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FRANKLIN RESOURCES INC
Form 13F-HR/A
September 02, 2008

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

Form 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2008

Check here if Amendment [X]; Amendment Number: 1
This Amendment (Check only one.): [X] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-00734

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Robert C. Rosselot
Title: Assistant Secretary
Phone: 954-527-7500

Signature, Place, and Date of Signing:

/s/ROBERT C. ROSSELOT Fort Lauderdale, FL September 2, 2008
[Signature] [City,State] [Date]

Report Type (Check only one.):

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

FORM 13F SUMMARY PAGE

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Report Summary:

Number of Other Included Managers: 15
 Form 13F Information Table Entry Total: 3928
 Form 13F Information Table Value Total: \$136,081,388
 (thousands)

List of Other Included Managers:

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

No.	Form 13F File Number	Name
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
3	028-05825	Franklin Investment Advisory Services, LLC
4	028-03877	Fiduciary Trust Company International
5	028-12948	Fiduciary International, Inc.
6	028-06154	Franklin Mutual Advisers, LLC
7	028-11855	Franklin Templeton Investments (Asia) Ltd.
8	028-11753	Franklin Templeton Investments Australia Limited
9	028-06143	Franklin Templeton Investments Corp.
10	028-12310	Franklin Templeton Institutional, LLC
11	028-11761	Franklin Templeton Investment Management Limited
12	028-06174	Franklin Templeton Portfolio Advisors, Inc.
13	028-11763	Templeton Asset Management Ltd.
14	028-05454	Templeton Global Advisors Limited
15	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE
 FOR THE PERIOD ENDED 06/30/2008
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST MENT DISCRE TION
3COM CORP	COM	885535104	55	26000	SH		DEFINE
3M CO	COM	88579Y101	3744	53800	SH		DEFINE
3M CO	COM	88579Y101	592044	8507603	SH		DEFINE
3M CO	COM	88579Y101	59499	855000	SH		DEFINE
3M CO	COM	88579Y101	23115	332161	SH		DEFINE

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3M CO	COM	88579Y101	46	660	SH	DEFINE
3M CO	COM	88579Y101	25447	365942	SH	DEFINE
3M CO	COM	88579Y101	271	3900	SH	DEFINE
3M CO	COM	88579Y101	1601	23000	SH	DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	4774	323244	SH	DEFINE
A D C TELECOMMUNICATIONS	COM NEW	000886309	292	19740	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	43401	1532520	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	1637	57817	SH	DEFINE
ABBOTT LABS	COM	002824100	5732	108210	SH	DEFINE
ABBOTT LABS	COM	002824100	3769	71160	SH	DEFINE
ABBOTT LABS	COM	002824100	21188	400000	SH	DEFINE
ABBOTT LABS	COM	002824100	42448	801367	SH	DEFINE
ABBOTT LABS	COM	002824100	212	4000	SH	DEFINE
ABBOTT LABS	COM	002824100	13	240	SH	DEFINE
ABBOTT LABS	COM	002824100	23105	436188	SH	DEFINE
ABBOTT LABS	COM	002824100	13636	257421	SH	DEFINE
ABBOTT LABS	COM	002824100	773	14577	SH	DEFINE
ABBOTT LABS	COM	002824100	1735	32753	SH	DEFINE
ABBOTT LABS	COM	002824100	93187	1759240	SH	DEFINE
ABBOTT LABS	COM	002824100	20437	385827	SH	DEFINE
ABINGTON BANCORP INC	COM	00350L109	5261	576850	SH	DEFINE
ABITIBIBOWATER INC	COM	003687100	12332	1321711	SH	DEFINE
ABITIBIBOWATER INC	COM	003687100	3572	382896	SH	DEFINE
ABITIBIBOWATER INC	COM	003687100	0	1	SH	DEFINE
ABM INDS INC	COM	000957100	86056	3867695	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	8135	199775	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	26363	647410	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	6113	150125	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	147472	3621607	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	2619	63401	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	362	8900	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	1287236	31611889	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	40460	993614	SH	DEFINE
ACCENTURE LTD BERMUDA	CL A	G1150G111	200	4900	SH	DEFINE
ACE LTD	ORD	G0070K103	129	2350	SH	DEFINE
ACE LTD	ORD	G0070K103	684	12409	SH	DEFINE
ACE LTD	ORD	G0070K103	5311	96405	SH	DEFINE
ACE LTD	ORD	G0070K103	5661	102760	SH	DEFINE
ACE LTD	ORD	G0070K103	76260	1384284	SH	DEFINE
ACE LTD	ORD	G0070K103	13306	240883	SH	DEFINE
ACE LTD	ORD	G0070K103	1562	28362	SH	DEFINE
ACE LTD	ORD	G0070K103	151572	2751358	SH	DEFINE
ACE LTD	ORD	G0070K103	299483	5436247	SH	DEFINE
ACE LTD	ORD	G0070K103	143	2590	SH	DEFINE
ACTEL CORP	COM	004934105	19879	1179121	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	310894	9125160	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	299	8781	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	5513	161800	SH	DEFINE
ACTIVISION INC NEW	COM NEW	004930202	3386	99378	SH	DEFINE
ADOBE SYS INC	COM	00724F101	95379	2421410	SH	DEFINE
ADOBE SYS INC	COM	00724F101	30590	776604	SH	DEFINE
ADOBE SYS INC	COM	00724F101	315	8000	SH	DEFINE
ADOBE SYS INC	COM	00724F101	345	8760	SH	DEFINE
ADOBE SYS INC	COM	00724F101	142	3600	SH	DEFINE
ADOBE SYS INC	COM	00724F101	500	12700	SH	DEFINE
ADOBE SYS INC	COM	00724F101	528	13400	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	3901	944600	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	2900	702211	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGI	COM	00752J108	214	51700	SH	DEFINE
ADVANCED LIFE SCIENCES HLDGS	COM	00765H107	396	377400	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	952	50780	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	1666	88888	SH	DEFINE

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AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	2290	70400	SH	DEFINE
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	6230	153100	SH	DEFINE
AEGON N V	NY REGISTRY SH	007924103	287	21901	SH	DEFINE
AERCAP HOLDINGS NV	SHS	N00985106	196	15500	SH	DEFINE
AEROPOSTALE	COM	007865108	5840	186400	SH	DEFINE
AEROPOSTALE	COM	007865108	44	1410	SH	DEFINE
AES CORP	COM	00130H105	1869	97292	SH	DEFINE
AETERNA ZENTARIS INC	COM	007975204	510	485500	SH	DEFINE
AETNA INC NEW	COM	00817Y108	2152	53100	SH	DEFINE
AETNA INC NEW	COM	00817Y108	371	9160	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	127670	1417609	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	13309	147779	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	234	2600	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	1961	21778	SH	DEFINE
AFLAC INC	COM	001055102	190790	3038050	SH	DEFINE
AFLAC INC	COM	001055102	92778	1477350	SH	DEFINE
AFLAC INC	COM	001055102	5338	85000	SH	DEFINE
AFLAC INC	COM	001055102	34474	548948	SH	DEFINE
AFLAC INC	COM	001055102	2606	41500	SH	DEFINE
AFLAC INC	COM	001055102	30	470	SH	DEFINE
AFLAC INC	COM	001055102	3977	63330	SH	DEFINE
AFLAC INC	COM	001055102	214	3400	SH	DEFINE
AFLAC INC	COM	001055102	1916	30505	SH	DEFINE
AGCO CORP	COM	001084102	4093	78100	SH	DEFINE
AGCO CORP	COM	001084102	532	10157	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	46586	1310810	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	14216	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	4634	130377	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	1972	55500	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	17	490	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	300	8440	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	124	3500	SH	DEFINE
AGL RES INC	COM	001204106	98899	2860000	SH	DEFINE
AGL RES INC	COM	001204106	21	600	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	96681	1300000	SH	DEFINE
AGRIUM INC	COM	008916108	5	50	SH	DEFINE
AGRIUM INC	COM	008916108	6678	62100	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	2076	21000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	49430	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	12367	125094	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	173	1750	SH	OTHER
AIR TRANSPORT SERVICES GRP I	COM	00922R105	1825	1825000	SH	DEFINE
AIRGAS INC	COM	009363102	51290	878400	SH	DEFINE
AIRGAS INC	COM	009363102	25	421	SH	DEFINE
AK STL HLDG CORP	COM	001547108	5978	86640	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	247	7100	SH	DEFINE
ALAMO GROUP INC	COM	011311107	2232	108400	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	20718	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	7670	500000	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	63530	2418329	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	7	250	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	63	2400	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	302	49927	SH	DEFINE
ALCOA INC	COM	013817101	3815	107100	SH	DEFINE
ALCOA INC	COM	013817101	45495	1277240	SH	DEFINE
ALCOA INC	COM	013817101	5872	164861	SH	DEFINE
ALCOA INC	COM	013817101	300022	8422845	SH	DEFINE
ALCOA INC	COM	013817101	1993	56678	SH	DEFINE
ALCOA INC	COM	013817101	1738	48801	SH	DEFINE
ALCON INC	COM SHS	H01301102	12209	75000	SH	DEFINE
ALCON INC	COM SHS	H01301102	260	1600	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	5858	128595	SH	DEFINE

