SH	DEFINE
MARVEL ENTERTAINMENT INC	COMMON SHS	57383T103	4526	224950	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	31	577	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	5	100	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	89825	1660353	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	7365	226700	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	4553	140135	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	6683	205690	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	650	20000	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	9	280	SH	DEFINE
MASSEY ENERGY CO	COMMON SHS	576206106	80363	2227962	SH	DEFINE
MASSEY ENERGY CO	COMMON SHS	576206106	638	17700	SH	DEFINE
MATRIA HEALTHCARE INC	COMMON SHS	576817209	6009	158300	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	1562	86131	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	3782	208589	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	226831	12511360	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	15200	838387	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	58	3187	SH	DEFINE

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

MATTEL INC	COMMON SHS	577081102	1508	83159	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	3628	200126	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	2088	115150	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	1043	57533	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	1073	59186	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	524	28894	SH	DEFINE
MAVERICK TUBE CORP	COMMON SHS	577914104	1	11	SH	DEFINE
MAVERICK TUBE CORP	COMMON SHS	577914104	820	15483	SH	DEFINE
MAX RE CAPITAL LTD	ORDINARY SHS	G6052F103	5571	234060	SH	DEFINE
MAX RE CAPITAL LTD	ORDINARY SHS	G6052F103	11577	486430	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	86	2307	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	3387	91180	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	156	4200	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	7	190	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	13048	362649	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	360	10000	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	13740	381870	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	158660	16596198	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	19635	2053844	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	107014	11193900	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	31	3233	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	3698	386860	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	8388	877430	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	7817	130000	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	998	16600	SH	DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	85523	2525795	SH	DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	268	7909	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	5711	166200	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	15912	463109	SH	DEFINE
MCG CAPITAL CORP	COMMON SHS	58047P107	18640	1321082	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	3	50	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	26042	451954	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	279	5360	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	203	3902	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	11757	225530	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	829	15900	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	18	340	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	30348	471900	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	457	7100	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	833	12960	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	179150	2785720	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	2765	43000	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	39	610	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	1573	74845	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	46201	2197971	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	44735	2128200	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	17840	848737	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	8204	390302	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	11601	551895	SH	DEFINE
MDU RESOURCES GROUP INC	COMMON SHS	552690109	631	18853	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	35503	1300000	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	23	840	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	5110	386500	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	4289	324400	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	2760	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	12394	216595	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	1320	23065	SH	DEFINE
MEDICAL PROPERTIES TRUST INC	COMMON SHS	58463J304	9832	910400	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	2057	100000	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	69077	3358134	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	664	32300	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	1089	29768	SH	DEFINE

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

MEDIMMUNE INC	COMMON SHS	584699102	34886	953682	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	1510	29750	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	226	4457	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	4539	89434	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	54855	1080890	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	26498	522132	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	1188	23400	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	305	6000	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	5493	154300	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	2	55	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	839	23554	SH	DEFINE
MEMC ELECTRONIC MATERIALS INC	COMMON SHS	552715104	742	20100	SH	DEFINE
MENS WEARHOUSE INC	COMMON SHS	587118100	19377	539150	SH	DEFINE
MENTOR CORP	COMMON SHS	587188103	943	20812	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	41669	1083712	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	78	2025	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	943	24525	SH	DEFINE
MERCER INS GROUP INC	COMMON SHS	587902107	474	25000	SH	DEFINE
MERCER INTERNATIONAL INC	COMMON SHS	588056101	19868	2134100	SH	DEFINE
MERCHANTS GROUP INC	COMMON SHS	588539106	5729	190000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	978563	27776403	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	38748	1099852	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	79981	2270240	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	2054	58298	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	17615	500000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	16770	476005	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	123407	3502884	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1622100	46043140	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	2393	67925	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	5244	148860	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	84363	2394624	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1938	55000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	2087	59234	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	893	25339	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	32232	587100	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	126	2300	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	15	500	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	55158	1776260	SH	DEFINE
MERISTAR HOSPITALITY CORP	NOTE 9.500% 4/0	58984YAJ2	132437	124500000	PRN	DEFINE
MERIT MEDICAL SYSTEMS INC	COMMON SHS	589889104	12019	1000717	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	122	2220	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	1219	22175	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	68337	1243400	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	274221	3481727	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	1476	18741	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	709	9000	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	239	3035	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	10704	135908	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	4897	62180	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	32341	410628	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	2704	34331	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	1083	13747	SH	DEFINE
MESA AIR GROUP INC	COMMON SHS	590479101	5148	450000	SH	DEFINE
METAL MANAGEMENT INC	COMMON SHS	591097209	4646	146800	SH	DEFINE
METALLICA RESOURCES INC	ORDINARY SHS	59125J104	1915	500000	SH	DEFINE
METHANEX CORP	ORDINARY SHS	59151K108	103872	4346104	SH	DEFINE
METHODE ELECTRONICS INC	COMMON SHS	591520200	17378	1595805	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	22632	467900	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	1666	34440	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	3	57	SH	DEFINE
METSO OYJ	AMER DEP RECPT	592671101	356	9236	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	26875	445400	SH	DEFINE

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

METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	42731	708172	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	96294	1595857	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	1690	28000	SH	DEFINE
MEXICO FUND INC	CLOSE END MUT F	592835102	18922	620800	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	875	50000	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	7992	456700	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	29317	440000	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	213	3200	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	3	38	SH	DEFINE
MICREL INC	COMMON SHS	594793101	371	25000	SH	DEFINE
MICREL INC	COMMON SHS	594793101	5317	358800	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	2103	57933	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	388	10700	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	479	13200	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	236890	6525890	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	1147	31600	SH	DEFINE
MICRON TECHNOLOGY INC	COMMON SHS	595112103	8776	596210	SH	DEFINE
MICROS SYSTEMS INC	COMMON SHS	594901100	21010	456035	SH	DEFINE
MICROS SYSTEMS INC	COMMON SHS	594901100	3008	65300	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	221	7606	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	159762	5488200	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	2227	76500	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	532437	19567700	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	7548	277380	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	11827	434650	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	358138	13162009	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	2883	105945	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	27210	1000000	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	8355	307062	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	114382	4203665	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	149023	5476774	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	1823	67000	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	6136	225520	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	26875	987670	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	2735	100520	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	1335	49070	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	4308	825300	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	12531	2400650	SH	DEFINE
MIDCAP SPDR TRUST	OPEN END UT TR	595635103	4530	31275	SH	DEFINE
MIDLAND CO	COMMON SHS	597486109	13467	385000	SH	DEFINE
MILACRON INC	COMMON SHS	598709103	34	21200	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	8	800	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	3202	316696	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	16057	219776	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	29224	400000	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	13446	184040	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	472	6461	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	701	9590	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	13535	185260	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	108	1480	SH	DEFINE
MILLS CORP	COMMON SHS	601148109	58195	2078408	SH	DEFINE
MILLS CORP	COMMON SHS	601148109	126	4490	SH	DEFINE
MILLS CORP	COMMON SHS	601148109	17548	626700	SH	DEFINE
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	398	100000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	40085	954400	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	16364	280150	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	29	500	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	19748	338100	SH	DEFINE
MIRAMAR MNG CORP (CAD)	ORDINARY SHS	60466E100	5254	1330000	SH	DEFINE
MITTAL STEEL COMPANY N.V	NEW YORK SHARES	60684P101	570	15100	SH	DEFINE
MITTAL STEEL COMPANY N.V	NEW YORK SHARES	60684P101	8	223	SH	DEFINE
MOBILE TELESYSTEMS OJSC	AMER DEP RECPT	607409109	33	1000	SH	DEFINE

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

MOBILE TELESYSTEMS OJSC	AMER DEP RECPT	607409109	257293	7773200	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	18996	572853	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	23189	699300	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	4863	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	281	8472	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	4353	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	170	5718	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	12737	380546	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	483	14426	SH	DEFINE
MONACO COACH CORP	COMMON SHS	60886R103	24566	1833300	SH	DEFINE
MONOLITHIC SYSTEM TECHNOLOGY INC	COMMON SHS	609842109	89	10000	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	70766	835000	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	825	9734	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	31140	1910400	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	40995	2515038	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	8140	499379	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	32554	1997200	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	9	580	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	28	396	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	34872	488000	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	2629	36784	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	79610	1114052	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	2621	41719	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	10655	169604	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	3461	55100	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	8282	131841	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	646	10280	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	13531	215396	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	38089	606321	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	1350	21494	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	5397	85907	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	34679	552042	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	2156	34319	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	864	13749	SH	DEFINE
MORTGAGEIT HOLDINGS INC	COMMON SHS	61915Q108	123	11395	SH	DEFINE
MORTGAGEIT HOLDINGS INC	COMMON SHS	61915Q108	26075	2407700	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	7803	340574	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	15612	681439	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	275	12000	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	72372	2027800	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	361	10125	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	14	390	SH	DEFINE
MULTI FINELINE ELECTRONIX INC	COMMON SHS	62541B101	6229	106500	SH	DEFINE
MULTI FINELINE ELECTRONIX INC	COMMON SHS	62541B101	148	2527	SH	DEFINE
MUNI HOLDINGS INSURED FUND INC	CLOSE END MUT F	625930102	176	13000	SH	DEFINE
MUNIYIELD NEW YORK INSURED FUND	CLOSE END MUT F	626301105	203	14492	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	159	3188	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	852	17108	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	63570	1276000	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	1520	30500	SH	DEFINE
MWI VETERINARY SUPPLY INC	COMMON SHS	55402X105	5611	170545	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	799	34152	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	9439	403387	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	639	27328	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	1549	66200	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	366	15650	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	95	4057	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	906	25000	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	341	9400	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	12836	354300	SH	DEFINE
MYRIAD GENETICS INC	COMMON SHS	62855J104	15912	609900	SH	DEFINE
MYRIAD GENETICS INC	COMMON SHS	62855J104	569	21800	SH	DEFINE

