

FRANKLIN RESOURCES INC
Form 4
May 31, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOLT JENNIFER J

2. Issuer Name and Ticker or Trading Symbol
FRANKLIN RESOURCES INC
[BEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Operations and Technology

C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

SAN MATEO, CA 944031906

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (A) or (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$.10	10/31/2005		G	V	29	D	\$ 0
Common Stock, par value \$.10	12/22/2005		G	V	229	A	\$ 0
Common Stock, par value \$.10	05/26/2006		M		2,000	A	\$ 31.93
	05/26/2006		S		2,000	D	
							479,948.3114 (1) (2)
							477,948.3114

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Common Stock, par value \$.10						\$	89.901			
Common Stock, par value \$.10	12/22/2005		G	V	1,145	A	\$ 0	41,453 ⁽³⁾	I	As a Trustee for Minor Child
Common Stock, par value \$.10	12/22/2005		G	V	229	A	\$ 0	968 ⁽⁴⁾	I	By Spouse
Common Stock, par value \$.10								862.772 ⁽⁵⁾	I	By 401(k)
Common Stock, par value \$.10								11,000	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 31.93 <u>(6)</u>	05/26/2006		M	2,000 <u>(6)</u> <u>(7)</u>	09/29/2000	09/28/2007	Common Stock, par value \$.10	2,000 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