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ALEXANDERS INC	COM	014752109	160779	517640	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	4265	58830	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	341	4700	SH	DEFINE
ALKERMES INC	COM	01642T108	2997	242500	SH	DEFINE
ALKERMES INC	COM	01642T108	124	10000	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	35	104	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	274210	825810	SH	DEFINE
ALLEGIANANT TRAVEL CO	COM	01748X102	8836	475300	SH	DEFINE
ALLEGIANANT TRAVEL CO	COM	01748X102	1811	97400	SH	DEFINE
ALLEGIANANT TRAVEL CO	COM	01748X102	141	7600	SH	DEFINE
ALLEGIANANT TRAVEL CO	COM	01748X102	4701	252536	SH	DEFINE
ALLERGAN INC	COM	018490102	1291	24808	SH	DEFINE
ALLERGAN INC	COM	018490102	41640	800000	SH	DEFINE
ALLERGAN INC	COM	018490102	13658	262405	SH	DEFINE
ALLERGAN INC	COM	018490102	479	9200	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	113055	1999210	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	156	2750	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	242478	4287850	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	1864	32963	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	18760	3671200	SH	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	5637	1103110	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	1176	21500	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	17023	311318	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	3718	68000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	1203	22000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	42996	1255000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	55	1600	SH	DEFINE
ALLIED CAP CORP NEW	COM	01903Q108	232	16730	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	1414	45927	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	123	4000	SH	DEFINE
ALLIED IRISH BKS P L C	SPON ADR ORD	019228402	3955	128465	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTI	COM	01988P108	1628	131200	SH	DEFINE
ALLSTATE CORP	COM	020002101	5562	122000	SH	DEFINE
ALLSTATE CORP	COM	020002101	7376	161789	SH	DEFINE
ALLSTATE CORP	COM	020002101	105	2300	SH	DEFINE
ALLSTATE CORP	COM	020002101	15151	332335	SH	DEFINE
ALLSTATE CORP	COM	020002101	91	2000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4533	220460	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4962	241351	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	62	3000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	259296	12611675	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	7	350	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	3899	189640	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	60	2900	SH	DEFINE
ALUMINA LTD	SPONSORED ADR	022205108	3	189	SH	DEFINE
ALUMINA LTD	SPONSORED ADR	022205108	7574	414565	SH	DEFINE
ALZA CORP	SDCV	7/202261WAB5	13500	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	216	6340	SH	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	58	1700	SH	DEFINE
AMAZON COM INC	COM	023135106	24259	330820	SH	DEFINE
AMAZON COM INC	COM	023135106	183	2500	SH	DEFINE
AMAZON COM INC	NOTE	4.750% 2/0023135AF3	17200	16000000	PRN	DEFINE
AMB PROPERTY CORP	COM	00163T109	54	1075	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	589	11700	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	1028	20400	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	14907	295900	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	36	710	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	171	3400	SH	DEFINE
AMBAC FINL GROUP INC	COM	023139108	101	75400	SH	DEFINE
AMBAC FINL GROUP INC	COM	023139108	0	100	SH	DEFINE
AMDOCS LTD	ORD	G02602103	1325	45050	SH	DEFINE
AMEDISYS INC	COM	023436108	1296	25701	SH	DEFINE

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AMEREN CORP	COM	023608102	670190	15870000	SH	DEFINE
AMEREN CORP	COM	023608102	2704	64026	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	107226	2032720	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	50904	964997	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	5908	112000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	48150	912800	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	476	9024	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	354060	6712029	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	1741	33000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	3772	71500	SH	DEFINE
AMERICAN AXLE & MFG HLDGS IN	COM	024061103	11985	1500000	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	447712	11128800	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	3113	77384	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	80	2000	SH	OTHER
AMERICAN ELEC PWR INC	COM	025537101	193	4800	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	14	350	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	21124	560760	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	17338	460262	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	137986	3663019	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	8	200	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	130	3450	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	53	1400	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	164049	6199877	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	21524	813470	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	33634	1271110	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	236232	8927900	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	10107	381971	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	6411	242302	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	22100	835213	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	86292	3261215	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	2498	90140	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	1212	45790	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	591709	22362406	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	32267	1219482	SH	DEFINE
AMERICAN INTL GROUP INC	COM	026874107	213	8067	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	367800	6203400	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	1943	32775	SH	DEFINE
AMERICAN INTL GROUP INC	UNIT 99/99/9999	026874115	89	1500	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	83876	5610430	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	4805	321390	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	419	28000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	14106	943511	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE 3.250% 7/00	02744MAA6	14700	15000000	PRN	DEFINE
AMERICAN NATL INS CO	COM	028591105	83303	849854	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	11844	687000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	133508	3159947	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	4859	115000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	17999	426003	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	6211	147000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	833	19706	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1458	34500	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	24669	1167510	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	11090	500000	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	2714	66726	SH	DEFINE
AMETEK INC NEW	COM	031100100	186937	3958850	SH	DEFINE
AMETEK INC NEW	COM	031100100	1580	33455	SH	DEFINE
AMETEK INC NEW	COM	031100100	2745	58136	SH	DEFINE
AMGEN INC	COM	031162100	29215	619480	SH	DEFINE
AMGEN INC	COM	031162100	43953	932000	SH	DEFINE
AMGEN INC	COM	031162100	8052	170748	SH	DEFINE
AMGEN INC	COM	031162100	71	1500	SH	DEFINE
AMGEN INC	COM	031162100	23541	499180	SH	DEFINE