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

NABORS INDUSTRIES INC	CONVERT ZERO CP	629568A10	917	8000	PRN	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	5972	83430	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	7126	99550	SH	DEFINE
NACCO INDUSTRIES INC	COMMON SHS	629579103	75584	490930	SH	DEFINE
NASDAQ 100 INDEX	OPEN END UT TR	631100104	1546	36800	SH	DEFINE
NASDAQ STOCK MARKET INC	COMMON SHS	631103108	8423	210360	SH	DEFINE
NASH FINCH CO	COMMON SHS	631158102	239	8000	SH	DEFINE
NASHUA CORP	COMMON SHS	631226107	4062	477930	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	CONVERT PREF	632525309	2717	61675	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	28840	214345	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	151	1125	SH	DEFINE
NATIONAL BANK OF GREECE SA	AMER DEP RECPT	633643408	1696	177070	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	1252	35860	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	412	11800	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	703	20134	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	13552	239773	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	4957	87700	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	60455	1069620	SH	DEFINE
NATIONAL FUEL GAS CO	COMMON SHS	636180101	250	7628	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	12242	375303	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	24121	739462	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	47035	733551	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	109	1703	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	5814	90681	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	146252	2280903	SH	DEFINE
NATIONAL RV HOLDINGS INC	COMMON SHS	637277104	1888	295000	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COMMON SHS	638522102	34844	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	121297	2819540	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	62	1452	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	10	235	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COMMON SHS	638620104	1391	64700	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	226	4463	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	7094	140060	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	78930	1558350	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	1297	25600	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	142	2800	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	507	10000	SH	DEFINE
NBTY INC	COMMON SHS	628782104	29866	1326200	SH	DEFINE
NBTY INC	COMMON SHS	628782104	54	2400	SH	DEFINE
NCO GROUP INC	NOTE 4.750% 4/1	628858AB8	14963	15000000	PRN	DEFINE
NEC CORP	AMER DEP RECPT	629050204	104	14825	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	212	6475	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	4	121	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	46	1397	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	7437	364900	SH	DEFINE
NETFLIX COM INC	COMMON SHS	64110L106	1496	51600	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	16032	1437852	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	19	527	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	302	8380	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	429	11900	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	160003	4440837	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	1888	52400	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	1279	35500	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	16	450	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	17907	277450	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	581	9000	SH	DEFINE
NEUSTAR INC	COMMON SHS	64126X201	232	7485	SH	DEFINE
NEUSTAR INC	COMMON SHS	64126X201	80757	2605060	SH	DEFINE
NEUSTAR INC	COMMON SHS	64126X201	2297	74100	SH	DEFINE
NEVSUN RESOURCES LTD	ORDINARY SHS	64156L101	2877	877000	SH	DEFINE
NEW IRELAND FUND INC	CLOSE END MUT F	645673104	3399	135000	SH	DEFINE
NEW YORK COMMUNITY BANCORP INC	COMMON SHS	649445103	9	503	SH	DEFINE

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

NEW YORK COMMUNITY BANCORP INC	COMMON SHS	649445103	184	10520	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	4455	176033	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	2506	99000	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COMMON SHS	65105M108	135	5630	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COMMON SHS	65105M108	42618	1781700	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	281	11150	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	263	10427	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	115	2734	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	60113	1434673	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	105	2500	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	263277	5073750	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	2168	41776	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	39370	758714	SH	DEFINE
NEWPARK RESOURCES INC	COMMON SHS	651718504	1845	225000	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1183011	71222802	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	81836	4926919	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	622472	37475712	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	14514	873820	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	8373	504073	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1475	88810	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	2486	149685	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	56839	3421988	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	2245	135140	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	2720	163756	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1090	65594	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	3220	183386	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	227	12925	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	1894	107866	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	8436	480384	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	702	40000	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	6267	356900	SH	DEFINE
NEXEN INC	ORDINARY SHS	65334H102	284521	4424901	SH	DEFINE
NEXEN INC	ORDINARY SHS	65334H102	302	4700	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COMMON SHS	65411N105	2372	99300	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COMMON SHS	65411N105	5194	217400	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	355	6023	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	247421	4195710	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	3432	58200	SH	DEFINE
NIKE INC	COMMON SHS	654106103	4076	47900	SH	DEFINE
NIKE INC	COMMON SHS	654106103	14778	173654	SH	DEFINE
NIKE INC	COMMON SHS	654106103	255	3000	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	714	33150	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	7885	365908	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	22290	1034346	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	246	11393	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	53	2460	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	941	43645	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	62	2884	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	302	14953	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	186750	9235900	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	279	13800	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	9	440	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	95018	1171610	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	47	576	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	1022	12597	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	7971	98288	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	65	1475	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	6808	155000	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	2432	117390	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	260	12565	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	15784	761798	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	74509	3596002	SH	DEFINE

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

NOKIA CORP	AMER DEP RECPT	654902204	15	710	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	146	6600	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	32959	1486663	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	187	8455	SH	DEFINE
NORDSON CORP	COMMON SHS	655663102	23389	469100	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	2887	73692	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	73460	1358600	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	8566	158416	SH	DEFINE
NORTEL NETWORKS CORP	ORDINARY SHS	656568102	29	8183	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	117	38221	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	190	62400	SH	DEFINE
NORTEL NETWORKS CORP	NOTE 4.250% 9/0	656568AB8	519842	545766000	PRN	DEFINE
NORTH FORK BANCORP INC	COMMON SHS	659424105	4237	146974	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	32967	1688000	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	66	3400	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	38503	1971500	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	250	4756	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	4	77	SH	DEFINE
NORTHGATE MINERALS CORP	COMMON SHS	666416102	0	2	SH	DEFINE
NORTHGATE MINERALS CORP	ORDINARY SHS	666416102	3232	1150000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	105139	1539600	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	68290	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	10427	152686	SH	DEFINE
NORTHWEST PIPE COMPANY	COMMON SHS	667746101	10107	333000	SH	DEFINE
NORTHWESTERN CORP	WTS TO EQUITY	668074115	610	107893	SH	DEFINE
NORTHWESTERN CORP	COMMON SHS	668074305	59262	1903073	SH	DEFINE
NORTHWESTERN CORP	COMMON SHS	668074305	1	37	SH	DEFINE
NOVAGOLD RES INC	COMMON SHS	66987E206	6120	400000	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	5364	96760	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	5294	95488	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	2654	47870	SH	DEFINE
NOVATEL WIRELESS INC	COMMON SHS	66987M604	4662	520900	SH	DEFINE
NOVATEL WIRELESS INC	COMMON SHS	66987M604	107	11900	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	593	24746	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	11866	495239	SH	DEFINE
NOVELIS INC	COMMON SHS	67000X106	80	3711	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	235	9800	SH	DEFINE
NS GROUP INC	COMMON SHS	628916108	6302	136900	SH	DEFINE
NS GROUP INC	COMMON SHS	628916108	143	3100	SH	DEFINE
NSTAR	COMMON SHS	67019E107	386	13480	SH	DEFINE
NSTAR	COMMON SHS	67019E107	887	31000	SH	DEFINE
NTL INC	COMMON SHS	62941W101	668737	22972742	SH	DEFINE
NTL INC	COMMON SHS	62941W101	1481	50873	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	67020Y100	7868	666200	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	67020Y100	12614	1068044	SH	DEFINE
NUANCE COMMUNICATIONS INC	COMMON SHS	67020Y100	681	57624	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	227059	2166800	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	178	1700	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	12480	119092	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	14	134	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	CLOSE END MUT F	670656107	540	38600	SH	DEFINE
NUVEEN INVESTMENTS INC	COMMON SHS	67090F106	27	567	SH	DEFINE
NUVEEN INVESTMENTS INC	COMMON SHS	67090F106	41671	865446	SH	DEFINE
NUVEEN NEW JERSEY PREMIUM INCOME M	CLOSE END MUT F	67101N106	191	12598	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	CLOSE END MUT F	6706K4105	320	25000	SH	DEFINE
NUVELO INC	COMMON SHS	67072M301	15538	871965	SH	DEFINE
NVIDIA CORP	COMMON SHS	67066G104	17692	308970	SH	DEFINE
NVR INC	COMMON SHS	62944T105	157	212	SH	DEFINE
NVR INC	COMMON SHS	62944T105	1515	2050	SH	DEFINE
NVR INC	COMMON SHS	62944T105	88250	119426	SH	DEFINE
NVR INC	COMMON SHS	62944T105	2291	3100	SH	DEFINE
NYSE GROUP INC	COMMON SHS	62949W103	95	1195	SH	DEFINE

