FRANKLIN RESOURCES INC

Form 4 July 10, 2006

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

CROCKER CHARLES

(First) (Middle)

C/O CROCKER CAPITAL, ONE

POST STREET, SUITE 2500

(Street)

SAN FRANCISCO, CA 94104

(State)

2. Issuer Name and Ticker or Trading

Symbol

FRANKLIN RESOURCES INC [BEN]

3. Date of Earliest Transaction

(Month/Day/Year) 07/06/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting

(Zip) 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code

3.

(Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

4. Securities

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactiorDerivative

5. Number of

6. Date Exercisable and Expiration Date

7. Title and Amou Underlying Secur

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

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

5. Amount of

Securities

Following

Reported

Owned

Beneficially

X_ Director

Applicable Line)

Officer (give title

Estimated average

burden hours per

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day/Year	r)	(Instr. 3 and 4)	
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Am or Nui of S
Deferred Director's Fees (FRI)	(1)	07/06/2006		A	8.8863	04/20/2015(2)	01/20/2020(2)	Common Stock, par value \$.10	8.8

Reporting Owners

Reporting Owner Name / Address	Relationships					
T	Director	10% Owner	Officer	Other		
CROCKER CHARLES C/O CROCKER CAPITAL ONE POST STREET, SUITE 2500 SAN FRANCISCO, CA 94104	X					

Signatures

/s/ CROCKER, 07/10/2006 CHARLES

**Signature of Reporting Date
Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not Applicable
- (2) Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in the January following the director's 75th birthday. See below footnote.
 - Represents a hypothetical investment account calculation of deferred Franklin Resources Inc.'s director's fees, under the 2006 Directors Deferred Compensation Plan, based upon the performance of Franklin Resources Inc.'s stock (including reinvested dividends) payable in cash in substantially equal quarterly installments over five years beginning the April 20 following the director's separation from service
- (3) from Franklin Resources, Inc. and its subsidiaries and continuing on each July 20, October 20, January 20 and April 20 thereafter, except that if any such date is a Saturday, Sunday or holiday, then the quarterly installment shall be paid on the next business day. The reporting person may transfer the hypothetical investment account amount into an alternative investment account(s) not based on the performance of Franklin Resources, Inc. stock effective as of the first day of any calendar quarter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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