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AMGEN INC	COM	031162100	8471	179619	SH	DEFINE
AMGEN INC	COM	031162100	47292	1002800	SH	DEFINE
AMGEN INC	COM	031162100	171554	3637696	SH	DEFINE
AMGEN INC	COM	031162100	4384	94512	SH	DEFINE
AMGEN INC	COM	031162100	2885	61170	SH	DEFINE
AMGEN INC	COM	031162100	953948	20227900	SH	DEFINE
AMGEN INC	COM	031162100	50898	1079256	SH	DEFINE
AMGEN INC	COM	031162100	160	3400	SH	DEFINE
AMGEN INC	NOTE	0.375% 2/0031162AQ3	30794	35600000	PRN	DEFINE
AMICUS THERAPEUTICS INC	COM	03152W109	516	48331	SH	DEFINE
AMR CORP	COM	001765106	10240	2000000	SH	DEFINE
AMR CORP	COM	001765106	1	288	SH	DEFINE
AMTRUST FINANCIAL SERVICES I	COM	032359309	10594	840831	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	6771	90470	SH	DEFINE
ANADIGICS INC	COM	032515108	4735	480710	SH	DEFINE
ANADIGICS INC	COM	032515108	378	38400	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	322	10136	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	8533	2863500	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	21062	7067630	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	11065	312121	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	48	1346	SH	DEFINE
ANGLO AMERN PLC	ADR NEW	03485P201	2	60	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	204228	6016739	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	115	3376	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	31276	503480	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	43272	696580	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	225964	3637541	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	22	360	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	4333	69868	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	149	2400	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	1067	17181	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	105	6774	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	4708	303570	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	3262	210300	SH	DEFINE
ANSOFT CORP	COM	036384105	5611	154150	SH	DEFINE
ANSOFT CORP	COM	036384105	568	15600	SH	DEFINE
ANSYS INC	COM	03662Q105	16615	352600	SH	DEFINE
AON CORP	COM	037389103	2516	54760	SH	DEFINE
AON CORP	COM	037389103	55	1200	SH	DEFINE
AON CORP	COM	037389103	3365	73244	SH	DEFINE
AON CORP	COM	037389103	29606	644440	SH	DEFINE
AON CORP	COM	037389103	118931	2588826	SH	DEFINE
AON CORP	COM	037389103	2998	64560	SH	DEFINE
AON CORP	COM	037389103	1973	42940	SH	DEFINE
AON CORP	COM	037389103	628	13662	SH	DEFINE
AON CORP	COM	037389103	29111	633683	SH	DEFINE
APACHE CORP	COM	037411105	6186	44500	SH	DEFINE
APACHE CORP	COM	037411105	44514	320248	SH	DEFINE
APACHE CORP	COM	037411105	520	3740	SH	DEFINE
APACHE CORP	COM	037411105	5574	40100	SH	DEFINE
APEX SILVER MINES LTD	ORD	G04074103	982	200000	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	39839	2465300	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	39	873	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	5502	124300	SH	DEFINE
APOLLO INVT CORP	COM	03761U106	2960	206582	SH	DEFINE
APOLLO INVT CORP	COM	03761U106	101	7063	SH	DEFINE
APPLE INC	COM	037833100	198756	1187030	SH	DEFINE
APPLE INC	COM	037833100	133952	800000	SH	DEFINE
APPLE INC	COM	037833100	81644	487602	SH	DEFINE
APPLE INC	COM	037833100	3684	22000	SH	DEFINE
APPLE INC	COM	037833100	27	160	SH	DEFINE
APPLE INC	COM	037833100	464	2770	SH	DEFINE

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APPLE INC	COM	037833100	167	1000	SH	DEFINE
APPLE INC	COM	037833100	991	5921	SH	DEFINE
APPLE INC	COM	037833100	2738	16350	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	33312	1378250	SH	DEFINE
APPLIED MATLS INC	COM	038222105	564	29550	SH	DEFINE
APPLIED MATLS INC	COM	038222105	2872	150435	SH	DEFINE
APTARGROUP INC	COM	038336103	31014	739300	SH	DEFINE
AQUA AMERICA INC	COM	03836W103	190	11866	SH	DEFINE
AQUILA INC	COM	03840P102	791	209710	SH	DEFINE
AQUILA INC	COM	03840P102	169	45890	SH	DEFINE
AQUILA INC	COM	03840P102	61393	16284718	SH	DEFINE
AQUILA INC	COM	03840P102	36684	9730447	SH	DEFINE
ARACRUZ CELULOSE S A	SPON ADR PFD B	038496204	12335	168075	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	9384	1046100	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	2423	24454	SH	DEFINE
ARCH COAL INC	COM	039380100	21376	284900	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	8166	241942	SH	DEFINE
ARCHER DANIELS MIDLAND CO	UNIT 99/99/9999	039483201	17536	400000	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	22	648	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	6407	190910	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	1772	738300	SH	DEFINE
ARIES MARITIME TRANSPRT LTD	SHS	G0474B105	3007	619900	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	18320	500000	SH	DEFINE
ARLINGTON TANKERS LTD	COM	G04899103	4797	206600	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	10227	350000	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	27124	928264	SH	DEFINE
ARQULE INC	COM	04269E107	2570	790800	SH	DEFINE
ARQULE INC	COM	04269E107	228	70000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	209	24696	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	3650	431900	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	296	35000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	137	16200	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	265	8640	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	6393	1997730	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	482	150700	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	4784	1495460	SH	DEFINE
ASHLAND INC NEW	COM	044209104	12848	266546	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	58099	2454550	SH	DEFINE
ASSURANT INC	COM	04621X108	52814	800700	SH	DEFINE
ASSURANT INC	COM	04621X108	21982	333270	SH	DEFINE
ASSURANT INC	COM	04621X108	321	4860	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	5487	305000	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	7933	440991	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	1887	44363	SH	DEFINE
AT&T INC	COM	00206R102	1603108	47584102	SH	DEFINE
AT&T INC	COM	00206R102	42506	1261681	SH	DEFINE
AT&T INC	COM	00206R102	168	5000	SH	DEFINE
AT&T INC	COM	00206R102	46	1366	SH	DEFINE
AT&T INC	COM	00206R102	25930	771876	SH	DEFINE
AT&T INC	COM	00206R102	22451	666411	SH	DEFINE
AT&T INC	COM	00206R102	2978	88402	SH	DEFINE
AT&T INC	COM	00206R102	1255	37255	SH	DEFINE
AT&T INC	COM	00206R102	10559	313430	SH	DEFINE
AT&T INC	COM	00206R102	270	8000	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	14267	475570	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	4554	151800	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	345	11500	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	11279	410000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	45353	1645000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	139780	5070000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	18	641	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	32838	264100	SH	DEFINE

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AUTODESK INC	COM	052769106	48041	1420910	SH	DEFINE
AUTODESK INC	COM	052769106	3959	117090	SH	DEFINE
AUTODESK INC	COM	052769106	3638	107600	SH	DEFINE
AUTODESK INC	COM	052769106	277	8191	SH	DEFINE
AUTODESK INC	COM	052769106	1200	35500	SH	DEFINE
AUTOLIV INC	COM	052800109	1790	38400	SH	DEFINE
AUTOLIV INC	COM	052800109	11655	250000	SH	DEFINE
AUTOLIV INC	COM	052800109	270	5800	SH	DEFINE
AUTOLIV INC	COM	052800109	950	20373	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	29330	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	9758	232891	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	176	4210	SH	OTHER
AUTOMATIC DATA PROCESSING IN	COM	053015103	2	50	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	205	2300	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	219	2455	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	954	10700	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	1765	19800	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	25321	283998	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	67	755	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	348	3900	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	25780	586854	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	20296	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	489	11120	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	44	1000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	767	17450	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	268	6100	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	31	700	SH	DEFINE
AVISTA CORP	COM	05379B107	13031	607200	SH	DEFINE
AVOCENT CORP	COM	053893103	37330	2007000	SH	DEFINE
AVON PRODS INC	COM	054303102	16616	461289	SH	DEFINE
AVON PRODS INC	COM	054303102	448	12430	SH	DEFINE
AVON PRODS INC	COM	054303102	2	50	SH	DEFINE
AXA	SPONSORED ADR	054536107	561	19080	SH	DEFINE
AXA	SPONSORED ADR	054536107	314	10680	SH	DEFINE
AXA	SPONSORED ADR	054536107	27307	915170	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1025	34370	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	11079	35400	SH	DEFINE
BAIDU COM INC	SPON ADR REP A	056752108	47	150	SH	DEFINE
BAKER HUGHES INC	COM	057224107	7424	85000	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1407	16105	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	4176	238875	SH	DEFINE
BALL CORP	COM	058498106	476	9980	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTA	SPONSORED ADR	05946K101	1996	105197	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	429882	21010869	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	21994	1074954	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	356	17420	SH	DEFINE
BANCO ITAU HLDG FINANCIERA S	SP ADR 500 PFD	059602201	1243	61211	SH	DEFINE
BANCO LATINOAMERICANO DE EXP	CL E	P16994132	19402	1198403	SH	DEFINE
BANCO MACRO SA	SPON ADR B	05961W105	191	11500	SH	DEFINE
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	3286	76400	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	150	8272	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	17598	961648	SH	DEFINE
BANK HAWAII CORP	COM	062540109	630	13178	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	648	14132	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3765	157727	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	709225	29711965	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	21953	919673	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	143	6000	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	5964	249855	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3006	125914	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	15192	635266	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	65469	2742738	SH	DEFINE