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

NYSE GROUP INC	COMMON SHS	62949W103	7925	100000	SH	DEFINE
O'REILLY AUTOMOTIVE INC	COMMON SHS	686091109	7690	210350	SH	DEFINE
OAKLEY INC	COMMON SHS	673662102	235	13833	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	8292	89500	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	681	7347	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	11461	123700	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	331	8880	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	6843	183759	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	3835	127100	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	1256	41640	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	347	11500	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	323	10700	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	6814	225863	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	102	3380	SH	DEFINE
OIL SERVICE HOLDERS TRUST	CLOSE END MUT F	678002106	272	1850	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	9271	251600	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	18394	499158	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	39203	1063840	SH	DEFINE
OLD DOMINION FREIGHT LINE INC	COMMON SHS	679580100	639	23715	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	243439	11156687	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	376820	17269463	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	2097	96096	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	20067	919638	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	7	312	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COMMON SHS	681936100	637	45400	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COMMON SHS	681936100	447	31900	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	16872	936300	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	351	19500	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	246	4477	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	20	360	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	120021	2182600	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	2508	45600	SH	DEFINE
OMNICARE INC	DCV 3.250%12/1	681904AL2	15420	16000000	PRN	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	2697	32402	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	1096	36300	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	11	354	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	97	3000	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	171225	5309300	SH	DEFINE
ONYX PHARMACEUTICALS INC	COMMON SHS	683399109	2931	111600	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	35466	1853944	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	21347	1115900	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	4826	252256	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	187	9800	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	5444	284600	SH	DEFINE
OPTIMAL GROUP INC	COMMON SHS	68388R208	7268	500200	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	6845	500000	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	2	145	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	8330	608468	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	2941	214799	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	1138	83100	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	19475	1231006	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	63	3961	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	22303	1409770	SH	DEFINE
ORBOTECH LTD	ORDINARY SHS	M75253100	22735	923080	SH	DEFINE
ORCHID CELLMARK INC	COMMON SHS	68573C107	1209	210690	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	82698	2108030	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	1083	27600	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	59750	960000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	330	5304	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	747	12000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	186297	2993210	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	3068	49300	SH	DEFINE

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

OSHKOSH TRUCK CORP	COMMON SHS	688239201	13	210	SH	DEFINE
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	4313	134350	SH	DEFINE
OUTDOOR CHANNEL HOLDINGS INC	COMMON SHS	690027206	779	76400	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	57506	1199800	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	10	218	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	16088	490946	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	213	6500	SH	DEFINE
P.F. CHANG'S CHINA BISTRO INC	COMMON SHS	69333Y108	64442	1307414	SH	DEFINE
P.F. CHANG'S CHINA BISTRO INC	COMMON SHS	69333Y108	1070	21700	SH	DEFINE
PACER INTERNATIONAL INC	COMMON SHS	69373H106	27694	847423	SH	DEFINE
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	327	9659	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	DCV 3.000%10/1	695112AG7	7900	2000000	PRN	DEFINE
PACTIV CORP	COMMON SHS	695257105	46367	1889449	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	788	32120	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	109	4444	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	11	464	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	729	29690	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	2914	118728	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	10415	424420	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	1519	61904	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	724	29522	SH	DEFINE
PALL CORP	COMMON SHS	696429307	15595	500000	SH	DEFINE
PALL CORP	COMMON SHS	696429307	637	20415	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	83	11029	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	6789	897950	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	113	1500	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	18644	247990	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COMMON SHS	69888P106	17402	617518	SH	DEFINE
PARALLEL PETROLEUM CORP	COMMON SHS	699157103	2952	160000	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173209	12100	740997	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173209	16	960	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	23986	907170	SH	DEFINE
PARKER HANNIFIN CORP	COMMON SHS	701094104	202	2510	SH	DEFINE
PARKWAY PROPERTIES INC	COMMON SHS	70159Q104	55	1255	SH	DEFINE
PARKWAY PROPERTIES INC	COMMON SHS	70159Q104	17690	405000	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	442	7125	SH	DEFINE
PATHMARK STORES INC	WTS TO EQUITY	70322A119	9	30000	SH	DEFINE
PATRIOT CAPITAL FUNDING INC	COMMON SHS	70335Y104	5500	440000	SH	DEFINE
PATTERSON COS INC	COMMON SHS	703395103	3150	89480	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	134	4200	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	252	7900	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	19	453	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	255	6110	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	21224	509451	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	89058	2137734	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	821	19700	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	12	280	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	333	8000	SH	DEFINE
PDL BIOPHARMA INC.	COMMON SHS	69329Y104	1640	50000	SH	DEFINE
PDL BIOPHARMA INC.	COMMON SHS	69329Y104	16049	489300	SH	DEFINE
PDL BIOPHARMA INC.	NOTE 2.750% 8/1	74369LAD5	12826	7550000	PRN	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	135285	2683700	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	206	4096	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	19437	385580	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	163458	3242564	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	2531	50200	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	595	11800	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	19	380	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	403	8000	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	934	9100	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	38337	908880	SH	DEFINE
PENN VIRGINIA CORP	COMMON SHS	707882106	284	4000	SH	DEFINE

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

PENN VIRGINIA RESOURCES PARTNERS L	COMMON SHS	707884102	235	4100	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	2131	35271	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	4	68	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	SH BEN INT	709102107	49	1120	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	SH BEN INT	709102107	46	1050	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	SH BEN INT	709102107	14186	322400	SH	DEFINE
PENTAIR INC	COMMON SHS	709631105	224	5497	SH	DEFINE
PENTAIR INC	COMMON SHS	709631105	218	5350	SH	DEFINE
PENTAIR INC	COMMON SHS	709631105	55577	1363860	SH	DEFINE
PENTAIR INC	COMMON SHS	709631105	1223	30000	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COMMON SHS	709754105	14635	674736	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	27262	908747	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	36	1200	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	1727	75778	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	70	3056	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	154972	6800000	SH	DEFINE
PEPSIAMERICAS INC	COMMON SHS	71343P200	553	22600	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	1849	32000	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	26	458	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	6543	113212	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	85532	1480056	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	43693	756057	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	982	17000	SH	DEFINE
PERKINELMER INC	COMMON SHS	714046109	506	21568	SH	DEFINE
PETRO-CANADA	ORDINARY SHS	71644E102	322637	5825867	SH	DEFINE
PETRO-CANADA	COMMON SHS	71644E102	48	1000	SH	DEFINE
PETRO-CANADA	COMMON SHS	71644E102	281	5900	SH	DEFINE
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	9505	90568	SH	DEFINE
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	420	4000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	1779	22280	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	22	270	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	1038	13000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	557357	6980054	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	139	1600	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	3727	43000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	4980	150000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	10	300	SH	DEFINE
PETSMART INC	COMMON SHS	716768106	1	35	SH	DEFINE
PETSMART INC	COMMON SHS	716768106	30668	1089843	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	757040	30378797	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	57324	2300331	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	53810	2159300	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	174042	6984030	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	546930	21947413	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	8443	338817	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	49840	2000000	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	38849	1558942	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	75641	3035352	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	1119834	44937158	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	2710	108756	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	6730	270056	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	76749	3079817	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	2110	84687	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	2247	90149	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	380	15241	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	125	5000	SH CALL	DEFINE
PG&E CORP	COMMON SHS	69331C108	50	1276	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	589355	15150511	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	16717	483000	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	19149	553286	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	159	4600	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	158829	4589110	SH	DEFINE

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

PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	2270	65600	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	1206	14976	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	153	1900	SH	DEFINE
PHI INC.	COMMON SHS	69336T106	3548	95100	SH	DEFINE
PHI INC.	COMMON SHS	69336T205	20137	548400	SH	DEFINE
PHI INC.	COMMON SHS	69336T205	1836	50000	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	464	12351	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	6718	178801	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	9572	254769	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	3654	97253	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	19362	1667680	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	18711	1611600	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	25259	2175630	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	4753	409390	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	1	25	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	82	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	251257	6426000	SH	DEFINE
PIONEER DRILLING CO	COMMON SHS	723655106	3450	210000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	3983	90000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	89	2000	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	3106	72340	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	2743	63895	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	25655	597600	SH	DEFINE
PIXAR	COMMON SHS	725811103	13	208	SH	DEFINE
PIXAR	COMMON SHS	725811103	48	750	SH	DEFINE
PIXAR	COMMON SHS	725811103	55568	866360	SH	DEFINE
PLUM CREEK TIMBER CO INC	COMMON SHS	729251108	9586	259569	SH	DEFINE
PLUM CREEK TIMBER CO INC	COMMON SHS	729251108	11911	322530	SH	DEFINE
PLUM CREEK TIMBER CO INC	COMMON SHS	729251108	185	5000	SH	DEFINE
PMC-SIERRA INC	COMMON SHS	69344F106	123	10000	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	63209	1376500	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	4840	71908	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	45465	1863300	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	201	8250	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	133488	2656480	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	754	15000	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	2	37	SH	DEFINE
POLO RALPH LAUREN CORP	COMMON SHS	731572103	30	500	SH	DEFINE
POLO RALPH LAUREN CORP	COMMON SHS	731572103	188	3107	SH	DEFINE
POLYONE CORP	COMMON SHS	73179P106	13048	1400000	SH	DEFINE
POLYONE CORP	COMMON SHS	73179P106	1	75	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	88	7162	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	25136	2056918	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	40295	631587	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	8	133	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	528	8275	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	834	13067	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	1512	23704	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	1138	17844	SH	DEFINE
POTLATCH CORP NEW	COMMON SHS	737630103	247599	5779614	SH	DEFINE
POWELL INDUSTRIES INC	COMMON SHS	739128106	5027	230800	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	26777	1080570	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	2923	175000	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	16038	960338	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	10	150	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	2631	41525	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	190	3000	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	376	12780	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	196992	6700400	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	193327	3505478	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	122	2209	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	13886	251783	SH	DEFINE

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

PRAXAIR INC	COMMON SHS	74005P104	28110	509700	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	276	5000	SH	DEFINE
PRECISION CASTPARTS CORP	COMMON SHS	740189105	108	1818	SH	DEFINE
PRECISION CASTPARTS CORP	COMMON SHS	740189105	10178	171350	SH	DEFINE
PRECISION DRILLING TRUST	ORDINARY SHS	740215108	2364	62772	SH	DEFINE
PRECISION DRILLING TRUST	ORDINARY SHS	740215108	4482	119020	SH	DEFINE
PREMIUM STANDARD FARMS INC	COMMON SHS	74060C105	29835	1700000	SH	DEFINE
PREPAID LEGAL SERVICES INC	COMMON SHS	740065107	294	8300	SH	DEFINE
PRESIDENTIAL LIFE CORP	COMMON SHS	740884101	13086	515000	SH	DEFINE
PRESSTEK INC	COMMON SHS	741113104	4809	404100	SH	DEFINE
PRESSTEK INC	COMMON SHS	741113104	177	14900	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	10980	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	7	150	SH	DEFINE
PRINTRONIX INC	COMMON SHS	742578107	2009	130000	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	155719	2702510	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	400	6937	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	23315	404632	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	93049	1614875	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	76711	1331329	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	1752	30400	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	21	370	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	3329	75690	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	479162	10895000	SH	DEFINE
PROGRESSIVE CORP	COMMON SHS	743315103	576	5522	SH	DEFINE
PROLIANCE INTERNATIONAL INC	COMMON SHS	74340R104	4498	823800	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	277	5185	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	2520	47096	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	82547	1542934	SH	DEFINE
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	4617	152837	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	11903	239300	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	55	1100	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	5	101	SH	DEFINE
PROVIDENCE & WORCHESTER RAILROAD C	COMMON SHS	743737108	3331	205000	SH	DEFINE
PROVIDENCE SERVICE CORP	COMMON SHS	743815102	228	7000	SH	DEFINE
PROVIDIAN FINANCIAL CORP	NOTE 4.000% 5/1	74406AAC6	13129	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	109925	1450000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	222643	2936856	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	961	12675	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	19	255	SH	DEFINE
PS BUSINESS PARKS INC	COMMON SHS	69360J107	205	3670	SH	DEFINE
PS BUSINESS PARKS INC	COMMON SHS	69360J107	59784	1069100	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COMMON SHS	74439H108	31087	938320	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	10583	165263	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	523092	8168202	SH	DEFINE
PUBLIC STORAGE INC	COMMON SHS	74460D109	207	2543	SH	DEFINE
PUBLIC STORAGE INC	COMMON SHS	74460D109	1297	15962	SH	DEFINE
PUBLIC STORAGE INC	COMMON SHS	74460D109	54481	670700	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	21	1000	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	240992	11378300	SH	DEFINE
PULTE HOMES INC	COMMON SHS	745867101	99892	2600000	SH	DEFINE
PULTE HOMES INC	COMMON SHS	745867101	2	62	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	CLOSE END MUT F	746922103	353	30000	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	29	577	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	685	13530	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	71355	1409896	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	151226	2988059	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	1240	24500	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	127	2500	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	21	410	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	759	15000	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	0	6	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	2670	40069	SH	DEFINE

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

QUANEX CORP	COMMON SHS	747620102	7	105	SH	DEFINE
QUANTA SERVICES INC	COMMON SHS	74762E102	21627	1350000	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	49006	4276233	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	48096	4196889	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	5364	468102	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	36892	3219235	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	3772	329124	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	3665	319773	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	8082	705232	SH	DEFINE
QUEENSTAKE RES LTD YUKON	COMMON SHS	748314101	25	59916	SH	DEFINE
QUEENSTAKE RES LTD YUKON	ORDINARY SHS	748314101	3525	7500000	SH	DEFINE
QUEST CAPITAL CORP	ORDINARY SHS	74835U109	158	52500	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	17	332	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	25650	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	2	40	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	29075	566767	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	21910	427090	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	10919	653850	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	26896	1610540	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	2250	32113	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	21267	303600	SH	DEFINE
QUINENCO SA	AMER DEP RECPT	748718103	1198	98003	SH	DEFINE
R & G FINANCIAL CORP	COMMON SHS	749136107	671	52990	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	81744	2498300	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	3416	104410	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	3517	107501	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	9053	276695	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	427	13037	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	24792	757700	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	20984	641319	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	704	21502	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	408	7012	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	13	229	SH	DEFINE
RACKABLE SYSTEMS INC	COMMON SHS	750077109	9180	173700	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	48200	800000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	4338	72000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	512	8500	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	412	21440	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	2053	106750	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	20033	1041770	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	1488	77400	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	19	990	SH	DEFINE
RADIOSHACK CORP	COMMON SHS	750438103	192	10000	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	104	3440	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	13688	452200	SH	DEFINE
RANDGOLD RESOURCES LTD	AMER DEP RECPT	752344309	36841	2027600	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	613473	13382918	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	18295	399100	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	9612	209692	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	27504	600000	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	1471	32096	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	6389	139382	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	35058	764800	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	16541	360844	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	275	6000	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	118	14262	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	2	191	SH	DEFINE
RED HAT INC	COMMON SHS	756577102	578	20650	SH	DEFINE
REDBACK NETWORKS INC	COMMON SHS	757209507	1427	65800	SH	DEFINE
REDWOOD TRUST INC	COMMON SHS	758075402	40	930	SH	DEFINE
REDWOOD TRUST INC	COMMON SHS	758075402	14404	332500	SH	DEFINE
REED ELSEVIER NV	AMER DEP RECPT	758204101	23521	820124	SH	DEFINE

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

REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	5523	293600	SH	DEFINE
REGENCY CENTERS CORP	COMMON SHS	758849103	151	2250	SH	DEFINE
REGENCY CENTERS CORP	COMMON SHS	758849103	941	14000	SH	DEFINE
REGENCY CENTERS CORP	COMMON SHS	758849103	35376	526500	SH	DEFINE
REGIONS FINANCIAL CORP	COMMON SHS	7591EP100	864	24576	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	41921	1215800	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	345	10000	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	14549	421950	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	13929	738915	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	11246	596600	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	158884	1691700	SH	DEFINE
RELIANT ENERGY INC	NOTE 5.000% 8/1	75952BAD7	7635	6000000	PRN	DEFINE
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	812	18625	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	18432	720270	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	1988	77700	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	28	1080	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	29607	1038844	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	22365	784736	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	219	7675	SH	DEFINE
REPUBLIC AIRWAYS HOLDINGS INC	COMMON SHS	760276105	17999	1215339	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	178725	4204314	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	308	7250	SH	DEFINE
RESEARCH IN MOTION LTD	ORDINARY SHS	760975102	118984	1203200	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	56	655	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	4616	54380	SH	DEFINE
RESMED INC	COMMON SHS	761152107	19	433	SH	DEFINE
RESMED INC	COMMON SHS	761152107	22368	508600	SH	DEFINE
RESOURCES CONNECTION INC	COMMON SHS	76122Q105	5856	235100	SH	DEFINE
REUTERS GROUP PLC	AMER DEP RECPT	76132M102	764	18570	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	105341	3709200	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	43	1500	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	1119	39388	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	640060	6066918	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	369	3500	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	3	24	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COMMON SHS	76657R106	4920	310025	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COMMON SHS	76657R106	14344	903840	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	18545	8169400	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	4540	2000000	SH	DEFINE
RIO TINTO PLC	AMER DEP RECPT	767204100	11527	55685	SH	DEFINE
RIO TINTO PLC	AMER DEP RECPT	767204100	414	2000	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	96965	1692236	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	97	1700	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	9	165	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	346	8949	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	11583	300000	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	2454	63550	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	148253	3839744	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	2236	57900	SH	DEFINE
ROCKFORD CORP	COMMON SHS	77316P101	2202	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	28	383	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	68	950	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	535	7435	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	54609	759414	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	371	6583	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	5635	100000	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	571	10135	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	168820	2995910	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	2722	48300	SH	DEFINE
ROGERS COMMUNICATIONS INC	ORDINARY SHS	775109200	162	3635	SH	DEFINE
ROGERS COMMUNICATIONS INC	COMMON SHS	775109200	19	500	SH	DEFINE
ROGERS COMMUNICATIONS INC	ORDINARY SHS	775109200	29302	658250	SH	DEFINE

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

ROHM & HAAS CO	COMMON SHS	775371107	1495	30583	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	264012	5429000	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	126	2600	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	101	2076	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	202	6920	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	746	25550	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	57527	1970776	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	1095	37500	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	852	29200	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	11	380	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	22336	508100	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	182	4134	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	58	1323	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	85839	1952661	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	1824	41500	SH	DEFINE
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	445323	9045761	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	364	4320	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	590	7000	SH	DEFINE
ROYAL BANK OF SCOTLAND GROUP PLC	AMER DEP RECPT	780097788	644	27550	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COMMON SHS	V7780T103	3375	80317	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	16848	258599	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	149015	2287264	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	29212	448374	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	7462	114532	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	336	5152	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	12799	205570	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	4637	74480	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	249	4000	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	17433	280000	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	286	4600	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	37545	603031	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	281297	4518103	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	9	140	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	44845	4118000	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	5583	512700	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	33098	1844934	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	11009	613650	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	22721	1266499	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	27	1500	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	16455	300000	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	9703	176900	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	675	12300	SH	DEFINE
RUDOLPH TECHNOLOGIES INC	COMMON SHS	781270103	6476	379817	SH	DEFINE
RUSS BERRIE & CO INC	COMMON SHS	782233100	34211	2250728	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	33580	2433303	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	5	385	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COMMON SHS	783332109	7824	328600	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COMMON SHS	783332109	107	4500	SH	DEFINE
RYLAND GROUP INC	COMMON SHS	783764103	156	2244	SH	DEFINE
RYLAND GROUP INC	COMMON SHS	783764103	84563	1218493	SH	DEFINE
RYLAND GROUP INC	COMMON SHS	783764103	1388	20000	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	4581	35288	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	241	4800	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	16	314	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	3196	70000	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	12397	271500	SH	DEFINE
SAFeway INC	COMMON SHS	786514208	449	17855	SH	DEFINE
SAKS INC	COMMON SHS	79377W108	33775	1750000	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	161	4436	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	71983	1981364	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	890	24500	SH	DEFINE
SALISBURY BANCORP INC	COMMON SHS	795226109	339	9300	SH	DEFINE