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BANK OF AMERICA CORPORATION	COM	060505104	1644	68892	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	727	30470	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	56449	2364849	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	11044	462657	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	49	2050	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	3802	100500	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	16646	440012	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	98	2600	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	23596	623750	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	59026	1560301	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	9590	253491	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	410	10849	SH	DEFINE
BANKUNITED FINL CORP	CL A	06652B103	357	372090	SH	DEFINE
BARCLAYS BANK PLC	ADR PFD SR 5	06739H362	3590	145983	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	17	750	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	2786	120330	SH	DEFINE
BARD C R INC	COM	067383109	72439	823635	SH	DEFINE
BARD C R INC	COM	067383109	1552	17642	SH	DEFINE
BARD C R INC	COM	067383109	1650	18761	SH	DEFINE
BARR PHARMACEUTICALS INC	COM	068306109	4134	91700	SH	DEFINE
BARR PHARMACEUTICALS INC	COM	068306109	79	1750	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	127229	2141550	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	6199	104340	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	463	7800	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	9127	153636	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	158530	3484183	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	614	13493	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	7518	637100	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	12	1000	SH	DEFINE
BAXTER INTL INC	COM	071813109	3652	57110	SH	DEFINE
BAXTER INTL INC	COM	071813109	25576	400000	SH	DEFINE
BAXTER INTL INC	COM	071813109	3861	60391	SH	DEFINE
BAXTER INTL INC	COM	071813109	267	4170	SH	DEFINE
BBVA BANCO FRANCES S A	SPONSORED ADR	07329M100	6726	1269025	SH	DEFINE
BCE INC	COM NEW	05534B760	5136	147546	SH	DEFINE
BE AEROSPACE INC	COM	073302101	11524	494800	SH	DEFINE
BE AEROSPACE INC	COM	073302101	5231	224609	SH	DEFINE
BE AEROSPACE INC	COM	073302101	1558	66900	SH	DEFINE
BEARINGPOINT INC	COM	074002106	10073	12435368	SH	DEFINE
BEARINGPOINT INC	COM	074002106	33	40700	SH	DEFINE
BEAZER HOMES USA INC	COM	07556Q105	17818	3198991	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	452	6700	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	105943	1303112	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	4938	60737	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1813	22300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	106	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	1929	68650	SH	DEFINE
BEMIS INC	COM	081437105	68672	3062989	SH	DEFINE
BEMIS INC	COM	081437105	8016	357558	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	42120	2577700	SH	DEFINE
BERKLEY W R CORP	COM	084423102	987	40859	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	22218	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	6038	50	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	483845	4007	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	550	137	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	23791	5930	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	837076	208643	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	20	5	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	421	105	SH	DEFINE
BEST BUY INC	COM	086516101	34067	860279	SH	DEFINE
BEST BUY INC	COM	086516101	16881	426297	SH	DEFINE
BEST BUY INC	COM	086516101	1444	36473	SH	DEFINE

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BEST BUY INC	COM	086516101	238	6000	SH	DEFINE
BEST BUY INC	SDCV 2.250% 1/10	086516AF8	38700	36945000	PRN	DEFINE
BEVERLY HILLS BANCORP DEL	COM	087866109	1456	866488	SH	DEFINE
BFC FINL CORP	CL A	055384200	750	1000000	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	8320	97662	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	7663	98900	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	11274	1488859	SH	DEFINE
BIG LOTS INC	COM	089302103	31240	1000000	SH	DEFINE
BIODEL INC	COM	09064M105	2295	176500	SH	DEFINE
BIOFORM MEDICAL INC	COM	09065G107	1852	458300	SH	DEFINE
BIOFORM MEDICAL INC	COM	09065G107	81	20000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	9525	170422	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	22356	400000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	3346	59863	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	177	3170	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	3095	106800	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	2151	74210	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	168	5800	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	6789	4300000	PRN	DEFINE
BIOVAIL CORP	COM	09067J109	117	12100	SH	DEFINE
BJ SVCS CO	COM	055482103	6053	189510	SH	DEFINE
BJS RESTAURANTS INC	COM	09180C106	4212	432900	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	2701	46968	SH	DEFINE
BLACKROCK INC	COM	09247X101	34897	197160	SH	DEFINE
BLACKROCK INC	COM	09247X101	227	1280	SH	DEFINE
BLACKROCK INC	COM	09247X101	266	1500	SH	DEFINE
BLACKROCK MUNIHLDGS FD INC	COM	09254A101	151	13000	SH	DEFINE
BLACKROCK MUNIYIELD N Y INSD	COM	09255E102	142	11922	SH	DEFINE
BLACKROCK NY INS MUN INC TR	COM	09249U105	484	36750	SH	DEFINE
BLOCK H & R INC	COM	093671105	984	46000	SH	DEFINE
BLOCK H & R INC	COM	093671105	105370	4923826	SH	DEFINE
BMB MUNAI INC	COM	09656A105	27232	4583855	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	378	10493	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	9797	272150	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	8524	236790	SH	DEFINE
BOB EVANS FARMS INC	COM	096761101	675	23600	SH	DEFINE
BOEING CO	COM	097023105	55297	841400	SH	DEFINE
BOEING CO	COM	097023105	68677	1045000	SH	DEFINE
BOEING CO	COM	097023105	17987	273685	SH	DEFINE
BOEING CO	COM	097023105	47	710	SH	DEFINE
BOEING CO	COM	097023105	2886	43666	SH	DEFINE
BOEING CO	COM	097023105	322	4900	SH	DEFINE
BOEING CO	COM	097023105	1894	28822	SH	DEFINE
BOEING CO	COM	097023105	434	6600	SH	DEFINE
BORGWARNER INC	COM	099724106	45523	1025760	SH	DEFINE
BORGWARNER INC	COM	099724106	2089	47080	SH	DEFINE
BORGWARNER INC	COM	099724106	977	22012	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	433	4800	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	235	2600	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	1498	16600	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	2607	28900	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	40833	452593	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	89	982	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	460	5100	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	168	13645	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	4634	377094	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	22156	1802740	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	48316	3931287	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	2175	177869	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	1067	86810	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	629397	51212110	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	25930	2109854	SH	DEFINE

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BOTTOMLINE TECH DEL INC	COM	101388106	16559	1701800	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	3861	396770	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	276	28400	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	15733	1616497	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	2804	40300	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	532238	7650400	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	24363	350200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	69646	1001098	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	30633	440315	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	7610	109386	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	29243	431445	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	13	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	28128	404310	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	281	4032	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	5874	56826	SH	DEFINE
BRADY CORP	CL A	104674106	247027	7153992	SH	DEFINE
BRADY CORP	CL A	104674106	69	2000	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	25667	2024200	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	5	365	SH	DEFINE
BRINKS CO	COM	109696104	245	3750	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	332041	16173440	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	14834	722546	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	119785	5834616	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	685	33389	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	17855	869691	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	97353	4742009	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2134	105064	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2102	102400	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	159469	7767618	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	18089	881081	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	246	12000	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	87585	1769750	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	689	13915	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	23	330	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	5890	85050	SH	DEFINE
BRITISH SKY BROADCASTING GRO	SPONSORED ADR	111013108	14670	400157	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	549	26094	SH	DEFINE
BROOKDALE SR LIVING INC	COM	112463104	1110	54500	SH	DEFINE
BROOKDALE SR LIVING INC	COM	112463104	31	1500	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	51019	671120	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	264	3500	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	119799	1585267	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	43600	3217681	SH	DEFINE
BRUNSWICK CORP	COM	117043109	32634	3078700	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	281	6560	SH	DEFINE
BUCYRUS INTL INC NEW	COM	118759109	6572	90000	SH	DEFINE
BUCYRUS INTL INC NEW	COM	118759109	37	500	SH	DEFINE
BUNGE LIMITED	COM	G16962105	19922	184994	SH	DEFINE
BUNGE LIMITED	COM	G16962105	17859	165840	SH	DEFINE
BUNGE LIMITED	COM	G16962105	21976	204071	SH	DEFINE
BUNGE LIMITED	COM	G16962105	253	2350	SH	DEFINE
BUNGE LIMITED	COM	G16962105	8	73	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	35161	352000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	47831	478839	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	170	1700	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	699	7000	SH	DEFINE
BURLINGTON NORTHN SANTA FE C	COM	12189T104	30	300	SH	SOLE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	205221	3742182	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1694	30883	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	2539	46302	SH	DEFINE
CA INC	COM	12673P105	289	12505	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	18	800	SH	DEFINE

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CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	88009	3894189	SH	DEFINE
CABOT CORP	COM	127055101	24439	1005300	SH	DEFINE
CABOT CORP	COM	127055101	272	11170	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	186	3693	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	13126	260855	SH	DEFINE
CADBURY PLC	SPONS ADR	12721E102	56	1120	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	738	73080	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	1464	144967	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	614	60830	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	31549	3123664	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	848	83675	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	954	94426	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	68030	6735633	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	7552	747719	SH	DEFINE
CADENCE DESIGN SYSTEM INC	COM	127387108	79	7800	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	5829	957194	SH	DEFINE
CAL DIVE INTL INC	NOTE 3.250%12/1	1127914AB5	14700	10000000	PRN	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	19921	1778459	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	240	20300	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	136	3074	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	571	12900	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	1093	24700	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	16239	366900	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	164	3700	SH	DEFINE
CAMECO CORP	COM	13321L108	5311	123885	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	79623	1438540	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	288	5200	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	1144	20660	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	652	19486	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	30122	626500	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	24040	500000	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	10031	208630	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	373	7756	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	33070	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	54	818	SH	DEFINE
CANON INC	ADR	138006309	12707	248137	SH	DEFINE
CANON INC	ADR	138006309	6656	129969	SH	DEFINE
CANON INC	ADR	138006309	154	3000	SH	DEFINE
CAPE BANCORP INC	COM	139209100	47	4830	SH	DEFINE
CAPE BANCORP INC	COM	139209100	316	32393	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	10490	275988	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	470	12375	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	26180	2362838	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1102	99480	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	194	17481	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	1	110	SH	DEFINE
CAPITALSOURCE INC	DBCV 4.000% 7/1	114055XAE2	39724	49310000	PRN	DEFINE
CARBO CERAMICS INC	COM	140781105	4300	73700	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	15474	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1113	21573	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	675	13080	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	3805	73777	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	2552	290028	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	179	12275	SH	DEFINE
CARLISLE COS INC	COM	142339100	208566	7191931	SH	DEFINE
CARLISLE COS INC	COM	142339100	15	500	SH	DEFINE
CARMAX INC	COM	143130102	192	13510	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	39517	1198926	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	18622	565000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	136	4140	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	3685	111810	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	1691	51738	SH	DEFINE

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CARNIVAL CORP	PAIRED CTF	143658300	51102	1550439	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	1866	56615	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	622	18870	SH	DEFINE
CARNIVAL CORP	DBCV 2.000% 4/1	143658AN2	18428	18000000	PRN	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	22093	1811282	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	38170	1647400	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	32038	434000	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	12062	163404	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	1715	23475	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	1855	25122	SH	DEFINE
CATO CORP NEW	CL A	149205106	6408	450000	SH	DEFINE
CAVALIER HOMES INC	COM	149507105	851	432000	SH	DEFINE
CBS CORP NEW	CL B	124857202	1154	59212	SH	DEFINE
CBS CORP NEW	CL B	124857202	136	7000	SH	DEFINE
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	739	39325	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	1849	40500	SH	DEFINE
CELANESE CORP DEL	PFD 4.25% CONV	150870202	21902	375000	SH	DEFINE
CELGENE CORP	COM	151020104	180389	2824318	SH	DEFINE
CELGENE CORP	COM	151020104	1597	25000	SH	DEFINE
CELGENE CORP	COM	151020104	69204	1083512	SH	DEFINE
CELGENE CORP	COM	151020104	6060	94880	SH	DEFINE
CELGENE CORP	COM	151020104	722	11302	SH	DEFINE
CELGENE CORP	COM	151020104	1948	30500	SH	DEFINE
CELLCOM ISRAEL LTD	SHS	M2196U109	1799	52600	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	21052	852312	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	1548	62677	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	2011	81400	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	115	4656	SH	DEFINE
CENTENNIAL COMMUNCTNS CORP N	CL A NEW	15133V208	5726	819100	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	141038	8787420	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	87	5400	SH	DEFINE
CENTURYTEL INC	COM	156700106	4343	122029	SH	DEFINE
CENTURYTEL INC	COM	156700106	107	3000	SH	DEFINE
CEPHALON INC	COM	156708109	15612	234100	SH	DEFINE
CERNER CORP	COM	156782104	86318	1910532	SH	DEFINE
CERNER CORP	COM	156782104	469	10370	SH	DEFINE
CERNER CORP	COM	156782104	2182	48304	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	5287	34600	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	23868	5200000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	4218	178206	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	125	5300	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	4081	172420	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	3654	154360	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	42999	1816616	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	12261	517987	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	26595	1110060	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	3324	140430	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	350352	14801536	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	324948	13728250	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	31973	1567309	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	6141	93100	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	48616	737057	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	16878	255880	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1915	29029	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	778	11800	SH	DEFINE
CHESAPEAKE ENERGY CORP	PFD CONV	165167842	677	4250	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	603699	6089969	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	57352	578556	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	22133	223270	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	8762	88391	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	25546	258225	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	131024	1321743	SH	DEFINE

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CHEVRON CORP NEW	COM	166764100	4414	44569	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	1533	15460	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	232445	2344850	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	6253	63080	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	359	3620	SH	DEFINE
CHICOS FAS INC	COM	168615102	91	17000	SH	DEFINE
CHICOS FAS INC	COM	168615102	2062	384060	SH	DEFINE
CHICOS FAS INC	COM	168615102	25914	4825760	SH	DEFINE
CHICOS FAS INC	COM	168615102	4297	800155	SH	DEFINE
CHICOS FAS INC	COM	168615102	886	156015	SH	DEFINE
CHICOS FAS INC	COM	168615102	270	50310	SH	DEFINE
CHICOS FAS INC	COM	168615102	146472	27275938	SH	DEFINE
CHICOS FAS INC	COM	168615102	6047	1126131	SH	DEFINE
CHICOS FAS INC	COM	168615102	26	4760	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	1591	30500	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	12533	187200	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	2863	42764	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	8	123	SH	DEFINE
CHINA NEPSTAR CHAIN DRUGSTOR	SPONSORED ADR	16943C109	114	13200	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	505	25550	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	8573	159068	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	84	1540	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	18094	219000	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	13904	168290	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	157	1900	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL A	169656105	213	2579	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	109493	1452930	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	777	10305	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	CL B	169656204	1506	19978	SH	DEFINE
CHIQUITA BRANDS INTL INC	COM	170032809	12288	810000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	27808	4089400	SH	DEFINE
CHROMCRAFT REVINGTON INC	COM	171117104	690	200000	SH	DEFINE
CHUBB CORP	COM	171232101	15771	321800	SH	DEFINE
CHUBB CORP	COM	171232101	11885	242494	SH	DEFINE
CHUBB CORP	COM	171232101	49	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	91	3598	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	2946	116127	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	165	6501	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	5273	207862	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	50667	1997141	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	1721	67820	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	12904	525210	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	437881	17259812	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	244029	9618806	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	259	10200	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW	17133Q304	2	91	SH	SOLE
CHURCH & DWIGHT INC	COM	171340102	1304	23140	SH	DEFINE
CIGNA CORP	COM	125509109	1678	47414	SH	DEFINE
CIGNA CORP	COM	125509109	4	120	SH	DEFINE
CIGNA CORP	COM	125509109	3344	94500	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	341	4899	SH	DEFINE
CINCINNATI FINL CORP	COM	172062101	630	24800	SH	DEFINE
CINTAS CORP	COM	172908105	66115	2493978	SH	DEFINE
CINTAS CORP	COM	172908105	441	16650	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	38193	779600	SH	DEFINE
CISCO SYS INC	COM	17275R102	157585	6774950	SH	DEFINE
CISCO SYS INC	COM	17275R102	35937	1545000	SH	DEFINE
CISCO SYS INC	COM	17275R102	60978	2621566	SH	DEFINE
CISCO SYS INC	COM	17275R102	105	4500	SH	OTHER
CISCO SYS INC	COM	17275R102	1628	70000	SH	DEFINE
CISCO SYS INC	COM	17275R102	8806	378570	SH	DEFINE
CISCO SYS INC	COM	17275R102	4115	176930	SH	DEFINE