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

SANOFI-AVENTIS	AMER DEP RECPT	80105N105	5418	114174	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	28686	604551	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	2062	43462	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	1	14	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	251	4620	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	27424	504869	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	49472	910743	SH	DEFINE
SAPIENT CORP	COMMON SHS	803062108	27056	3546020	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	259	17550	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	76877	5212010	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	20	1350	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	16293	1104600	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	14	800	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	2752	153930	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	3776	211200	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	849	47500	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	14	770	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	1833	41882	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	21013	480190	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	7	160	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	14	316	SH	DEFINE
SBA COMMUNICATIONS CORP	COMMON SHS	78388J106	225	9617	SH	DEFINE
SBA COMMUNICATIONS CORP	COMMON SHS	78388J106	42662	1822390	SH	DEFINE
SBA COMMUNICATIONS CORP	COMMON SHS	78388J106	815	34800	SH	DEFINE
SCANA CORP	COMMON SHS	80589M102	811	20662	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1222	64340	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	269	14175	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	3821	201189	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	69958	3683954	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1058	55700	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	9	470	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	1263	24872	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	4226	83225	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	435941	8584900	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	76	600	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	400	3160	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	61998	489835	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	28007	221280	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	962	7600	SH	DEFINE
SCHLUMBERGER LTD	DCV 1.500% 6/0	806857AC2	22945	13000000	PRN	DEFINE
SCHNITZER STEEL INDUSTRIES INC	COMMON SHS	806882106	1153	26900	SH	DEFINE
SCHNITZER STEEL INDUSTRIES INC	COMMON SHS	806882106	1213	28300	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	4212	157400	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	322	12050	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	3	123	SH	DEFINE
SCI SYSTEMS INC	NOTE 3.000% 3/1	783890AF3	64185	66000000	PRN	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	0	14	SH	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	759	21599	SH	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	6794	193400	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	874	21681	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	317	7864	SH	DEFINE
SCOTTS MIRACLE-GRO HOLDING CO	COMMON SHS	810186106	96	2100	SH	DEFINE
SCOTTS MIRACLE-GRO HOLDING CO	COMMON SHS	810186106	2196	48000	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	595583	22619941	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	1765	67043	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	14008	532000	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	1037	39400	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	1319	50110	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	28651	1088141	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	2249	85415	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	1129	42897	SH	DEFINE
SEALED AIR CORP	COMMON SHS	81211K100	249	4311	SH	DEFINE

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

SEARS HOLDING CORP	COMMON SHS	812350106	66120	500000	SH	DEFINE
SEARS HOLDING CORP	COMMON SHS	812350106	336	2543	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	3599	311900	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	34450	650000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	20	378	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	24	452	SH	DEFINE
SEMCO ENERGY INC	COMMON SHS	78412D109	720	130000	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	380	8178	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	297994	6414000	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	22659	1266586	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	21635	1209310	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070105	2430	121500	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070501	5042	256600	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	187	3836	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	66106	1354360	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	1069	21900	SH	DEFINE
SEROLOGICALS CORP	COMMON SHS	817523103	29527	1207148	SH	DEFINE
SEROLOGICALS CORP	COMMON SHS	817523103	1128	46100	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	15683	2010600	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	719	92210	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	14524	1862070	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	930	119250	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	21366	2739276	SH	DEFINE
SERVICEMASTER CO	COMMON SHS	81760N109	172	13087	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	12008	937400	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	11532	900219	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	2890	225600	SH	DEFINE
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	14436	292000	SH	DEFINE
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	442	8933	SH	DEFINE
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	6	116	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	AMER DEP RECPT	824596100	16950	192400	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	AMER DEP RECPT	824596100	87	984	SH	DEFINE
SHIRE PLC	AMER DEP RECPT	82481R106	399	8590	SH	DEFINE
SHIRE PLC	AMER DEP RECPT	82481R106	23524	506008	SH	DEFINE
SHIRE PLC	AMER DEP RECPT	82481R106	184	3950	SH	DEFINE
SHIRE PLC	AMER DEP RECPT	82481R106	12362	265900	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	7723	216075	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	170	4750	SH	DEFINE
SHURGARD STORAGE CENTERS INC	COMMON SHS	82567D104	47461	712300	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	20216	216980	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	24748	265627	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	429	4600	SH	DEFINE
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	37295	916340	SH	DEFINE
SIERRA HEALTH SERVICES INC	DBCV 2.250% 3/1	826322AB5	8923	2000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	87062	6304300	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	47955	3472473	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	13158	200000	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	2085	31696	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	8224	125000	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	11981	1370840	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	165	18900	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	157	18010	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	3119	356900	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	6733	206591	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	4475	137300	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	10356	317777	SH	DEFINE
SIGNET GROUP PLC	AMER DEP RECPT	82668L872	1613	85000	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	122471	2228764	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	1269	23100	SH	DEFINE
SILVER WHEATON CORP	ORDINARY SHS	828336107	168	13500	SH	DEFINE
SIMON PROPERTY GROUP INC	COMMON SHS	828806109	478	5682	SH	DEFINE

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

SIMON PROPERTY GROUP INC	COMMON SHS	828806109	8906	105842	SH	DEFINE
SIMON PROPERTY GROUP INC	COMMON SHS	828806109	57292	680908	SH	DEFINE
SIMON PROPERTY GROUP INC	COMMON SHS	828806109	850	10100	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PREF	828806802	487	7069	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PREF	828806802	13792	200000	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	17	480	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	598	16900	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	79101	2233870	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	644	18200	SH	DEFINE
SIRIUS SATELLITE RADIO INC	COMMON SHS	82966U103	70	13710	SH	DEFINE
SIX FLAGS INC	NOTE 4.500% 5/1	83001PAJ8	17381	10000000	PRN	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	233545	9900149	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	120426	5104962	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	15769	668456	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	28432	1205250	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	1851	78462	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	4608	195329	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	3011	127630	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	73	3090	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	2202	93344	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	26770	914600	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	23	800	SH	DEFINE
SLM CORP	COMMON SHS	78442P106	3561	68569	SH	DEFINE
SMART MODULAR TECHNOLOGIES INC.	COMMON SHS	G82245104	91	10000	SH	DEFINE
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	1325	29693	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	22	576	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	417	10700	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	35334	906941	SH	DEFINE
SMITHTOWN BANCORP INC	COMMON SHS	832449102	1643	47968	SH	DEFINE
SMUCKER J M CO (THE)	COMMON SHS	832696405	1703	42886	SH	DEFINE
SOCIEDAD QUIMICA Y MINERA DE CHILE	DEP RCPT PFD	833635105	9806	86400	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	224	56000	SH	DEFINE
SOLECTRON CORP	COMMON SHS	834182107	166	41409	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COMMON SHS	834453102	2402	150000	SH	DEFINE
SONOCO PRODUCTS CO	COMMON SHS	835495102	3858	113908	SH	DEFINE
SONOCO PRODUCTS CO	COMMON SHS	835495102	36	1075	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	6225	1135900	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	30287	657405	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	33290	722604	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	72	1573	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	970	21055	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	2304	50000	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COMMON SHS	838518108	417	15308	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	1516	46268	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	700295	21370000	SH	DEFINE
SOUTHERN COPPER CORPORATION	COMMON SHS	84265V105	253	2990	SH	DEFINE
SOUTHERN COPPER CORPORATION	COMMON SHS	84265V105	169707	2008837	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	1173	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	404	22460	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	3119	173380	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	54411	3024537	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	1159	64400	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	25	1380	SH	DEFINE
SOUTHWESTERN ENERGY CO	COMMON SHS	845467109	428	13293	SH	DEFINE
SOUTHWESTERN ENERGY CO	COMMON SHS	845467109	122530	3806473	SH	DEFINE
SOUTHWESTERN ENERGY CO	COMMON SHS	845467109	1893	58800	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	379495	17320625	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	82	3720	SH	DEFINE
SOVRAN SELF STORAGE INC	COMMON SHS	84610H108	119	2150	SH	DEFINE
SOVRAN SELF STORAGE INC	COMMON SHS	84610H108	315	5700	SH	DEFINE
SPANSION INC	COMMON SHS	84649R101	21090	1425000	SH	DEFINE
SPARTON CORP	COMMON SHS	847235108	2129	242252	SH	DEFINE

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

SPIRIT FINANCE CORP	COMMON SHS	848568309	117	9600	SH	DEFINE
SPIRIT FINANCE CORP	COMMON SHS	848568309	614	50300	SH	DEFINE
SPIRIT FINANCE CORP	COMMON SHS	848568309	798	65400	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	124035	4800109	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	615	23785	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	9029	349402	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	17521	678059	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	11	443	SH	DEFINE
SPSS INC	COMMON SHS	78462K102	17526	553582	SH	DEFINE
SPX CORP	COMMON SHS	784635104	204	3820	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	88963	1415700	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	27088	431060	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	119019	1893993	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	161	2560	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	75	1200	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	63374	1008500	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	28	678	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	1807	44075	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	44376	1082350	SH	DEFINE
ST JUDE MEDICAL INC	DCV 2.800%12/1	790849AB9	496	500000	PRN	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	24029	575000	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	1890	45231	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	2044	48915	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	22700	543200	SH	DEFINE
STAMPS.COM INC	COMMON SHS	852857200	2202	62460	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	76479	1413400	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	3	64	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COMMON SHS	853626109	9787	376700	SH	DEFINE
STANDARD PACIFIC CORP	COMMON SHS	85375C101	21018	625178	SH	DEFINE
STANLEY WORKS	COMMON SHS	854616109	359	7080	SH	DEFINE
STANTEC INC	ORDINARY SHS	85472N109	37862	877454	SH	DEFINE
STAPLES INC	COMMON SHS	855030102	10036	393243	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	5417	143914	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	14366	381670	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COMMON SHS	85590A203	1365	20160	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COMMON SHS	85590A203	24430	360700	SH	DEFINE
STATE NATIONAL BANCSHARES INC	COMMON SHS	857124101	48745	1882936	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	158302	2619600	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	24	400	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	25091	415210	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	387	4877	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	157412	1983271	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	3270	41200	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	59856	1055100	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	318	5600	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	10	169	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	18692	461530	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	17541	433100	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	1414	34910	SH	DEFINE
STEREOTAXIS INC	COMMON SHS	85916J102	18781	1489370	SH	DEFINE
STEREOTAXIS INC	COMMON SHS	85916J102	404	32000	SH	DEFINE
STERICYCLE INC	COMMON SHS	858912108	19	286	SH	DEFINE
STERICYCLE INC	COMMON SHS	858912108	43233	639350	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	27368	1108900	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	1	39	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	269	10900	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	15168	614580	SH	DEFINE
STILLWATER MINING CO	COMMON SHS	86074Q102	4168	253246	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	35	2300	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	27135	1767756	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	122	7966	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COMMON SHS	86272T106	51	2200	SH	DEFINE

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

STRATEGIC HOTELS & RESORTS INC	COMMON SHS	86272T106	47589	2044200	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COMMON SHS	86272T106	961	41300	SH	DEFINE
STRAYER EDUCATION INC	COMMON SHS	863236105	13713	134100	SH	DEFINE
STREETTRACKS GOLD TRUST	OPEN END MUT FD	863307104	3166	54500	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	22	500	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	10745	242341	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	8868	200000	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	4161	105470	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	18923	479674	SH	DEFINE
SUMMA INDUSTRIES	COMMON SHS	86562T105	140	13698	SH	DEFINE
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	272522	5488854	SH	DEFINE
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	201	4720	SH	DEFINE
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	234	5500	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	8208	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	945	184260	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	128	25000	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	215989	2409788	SH	DEFINE
SUNCOR ENERGY INC	COMMON SHS	867229106	489	6350	SH	DEFINE
SUNCOR ENERGY INC	COMMON SHS	867229106	370	4800	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	1250	16110	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	725	9346	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	21762	280548	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	25791	2995477	SH	DEFINE
SUNPOWER CORP	COMMON SHS	867652109	13	335	SH	DEFINE
SUNPOWER CORP	COMMON SHS	867652109	124	3250	SH	DEFINE
SUNPOWER CORP	COMMON SHS	867652109	25589	670560	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	7330	188101	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	144	3700	SH	DEFINE
SUNSTONE HOTEL INVESTORS INC	COMMON SHS	867892101	1075	37100	SH	DEFINE
SUNSTONE HOTEL INVESTORS INC	COMMON SHS	867892101	16383	565500	SH	DEFINE
SUNSTONE HOTEL INVESTORS INC	COMMON SHS	867892101	991	34200	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	97150	1335209	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	97	1336	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	2824	38814	SH	DEFINE
SUPERGEN INC	COMMON SHS	868059106	3662	644800	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	23455	875520	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	67620	2524060	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	4916	183500	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	38096	1967776	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	19	1000	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	4387	226600	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COMMON SHS	868358102	5079	461300	SH	DEFINE
SUPERTEX INC	COMMON SHS	868532102	3059	81300	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	1804	107160	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	158	9403	SH	DEFINE
SYMBION INC	COMMON SHS	871507109	11012	486200	SH	DEFINE
SYMS CORP	COMMON SHS	871551107	21450	1430000	SH	DEFINE
SYNGENTA AG	AMER DEP RECPT	87160A100	1	33	SH	DEFINE
SYNGENTA AG	AMER DEP RECPT	87160A100	2215	78808	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	5070	226836	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	2884	129020	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	6482	290024	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	11	500	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	34	1520	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	402	17982	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	2019	63000	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	2	56	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	797	24870	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	24706	770858	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	24524	765168	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	1596	49800	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	21	650	SH	DEFINE

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

T ROWE PRICE GROUP INC	COMMON SHS	74144T108	441	5641	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	2515	250000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	1006	99998	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	1	130	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	51871	5156114	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	785	78000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	206	20497	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	919	91384	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	620	10000	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	32369	521910	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	18244	300000	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	4254	80000	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	239	4500	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	31	500	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COMMON SHS	875378101	5562	540000	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COMMON SHS	875465106	101	2930	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COMMON SHS	875465106	189	5500	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COMMON SHS	875465106	15423	448200	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	8225	158150	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	24949	479701	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	1805	34700	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	4834	92939	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	1744	33525	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	18264	351170	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	38483	739915	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	890	17119	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	19212	369394	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	161	3100	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	8	160	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	15991	1147138	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	63	4500	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	14157	1015553	SH	DEFINE
TASER INTERNATIONAL INC	COMMON SHS	87651B104	3752	354250	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	2516	120748	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	162	7795	SH	DEFINE
TCF FINANCIAL CORP	COMMON SHS	872275102	492	19100	SH	DEFINE
TD AMERITRADE HOLDING CORP	COMMON SHS	87236Y108	49594	2376307	SH	DEFINE
TD AMERITRADE HOLDING CORP	COMMON SHS	87236Y108	1064	51000	SH	DEFINE
TDK CORP	AMER DEP RECPT	872351408	278	3700	SH	DEFINE
TECHNIP SA	AMER DEP RECPT	878546209	3125	46000	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	127417	7904294	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	330	20460	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	148304	9200000	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	1625	100796	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	4525	280737	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	6911	322799	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	29227	1191000	SH	DEFINE
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	66244	1787000	SH	DEFINE
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	33	896	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	39580	1108370	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	182	5098	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	230635	6458560	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	3803	106500	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	176269	10567681	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	40574	2432519	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	17	1035	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	19670	1179230	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	202	12100	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	386	23160	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COMMON SHS	879360105	7319	205580	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COMMON SHS	879360105	150	4200	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	130631	1823691	SH	DEFINE

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

TELEFLEX INC	COMMON SHS	879369106	93	1300	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	35815	500000	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	215	3000	SH	DEFINE
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	1	70	SH	DEFINE
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	2340	181823	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	1526	32484	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	178680	3804121	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	23895	508733	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	94297	2007608	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	3704	78849	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	29	612	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	3321	70714	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	235	5000	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	678580	30185948	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	291975	12988232	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	17567	781439	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	95545	4250230	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	1440	64072	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	12	533	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	122348	5442536	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	3779	168100	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	13248	589304	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	2447	108864	SH	DEFINE
TELENOR ASA	AMER DEP RECPT	87944W105	28	866	SH	DEFINE
TELENOR ASA	AMER DEP RECPT	87944W105	25996	801846	SH	DEFINE
TELENOR ASA	AMER DEP RECPT	87944W105	547	16860	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433100	284	7200	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	1162	60000	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	67086	3465210	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	809	41800	SH	DEFINE
TELUS CORP	ORDINARY SHS	87971M202	201300	4456501	SH	DEFINE
TELUS CORP	COMMON SHS	87971M202	8065	208400	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	441895	9919081	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	2343	52600	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	5734	128702	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	267	6000	SH	DEFINE
TEMPLETON DRAGON FUND INC	CLOSE END MUT F	88018T101	17	800	SH	DEFINE
TEMPLETON DRAGON FUND INC	CLOSE END MUT F	88018T101	237	10935	SH	SOLE
TEMPLETON EMERGING MARKETS FUND	CLOSE END MUT F	880191101	1945	97008	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	CLOSE END MUT F	880192109	36	2800	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	CLOSE END MUT F	880192109	184	14279	SH	SOLE
TEMPLETON GLOBAL INCOME FUND	CLOSE END MUT F	880198106	279	32380	SH	DEFINE
TEMPLETON RUSSIA & EAST EUROPEAN	CLOSE END MUT F	88022F105	129	1700	SH	DEFINE
TEMPLETON RUSSIA & EAST EUROPEAN	CLOSE END MUT F	88022F105	840	11042	SH	SOLE
TEMPUR PEDIC INTL INC	COMMON SHS	88023U101	256	18100	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	535832	72605993	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	24892	3372890	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	3798	514592	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	14544	1970690	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	318	43100	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	1284	173970	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	1646	223082	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	3075	416729	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	28207	3822029	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	386	52240	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	1475	199859	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	591	80039	SH	DEFINE
TENNECO INC	COMMON SHS	880349105	12519	577200	SH	DEFINE
TEPPCO PARTNERS L.P.	LTD PARTNERSHIP	872384102	345	9500	SH	DEFINE
TERADYNE INC	COMMON SHS	880770102	163	10500	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	183	2304	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	5	65	SH	DEFINE