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CISCO SYS INC	COM	17275R102	766	32920	SH	DEFINE
CISCO SYS INC	COM	17275R102	10631	457068	SH	DEFINE
CISCO SYS INC	COM	17275R102	910	39104	SH	DEFINE
CISCO SYS INC	COM	17275R102	1038	44620	SH	DEFINE
CISCO SYS INC	COM	17275R102	306184	13163550	SH	DEFINE
CISCO SYS INC	COM	17275R102	10698	459940	SH	DEFINE
CISCO SYS INC	COM	17275R102	4	182	SH	SOLE
CIT GROUP INC	COM	125581108	17498	2569400	SH	DEFINE
CIT GROUP INC	COM	125581108	1	85	SH	DEFINE
CIT GROUP INC	COM	125581108	68788	10101048	SH	DEFINE
CIT GROUP INC	UNIT 99/99/9999	125581405	13957	1561200	SH	DEFINE
CIT GROUP INC	8.75%PFD SER C	125581603	1226	30000	SH	DEFINE
CITIGROUP INC	COM	172967101	1642	98000	SH	DEFINE
CITIGROUP INC	COM	172967101	22369	1334690	SH	DEFINE
CITIGROUP INC	COM	172967101	12133	723954	SH	DEFINE
CITIGROUP INC	COM	172967101	18	1050	SH	DEFINE
CITIGROUP INC	COM	172967101	5616	334860	SH	DEFINE
CITIGROUP INC	COM	172967101	121	7200	SH	DEFINE
CITIGROUP INC	COM	172967101	34	2000	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	7058	622382	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	193	17000	SH	DEFINE
CITRIX SYS INC	COM	177376100	394	13400	SH	DEFINE
CLARCOR INC	COM	179895107	6037	172000	SH	DEFINE
CLAYTON HLDGS INC	COM	18418N107	5618	940970	SH	DEFINE
CLAYTON HLDGS INC	COM	18418N107	191	32000	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	6551	92190	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	490	6900	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	441	6200	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	17600	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS	COM	184502102	25	712	SH	DEFINE
CLECO CORP NEW	COM	12561W105	23330	1000000	SH	DEFINE
CLEVELAND CLIFFS INC	COM	185896107	12	100	SH	DEFINE
CLEVELAND CLIFFS INC	COM	185896107	5435	45600	SH	DEFINE
CLOROX CO DEL	COM	189054109	29583	566720	SH	DEFINE
CLOROX CO DEL	COM	189054109	4406	84408	SH	DEFINE
CLOROX CO DEL	COM	189054109	25	480	SH	DEFINE
CLOROX CO DEL	COM	189054109	524	10030	SH	DEFINE
CLOROX CO DEL	COM	189054109	162	3100	SH	DEFINE
CLOROX CO DEL	COM	189054109	262	5015	SH	DEFINE
CME GROUP INC	COM	12572Q105	13542	35340	SH	DEFINE
CME GROUP INC	COM	12572Q105	2147	5603	SH	DEFINE
CME GROUP INC	COM	12572Q105	106	277	SH	DEFINE
CMS ENERGY CORP	COM	125896100	4470	300000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	6429	431474	SH	DEFINE
CMS ENERGY CORP	NOTE 2.875%12/01	125896AW0	7139	6000000	PRN	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	41277	1215100	SH	DEFINE
CNINSURE INC	SPONSORED ADR	18976M103	4637	316070	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	32	185	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	2393	13790	SH	DEFINE
COACH INC	COM	189754104	21464	743214	SH	DEFINE
COAST DISTR SYS	COM	190345108	204	66800	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	1283	470000	SH	DEFINE
COCA COLA CO	COM	191216100	29869	574630	SH	DEFINE
COCA COLA CO	COM	191216100	26549	510752	SH	DEFINE
COCA COLA CO	COM	191216100	1913	37153	SH	DEFINE
COCA COLA CO	COM	191216100	1752	33697	SH	DEFINE
COCA COLA ENTERPRISES INC	COM	191219104	1	40	SH	DEFINE
COCA COLA ENTERPRISES INC	COM	191219104	235998	13641495	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	1069	79800	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	10229	762962	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	25504	784500	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	11295	347427	SH	DEFINE

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COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	276	8480	SH	DEFINE
COHERENT INC	COM	192479103	14601	488500	SH	DEFINE
COHERENT INC	COM	192479103	32203	1077022	SH	DEFINE
COHU INC	COM	192576106	31803	2166400	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	13491	195235	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	405	5864	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	193	2800	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	21018	1107950	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1458	76855	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	33	1740	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	690	36350	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	511	26950	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	220	11600	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	10044	529470	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	271	14440	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1126	60038	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	735284	39194244	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	13021	694060	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2646	141020	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	49568	2642193	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	3890	210928	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2038	108630	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	858051	45738336	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	23671	1261771	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	56	3000	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	66397	2013251	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	61	1850	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	304775	9241211	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1327	40249	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	2521	102672	SH	DEFINE
COMPANHIA PARANAENSE ENERG C	SPON ADR PFD	20441B407	19351	954665	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	595	13390	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	9832	329500	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	119	4000	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	12278	411446	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	133430	4471526	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	4933	165320	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	18	612	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1640665	54982072	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	196793	6594928	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	122780	4114602	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPON ADR PFD	204412100	265	8892	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1165	32530	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2176	60740	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2156	60200	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	126	3529	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	64426	1798600	SH	DEFINE
COMPANHIA VALE DO RIO DOCE	SPONSORED ADR	204412209	9369	261545	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	3117	106900	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	84261	1288986	SH	DEFINE
COMPELLENT TECHNOLOGIES INC	COM	20452A108	6439	567836	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	9336	538282	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	46840	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	1666	35568	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	296	15345	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	73571	2214005	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	752	22628	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	4417	46800	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	749545	7940940	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	3304	35000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	53709	569013	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	3407	36100	SH	DEFINE