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

TEREX CORP	COMMON SHS	880779103	101036	1275065	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	2346	29600	SH	DEFINE
TERNIUM SA	AMER DEP RECPT	880890108	3459	122000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	1441	35000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	1	21	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	94528	2295484	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	13713	333000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	1470	35700	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	906	22000	SH	DEFINE
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	6768	282000	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	48392	800000	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	1	12	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	10	169	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	16722	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	31240	962122	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	5	149	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	325	10000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	49030	525000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	355	3800	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	14	146	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	26972	516400	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	2370	45371	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	1402	50000	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	6617	236000	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	329	8883	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	472	12724	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	116613	3144050	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	2526	68100	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	25690	500000	SH	DEFINE
THOMAS WEISEL PARTNERS GROUP	COMMON SHS	884481102	1314	60000	SH	DEFINE
THOMSON CORP	ORDINARY SHS	884903105	49407	1134491	SH	DEFINE
THOMSON CORP	COMMON SHS	884903105	79	2124	SH	DEFINE
THOR INDUSTRIES INC	COMMON SHS	885160101	63178	1184000	SH	DEFINE
THQ INC	COMMON SHS	872443403	377	14550	SH	DEFINE
THQ INC	COMMON SHS	872443403	17769	686310	SH	DEFINE
THRESHOLD PHARMACEUTICALS INC	COMMON SHS	885807107	84	5600	SH	DEFINE
THRESHOLD PHARMACEUTICALS INC	COMMON SHS	885807107	5336	355958	SH	DEFINE
TIBCO SOFTWARE INC	COMMON SHS	88632Q103	4421	528800	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	14470	262000	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	11	200	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	3777	100622	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	2065	55000	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	19316	564300	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	25	740	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	2	47	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	443544	26417167	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	4077	242800	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	24455	1456500	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	545222	32472995	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	22667	1350000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	7	435	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	11758	700291	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	2	128	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	4679	278700	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	1380	82200	SH	DEFINE
TIMKEN CO	COMMON SHS	887389104	46737	1448300	SH	DEFINE
TITAN PHARMACEUTICALS INC	COMMON SHS	888314101	1650	489700	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	771	31075	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	820	33030	SH	DEFINE
TNT NV	AMER DEP RECPT	87260W101	1692	49000	SH	DEFINE
TODCO-A	COMMON SHS	88889T107	197	5000	SH	DEFINE
TODCO-A	COMMON SHS	88889T107	3	88	SH	DEFINE

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

TOLL BROTHERS INC	COMMON SHS	889478103	150	4325	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	4550	131395	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	33080	955227	SH	DEFINE
TOM ONLINE INC	AMER DEP RECPT	889728200	1720	67600	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	42822	2600000	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	7	454	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	678	23162	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	776	26523	SH	DEFINE
TOP TANKERS INC	COMMON SHS	Y8897Y107	1300	100000	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	304835	5338617	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	11554	202340	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	1622	28412	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	1069	18730	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	585	10250	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	2050	35910	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	878	15380	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	4528	79300	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	42057	736549	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	2067	36200	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	1630	28550	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	732	12820	SH	DEFINE
TORONTO DOMINION BANK	ORDINARY SHS	891160509	152183	2338760	SH	DEFINE
TORONTO DOMINION BANK	COMMON SHS	891160509	529	9493	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	28759	218318	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	5269	40000	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	7865	59702	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	9545	72461	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	1492	13700	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	789	7246	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	53	800	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	22170	334180	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	0	26	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	518	37500	SH	DEFINE
TRAMMELL CROW CO	COMMON SHS	89288R106	7125	199800	SH	DEFINE
TRAMMELL CROW CO	COMMON SHS	89288R106	189	5300	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COMMON SHS	893521104	1036	17721	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	3026	89875	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	45677	1356600	SH	DEFINE
TRANSCANADA CORP	COMMON SHS	89353D107	888	30700	SH	DEFINE
TRANSDIGM GROUP INC	COMMON SHS	893641100	386	15000	SH	DEFINE
TRANSGLOBE ENERGY CORP	ORDINARY SHS	893662106	69	11150	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	6	77	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	28424	353978	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	3212	40000	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PEF	89420G307	204	8500	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PEF	89420G307	7197	300000	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	17671	1110680	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	7874	494894	SH	DEFINE
TRIAD GUARANTY INC	COMMON SHS	895925105	6965	148512	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	1	15	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	1651	39400	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	24934	909000	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	1180	43022	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	1865	68000	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COMMON SHS	895919108	0	14	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COMMON SHS	895919108	6360	218860	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COMMON SHS	895919108	29120	1002080	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	243	5386	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	892	19800	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	153720	3412219	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	2405	53390	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	1013	75007	SH	DEFINE

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

TRIMERIS INC	COMMON SHS	896263100	20967	1551995	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	94639	1740000	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	201	3698	SH	DEFINE
TRIZEC PROPERTIES INC	COMMON SHS	89687P107	1122	43600	SH	DEFINE
TRUMP ENTERTAINMENT RESORTS INC	COMMON SHS	89816T103	94752	5116213	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	12252	1006709	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	74	6085	SH	DEFINE
TRUSTEE PROPERTIES INC	COMMON SHS	898404108	278	18325	SH	DEFINE
TRUSTEE PROPERTIES INC	COMMON SHS	898404108	286	18800	SH	DEFINE
TRUSTEE PROPERTIES INC	COMMON SHS	898404108	337	22200	SH	DEFINE
TRUSTEE PROPERTIES INC	COMMON SHS	898404108	319	21006	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	14713	637200	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	14025	607398	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	178	7710	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	22973	994915	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	633	27400	SH	DEFINE
TUMBLEWEED SOFTWARE CORP	COMMON SHS	899690101	4167	1393800	SH	DEFINE
TXU CORP	COMMON SHS	873168108	102	2280	SH	DEFINE
TXU CORP	COMMON SHS	873168108	4098	91554	SH	DEFINE
TXU CORP	COMMON SHS	873168108	41763	933050	SH	DEFINE
TXU CORP	COMMON SHS	873168108	810	18100	SH	DEFINE
TXU CORP	COMMON SHS	873168108	4	100	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	988989	36792733	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	35142	1307369	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	1560	58020	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	656234	24413470	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	5193	193192	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	41665	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	18708	695996	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	4347	161716	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	68988	2566508	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	1811	67380	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	6332	235560	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	67729	2519685	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	1837	68350	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	1706	63456	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	698	25975	SH	DEFINE
U-STORE-IT TRUST	COMMON SHS	91274F104	168	8340	SH	DEFINE
U-STORE-IT TRUST	COMMON SHS	91274F104	45678	2266900	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	2764	25135	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	37424	340313	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	2736	24875	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	6852	362156	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	53611	2833571	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	403	21300	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COMMON SHS	90385D107	7855	303850	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	6559	93400	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	196	2797	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	1861	25180	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	237118	3208200	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	462	6670	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	33165	479119	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	961	13887	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	1822	26319	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	20157	291200	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	28005	300000	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	15243	163287	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COMMON SHS	90933T109	4973	217168	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	1	19	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	18393	525964	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	157	4500	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	2647	33342	SH	DEFINE

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

UNITED PARCEL SERVICE INC	COMMON SHS	911312106	890	11210	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	59880	754345	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	28714	361727	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	127	1600	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	873	11000	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	103805	1710700	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	585	9644	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	2215	36500	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	1	16	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	6242	176286	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	57654	1628175	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	199694	3444780	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	81	1400	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	46376	800000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	4317	74470	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	54125	933666	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	53544	923656	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	510	8800	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	19	320	SH	DEFINE
UNITED THERAPEUTICS CORP	COMMON SHS	91307C102	1591	24000	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	1	13	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	29143	521713	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	29798	533448	SH	DEFINE
UNITRIN INC	COMMON SHS	913275103	568	12220	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	43070	850000	SH	DEFINE
UNIVERSAL CORP	COMMON SHS	913456109	15627	425000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COMMON SHS	913903100	203	4000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	DBCV 0.426% 6/2	913903AL4	9126	15500000	PRN	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	176	5100	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	30091	872957	SH	DEFINE
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	2161	105525	SH	DEFINE
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	14467	613016	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	200	8160	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	4	150	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	50883	2073455	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	1548	63100	SH	DEFINE
US BANCORP	COMMON SHS	902973304	4654	152592	SH	DEFINE
US BANCORP	COMMON SHS	902973304	150363	4929924	SH	DEFINE
US BANCORP	COMMON SHS	902973304	3158	103530	SH	DEFINE
US BANCORP	COMMON SHS	902973304	936	30675	SH	DEFINE
US BANCORP	COMMON SHS	902973304	8739	286523	SH	DEFINE
US BANCORP	COMMON SHS	902973304	28289	927500	SH	DEFINE
V F CORP	COMMON SHS	918204108	28450	500000	SH	DEFINE
V F CORP	COMMON SHS	918204108	666	11700	SH	DEFINE
V F CORP	COMMON SHS	918204108	6	105	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	58286	1525000	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	1	15	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	8734	228527	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	213	5579	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	110536	6973863	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	3257	205500	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	135	8530	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	1385	23170	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	11129	186172	SH	DEFINE
VALLEY NATIONAL BANCORP	COMMON SHS	919794107	246	9595	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	0	1	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	16473	973570	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	24565	596539	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	52210	1267840	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	531	12900	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	238	4246	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	213	3800	SH	DEFINE