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CONOCOPHILLIPS	COM	20825C104	33	350	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	17259	183759	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	198	2100	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2747	29102	SH	DEFINE
CONSECO INC	COM NEW	208464883	114515	11543887	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	20361	181200	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	585764	14985000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1488	38066	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	2509	126329	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	45566	555000	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	571	6950	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	571658	6962942	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	3	33	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	10110	1000000	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	1055	104400	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	1041	102970	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	2459	109000	SH	DEFINE
CONVERGYS CORP	COM	212485106	19409	1306100	SH	DEFINE
CON-WAY INC	COM	205944101	2784	58906	SH	DEFINE
COOPER COS INC	COM NEW	216648402	744	20020	SH	DEFINE
COOPER COS INC	COM NEW	216648402	17909	482060	SH	DEFINE
COOPER COS INC	COM NEW	216648402	9254	249110	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	360	12775	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	27020	959525	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	46719	4023998	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	82259	1675000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	1534	31236	SH	DEFINE
CORNING INC	COM	219350105	29419	1276300	SH	DEFINE
CORNING INC	COM	219350105	61407	2664082	SH	DEFINE
CORNING INC	COM	219350105	150	6500	SH	OTHER
CORNING INC	COM	219350105	1640	71160	SH	DEFINE
CORNING INC	COM	219350105	338	14652	SH	DEFINE
CORNING INC	COM	219350105	387	16800	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	62	1800	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	601	17500	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	1140	33200	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	17189	500700	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	51	1499	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	192	5600	SH	DEFINE
CORUS BANKSHARES INC	COM	220873103	19333	4647326	SH	DEFINE
COSAN LTD	SHS A	G25343107	8755	692100	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	5822	2326999	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	7	100	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	35313	503458	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	913	13012	SH	DEFINE
COURIER CORP	COM	222660102	4016	200000	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	220	9535	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	282	12200	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	492	21300	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	7916	342700	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	33	1432	SH	DEFINE
COUSINS PPTYS INC	COM	222795106	83	3600	SH	DEFINE
COVANCE INC	COM	222816100	63878	742590	SH	DEFINE
COVANCE INC	COM	222816100	1387	16128	SH	DEFINE
COVANCE INC	COM	222816100	575	6689	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1144	37600	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	946	31101	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	376	12370	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	18148	378942	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1556	32492	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	331067	6913067	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	13382	279423	SH	DEFINE

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COVIDIEN LTD	COM	G2552X108	6916	144422	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	11657	243406	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	52579	1097909	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1654	34906	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1520	31740	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	536991	11213002	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	13905	290356	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	104	2166	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	52770	642600	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	974	21500	SH	DEFINE
CREE INC	COM	225447101	1860	81550	SH	DEFINE
CROSSTEX ENERGY INC	COM	22765Y104	897	25870	SH	DEFINE
CROSSTEX ENERGY L P	COM	22765U102	915	31900	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	69925	1805438	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	15	400	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	1124	29018	SH	DEFINE
CSX CORP	COM	126408103	1266	20149	SH	DEFINE
CTC MEDIA INC	COM	12642X106	28068	1138216	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	738	16110	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	2949	64436	SH	DEFINE
CTRIP COM INTL LTD	ADR	22943F100	1974	43165	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COM	229678107	3992	223500	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	331	6632	SH	DEFINE
CUMMINS INC	COM	231021106	2097	32000	SH	DEFINE
CURIS INC	COM	231269101	441	300000	SH	DEFINE
CURRENCY SHARES EURO TR	EURO SHS	23130C108	1956	12395	SH	DEFINE
CVR ENERGY INC	COM	12662P108	7163	372100	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	97317	2459354	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	4997	126293	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	21196	535669	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	198	5000	SH	OTHER
CVS CAREMARK CORPORATION	COM	126650100	2374	60000	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	687527	17374965	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	30	760	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	583	14740	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	182	4600	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	667	16865	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	11079	662200	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	574	34300	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	1661	231000	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	21	2953	SH	DEFINE
CYPRESS BIOSCIENCES INC	COM PAR \$.02	232674507	288	40000	SH	DEFINE
CYTEC INDS INC	COM	232820100	12768	234010	SH	DEFINE
CYTEC INDS INC	COM	232820100	6738	123500	SH	DEFINE
CYTEC INDS INC	COM	232820100	1152	20914	SH	DEFINE
CYTEC INDS INC	COM	232820100	316	5790	SH	DEFINE
CYTEC INDS INC	COM	232820100	20301	372083	SH	DEFINE
CYTEC INDS INC	COM	232820100	106	1950	SH	DEFINE
D R HORTON INC	COM	23331A109	41955	3866800	SH	DEFINE
D R HORTON INC	COM	23331A109	271	24987	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	3498	56720	SH	DEFINE
DAIMLER AG	REG SHS	D1668R123	3281	53200	SH	DEFINE
DANA HOLDING CORP	COM	235825205	24895	4653336	SH	DEFINE
DANAHER CORP DEL	COM	235851102	83181	1076080	SH	DEFINE
DANAHER CORP DEL	COM	235851102	34165	441981	SH	DEFINE
DANAHER CORP DEL	COM	235851102	5975	77300	SH	DEFINE
DANAHER CORP DEL	COM	235851102	595	7691	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1391	18000	SH	DEFINE
DAVITA INC	COM	23918K108	2583	48610	SH	DEFINE
DEALERTRACK HLDGS INC	COM	242309102	9071	642900	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	1933	98500	SH	DEFINE
DEERE & CO	COM	244199105	2796	38763	SH	DEFINE

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DEL MONTE FOODS CO	COM	24522P103	365	51420	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	3	357	SH	DEFINE
DELL INC	COM	24702R101	21037	961490	SH	DEFINE
DELL INC	COM	24702R101	10940	500000	SH	DEFINE
DELL INC	COM	24702R101	2312	105665	SH	DEFINE
DELL INC	COM	24702R101	613662	28046697	SH	DEFINE
DELL INC	COM	24702R101	21	960	SH	DEFINE
DELL INC	COM	24702R101	439	20040	SH	DEFINE
DELTA AIR LINES INC DEL	COM NEW	247361702	1780	312320	SH	DEFINE
DELTA APPAREL INC	COM	247368103	2778	755000	SH	DEFINE
DELTA PETE CORP	COM NEW	247907207	214	8397	SH	DEFINE
DENBURY RES INC	COM NEW	247916208	5183	142000	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	1435	39000	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	523	14200	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	358	4200	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	83	2400	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	642	18500	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	1218	35100	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	17987	518200	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	205	5900	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	4518	37600	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	110274	917730	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	6008	50000	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	32423	269828	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	37	310	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	597	4970	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	216	1800	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	525	4370	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	601	5000	SH	DEFINE
DEXCOM INC	COM	252131107	6679	1105800	SH	DEFINE
DEXCOM INC	COM	252131107	21	3500	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	27871	377300	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	12981	175730	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	12094	163720	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	2385	32284	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	605	4350	SH	DEFINE
DIAMONDS TR	UNIT SER 1	252787106	360	3170	SH	DEFINE
DIANA SHIPPING INC	COM	Y2066G104	399	13000	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	84000	4735040	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	2793	157442	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	1293	72883	SH	DEFINE
DIEBOLD INC	COM	253651103	9671	271800	SH	DEFINE
DIEBOLD INC	COM	253651103	89	2500	SH	DEFINE
DIEBOLD INC	COM	253651103	116121	3263655	SH	DEFINE
DIEBOLD INC	COM	253651103	68	1900	SH	DEFINE
DIGI INTL INC	COM	253798102	2152	274117	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	4766	116500	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	34	840	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	245	6000	SH	DEFINE
DILLARDS INC	CL A	254067101	10182	880000	SH	DEFINE
DIME BANCORP INC NEW	-W EXP 99/99/999	25429Q110	7	23510	SH	DEFINE
DIODES INC	COM	254543101	2640	95500	SH	DEFINE
DIODES INC	COM	254543101	185	6700	SH	DEFINE
DIONEX CORP	COM	254546104	16593	250000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	19246	742820	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	576	22215	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	7266	280421	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	5140	198360	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	4331	167140	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	21723	838388	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	2550	99575	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1985	76623	SH	DEFINE