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

VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	200190	3564631	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	2791	49700	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	8366	297939	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	47894	1705630	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	298	10446	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	285	10000	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	173123	6078760	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	2347	82400	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	263	9979	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	21104	800000	SH	DEFINE
VENTAS INC	COMMON SHS	92276F100	98731	2975630	SH	DEFINE
VENTAS INC	COMMON SHS	92276F100	50136	1511030	SH	DEFINE
VENTAS INC	COMMON SHS	92276F100	647	19500	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	165	6872	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	131	5450	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	66122	2756234	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	1579	65800	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	1635	47997	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	576811	16935154	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	3165	92928	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	1019	29924	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	49473	1452512	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	462544	13580278	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	797	23400	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	10	290	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	272	8000	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COMMON SHS	92532F100	1200	32800	SH	DEFINE
VIACOM INC	COMMON SHS	92553P102	3876	100000	SH	DEFINE
VIACOM INC	COMMON SHS	92553P102	1331	34331	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	47102	1213970	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	150335	3874618	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	2	62	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	1940	50000	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	144	3700	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	3909	100744	SH	DEFINE
VIACOM INC	COMMON SHS	92553P201	19	486	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	16638	580736	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	35893	1252808	SH	DEFINE
VILLAGE SUPER MARKET INC	COMMON SHS	927107409	6852	115175	SH	DEFINE
VIMPEL COMMUNICATIONS	AMER DEP RECPT	68370R109	962	22375	SH	DEFINE
VIMPEL COMMUNICATIONS	AMER DEP RECPT	68370R109	4123	95860	SH	DEFINE
VIOPHARMA INC	COMMON SHS	928241108	1270	100000	SH	DEFINE
VIOPHARMA INC	COMMON SHS	928241108	7700	606302	SH	DEFINE
VITESSE SEMICONDUCTOR CORP	COMMON SHS	928497106	16439	4591800	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	71049	3399490	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	17904	856635	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	347	16624	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	8790	420560	SH	DEFINE
VOLCOM INC	COMMON SHS	92864N101	5496	154700	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	1857	39833	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	5	116	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	93	2000	SH	DEFINE
VORNADO REALTY TRUST	SH BEN INT	929042109	292	3044	SH	DEFINE
VORNADO REALTY TRUST	SH BEN INT	929042109	1334	13900	SH	DEFINE
VORNADO REALTY TRUST	SH BEN INT	929042109	72125	751300	SH	DEFINE
VOTORANTIM CELULOSE E PAPEL SA	AMER DEP RECPT	92906P106	20591	1272600	SH	DEFINE
VOTORANTIM CELULOSE E PAPEL SA	AMER DEP RECPT	92906P106	10609	655700	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	38894	1969295	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	1	27	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	9153	463460	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	4567	140100	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	8531	152200	SH	DEFINE

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

WACHOVIA CORP	COMMON SHS	929903102	203523	3631100	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	5291	94391	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	897	15995	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	29762	530984	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	45124	805075	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	1059	18900	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	10	170	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	3636	76960	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	2200	46577	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	6616	140057	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	39013	825852	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	59037	1249726	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	1200	25400	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	21	450	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	17	393	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	143	3310	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	18437	427479	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	29927	693879	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	669	15500	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	8	190	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	100463	3602130	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	27890	1000000	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	204	7322	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	53379	1913929	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	16837	603698	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	817	29300	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	12	420	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	418	15000	SH	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	5	5000	PRN	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	17260	1600000	PRN	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	1063	44275	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	241	10040	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	6192	258000	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	11755	489789	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	406	16900	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	13	550	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	118372	2777370	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	169711	3981950	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	5121	120163	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	2035	47749	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	9166	215061	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	25494	598175	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	429250	552623	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	1613	2077	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	10061	252737	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	10900	273800	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	32889	931700	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	2583	73160	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	477	13525	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	128	3625	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	20117	569900	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	432	10009	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	21575	500000	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	265	6140	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	1122	25992	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	145762	3378033	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	2874	66600	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	483	11200	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	12	280	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	38799	1350000	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	3794	132010	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	3	100	SH	DEFINE

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

WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	1	49	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	22153	609600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	58	1600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	10	265	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	1200	26224	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	21196	463300	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	251	5490	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	3772	82450	SH	DEFINE
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	572	17000	SH	DEFINE
WEBMD HEALTH CORP	COMMON SHS	94770V102	3889	93400	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	11655	1384192	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	5406	642000	SH	DEFINE
WEBSense INC	COMMON SHS	947684106	5979	216790	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	22	285	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	356	4600	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	2534	32727	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	83612	1079841	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	1301	16800	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	15	200	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	2916	45650	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	22	345	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	11224	175725	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	33999	532317	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	69233	1083972	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	677	10600	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	13	200	SH	DEFINE
WENDYS INTERNATIONAL INC	COMMON SHS	950590109	728	11725	SH	DEFINE
WESCO INTERNATIONAL INC	COMMON SHS	95082P105	14	207	SH	DEFINE
WESCO INTERNATIONAL INC	COMMON SHS	95082P105	17315	254600	SH	DEFINE
WEST CORP	COMMON SHS	952355105	12274	274840	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	29891	1991430	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	26619	1773400	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	315	21000	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	336	22380	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	3920	261150	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	128255	3693973	SH	DEFINE
WESTAR ENERGY INC	COMMON SHS	95709T100	18729	900000	SH	DEFINE
WESTERN REFINING INC	COMMON SHS	959319104	6030	278900	SH	DEFINE
WESTERN REFINING INC	COMMON SHS	959319104	24316	1124700	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	65946	1908700	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	12767	369518	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	1244766	17185773	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	1745	24099	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	2716	37500	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	18031	30330	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	1184817	1992963	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	446	750	SH	DEFINE
WHITNEY HOLDING CORP	COMMON SHS	966612103	260	7330	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	104	1563	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	15947	240018	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	47002	707440	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	837	12600	SH	DEFINE
WILD OATS MARKETS INC	COMMON SHS	96808B107	244	12000	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	132	6150	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	1756	82075	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	15700	733986	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	560	26200	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	6	280	SH	DEFINE
WILLIAMS-SONOMA INC	COMMON SHS	969904101	288	6800	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	522610	15254226	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	12481	364300	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	2496	72850	SH	DEFINE

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

WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	6283	183401	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	78	1800	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	391	9010	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COMMON SHS	973491103	0	5	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COMMON SHS	973491103	131	8700	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COMMON SHS	973491103	409	27100	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COMMON SHS	973491103	704	46700	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	27473	905500	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	15606	514360	SH	DEFINE
WIPRO LTD	AMER DEP RECPT	97651M109	5784	389000	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	1518	37950	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	39990	1000000	SH	DEFINE
WITNESS SYSTEMS INC	COMMON SHS	977424100	20180	794500	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	952	14882	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	20624	322253	SH	DEFINE
WOLVERINE WORLD WIDE INC	COMMON SHS	978097103	42789	1933520	SH	DEFINE
WOLVERINE WORLD WIDE INC	COMMON SHS	978097103	963	43500	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309409	1442	24025	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309409	21	350	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COMMON SHS	98235T107	19851	1005090	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COMMON SHS	98235T107	537	27200	SH	DEFINE
WYETH	COMMON SHS	983024100	20752	427700	SH	DEFINE
WYETH	COMMON SHS	983024100	2828	58280	SH	DEFINE
WYETH	COMMON SHS	983024100	160944	3317070	SH	DEFINE
WYETH	COMMON SHS	983024100	358	7384	SH	DEFINE
WYETH	COMMON SHS	983024100	29112	600000	SH	DEFINE
WYETH	COMMON SHS	983024100	845	17420	SH	DEFINE
WYETH	COMMON SHS	983024100	25432	524161	SH	DEFINE
WYETH	COMMON SHS	983024100	37242	767560	SH	DEFINE
WYETH	COMMON SHS	983024100	528	10880	SH	DEFINE
WYETH	COMMON SHS	983024100	291	6000	SH	DEFINE
X-RITE INC	COMMON SHS	983857103	7536	567438	SH	DEFINE
XANSER CORP	COMMON SHS	98389J103	12404	2800000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	15936	878000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	271	14956	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	137513	7576500	SH	DEFINE
XEROX CORP	COMMON SHS	984121103	632	41563	SH	DEFINE
XILINX INC	COMMON SHS	983919101	200	7840	SH	DEFINE
XILINX INC	COMMON SHS	983919101	228	8970	SH	DEFINE
XILINX INC	COMMON SHS	983919101	10395	408269	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	660862	10308247	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	185204	2888841	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	23431	365482	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	48034	749240	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	742	11573	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	5992	93469	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	2048	31938	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	4787	74671	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	41172	642214	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	2833	44189	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	1321	20599	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	673	10501	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	1116	50110	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	190	8527	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	7079	317885	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	84994	3816520	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	1490	66900	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	18	423	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	46	1066	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	36377	834900	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	19	580	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	51616	1600000	SH	DEFINE

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

YAHOO INC	COMMON SHS	984332106	1022	31690 SH	DEFINE
YAHOO INC	COMMON SHS	984332106	94649	2933941 SH	DEFINE
YAHOO INC	CONVERT ZERO CP	984332AB2	1123500	7000000 PRN	DEFINE
YAMANA GOLD INC	ORDINARY SHS	98462Y100	6432	598300 SH	DEFINE
YAMANA GOLD INC	ORDINARY SHS	98462Y100	16458	1530940 SH	DEFINE
YUM! BRANDS INC	COMMON SHS	988498101	1442	29507 SH	DEFINE
ZALE CORP	COMMON SHS	988858106	43651	1557300 SH	DEFINE
ZILOG INC	COMMON SHS	989524301	1164	379100 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	23	344 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	4326	64000 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	279	4130 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	65873	974451 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	49569	733262 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	1156	17100 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	203	3000 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	13	190 SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	811	12000 SH	DEFINE
ZOLTEK COMPANIES INC	COMMON SHS	98975W104	306	13400 SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	61	1000 SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	56329	921911 SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	2481	40600 SH	DEFINE
ZYMOGENETICS INC	COMMON SHS	98985T109	1539	71200 SH	DEFINE

GRAND TOTAL

143728385