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DIRECTV GROUP INC	COM	25459L106	113892	4395660	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	26726	1031510	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	85	3288	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	3188	242040	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	386	29303	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	130	9877	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	418	31740	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	0	27	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	94	7162	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	778	59090	SH	DEFINE
DISCOVERY HOLDING CO	CL A COM	25468Y107	865	39373	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	18	600	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	131	4481	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	36562	1248704	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	57056	1828722	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	35256	1130000	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	48324	1548856	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	179	5742	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	37	1180	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	642	20582	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	243	7800	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	196	6275	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	624	20000	SH	DEFINE
DIVX INC	COM	255413106	3380	460530	SH	DEFINE
DIVX INC	COM	255413106	235	32000	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	2994	455000	SH	DEFINE
DNP SELECT INCOME FD	COM	23325P104	208	20000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	4030	100000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	3574	88675	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	28032	2966367	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	1229545	25890600	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	7644	160966	SH	DEFINE
DOMTAR CORP	COM	257559104	254	46600	SH	DEFINE
DOMTAR CORP	COM	257559104	221074	40564086	SH	DEFINE
DONALDSON INC	COM	257651109	25275	566200	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	294	9898	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	1829	61595	SH	DEFINE
DONNELLEY R R & SONS CO	COM	257867101	322	10900	SH	DEFINE
DOUBLE HULL TANKERS INC	COM	Y21110104	4449	443600	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	97	4400	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	1026	46700	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	2072	94300	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	29622	1348300	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	323	14700	SH	DEFINE
DOVER CORP	COM	260003108	229105	4736516	SH	DEFINE
DOVER CORP	COM	260003108	5584	115442	SH	DEFINE
DOVER CORP	COM	260003108	39	800	SH	DEFINE
DOW CHEM CO	COM	260543103	4329	124000	SH	DEFINE
DOW CHEM CO	COM	260543103	317011	9080822	SH	DEFINE
DOW CHEM CO	COM	260543103	13827	396065	SH	DEFINE
DOW CHEM CO	COM	260543103	1733	50088	SH	DEFINE
DOW CHEM CO	COM	260543103	554	15870	SH	DEFINE
DOW CHEM CO	COM	260543103	1406	40280	SH	DEFINE
DOW CHEM CO	COM	260543103	279	8000	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	38	1798	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	84	4018	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	141102	6725539	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	2619	124831	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	24034	1145586	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	28101	1339423	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	3963	188886	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	3370	160641	SH	DEFINE

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DR PEPPER SNAPPLE GROUP INC	COM	26138E109	24795	1181838	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	7957	203500	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	9350	586200	SH	DEFINE
DRIL-QUIP INC	COM	262037104	33201	527000	SH	DEFINE
DRIL-QUIP INC	COM	262037104	597	9480	SH	DEFINE
DRYSHIPS INC	SHS	Y2109Q101	3801	47400	SH	DEFINE
DST SYS INC DEL	COM	233326107	127	2300	SH	DEFINE
DST SYS INC DEL	COM	233326107	26481	481031	SH	DEFINE
DTE ENERGY CO	COM	233331107	2797	65900	SH	DEFINE
DTE ENERGY CO	COM	233331107	260195	6130900	SH	DEFINE
DTE ENERGY CO	COM	233331107	941	22172	SH	DEFINE
DTE ENERGY CO	COM	233331107	6758	159240	SH	DEFINE
DTS INC	COM	23335C101	3958	126360	SH	DEFINE
DTS INC	COM	23335C101	301	9600	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1727	40270	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	51867	1209293	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	214	5000	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	138	3220	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	41728	972915	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	134	3130	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	338	7880	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	60900	1419920	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	5915	137922	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	257	6000	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	2093	227500	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	761413	43809700	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	5818	334725	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	174	10000	SH	CALL DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	261	15000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	1855	109054	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	2127	122369	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	52782	2351100	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	11	500	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	34	1530	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	10692	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	301	3438	SH	DEFINE
E M C CORP MASS	COM	268648102	3177	216300	SH	DEFINE
E M C CORP MASS	COM	268648102	14690	1000000	SH	DEFINE
E M C CORP MASS	COM	268648102	25951	1766575	SH	DEFINE
E M C CORP MASS	COM	268648102	1484	101000	SH	DEFINE
E M C CORP MASS	COM	268648102	4831	328860	SH	DEFINE
E M C CORP MASS	COM	268648102	403	27400	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	523	36262	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	204719	14187025	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	8218	569510	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	110628	7666509	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	324	22450	SH	DEFINE
EATON CORP	COM	278058102	1296	15250	SH	DEFINE
EATON CORP	COM	278058102	4732	55695	SH	DEFINE
EBAY INC	COM	278642103	13119	480017	SH	DEFINE
EBAY INC	COM	278642103	246	9000	SH	DEFINE
ECOLAB INC	COM	278865100	34736	808000	SH	DEFINE
ECOLAB INC	COM	278865100	853	19850	SH	DEFINE
ECOLAB INC	COM	278865100	377	8759	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	2418	212100	SH	DEFINE
EDISON INTL	COM	281020107	93614	1822000	SH	DEFINE
EDISON INTL	COM	281020107	178	3463	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	3102	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	263	4240	SH	DEFINE
EL PASO CORP	COM	28336L109	5339	245600	SH	DEFINE
EL PASO CORP	COM	28336L109	700	32202	SH	DEFINE
EL PASO CORP	COM	28336L109	15750	724489	SH	DEFINE

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EL PASO CORP	COM	28336L109	43856	2017340	SH	DEFINE
EL PASO CORP	COM	28336L109	74040	3405716	SH	DEFINE
EL PASO CORP	COM	28336L109	4327	206285	SH	DEFINE
EL PASO CORP	COM	28336L109	435	20010	SH	DEFINE
EL PASO CORP	COM	28336L109	888204	40855744	SH	DEFINE
EL PASO CORP	COM	28336L109	22048	1014186	SH	DEFINE
EL PASO CORP	COM	28336L109	218	10033	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	15917	1123071	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	7641	171980	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	1616	36365	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	235	5300	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	1764	71591	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	203480	8258113	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	28606	1160950	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	55435	2249815	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	1780	72457	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	1196	48551	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	392102	15913230	SH	DEFINE
ELECTRONIC DATA SYS NEW	COM	285661104	18537	752310	SH	DEFINE
EMBARQ CORP	COM	29078E105	1619	34249	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1418	53500	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	599	22602	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	2077	78395	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1913	72170	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	8494	320537	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	16227	604618	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	721	27200	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	14384	542792	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	170653	6439747	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	10228	358500	SH	DEFINE
EMERGING MKTS TELECOMNC FD N	COM	290890102	5115	250000	SH	DEFINE
EMERGING MKTS TELECOMNC FD N	COM	290890102	79	3885	SH	DEFINE
EMERSON ELEC CO	COM	291011104	1484	30000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	49450	1000000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	22148	447880	SH	DEFINE
EMERSON ELEC CO	COM	291011104	247	5000	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	11838	571900	SH	DEFINE
EMULEX CORP	COM NEW	292475209	3329	285770	SH	DEFINE
EMULEX CORP	COM NEW	292475209	285	24500	SH	DEFINE
ENCANA CORP	COM	292505104	8496	93433	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1006	41600	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	3377	139600	SH	DEFINE
ENERGEN CORP	COM	29265N108	31196	399800	SH	DEFINE
ENERGEN CORP	COM	29265N108	304	390	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	2092	28628	SH	DEFINE
ENERGY CONVERSION DEVICES IN	COM	292659109	3711	50400	SH	DEFINE
ENERGY CONVERSION DEVICES IN	COM	292659109	52	700	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	214	8666	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	238160	9634288	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	1031	22302	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	370	8000	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	269	3618	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	48895	658702	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	36527	498456	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	7224	97320	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	1784	22096	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	97	1200	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	4588	56824	SH	DEFINE
ENSCO INTL INC	COM	26874Q100	6298	78000	SH	DEFINE
ENSIGN GROUP INC	COM	29358P101	557	48400	SH	DEFINE
ENTERGY CORP NEW	COM	29364G103	76782	637300	SH	DEFINE
ENTERGY CORP NEW	COM	29364G103	216864	1800000	SH	DEFINE

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ENTERGY CORP NEW	COM	29364G103	3087	25619	SH	DEFINE
ENTERGY CORP NEW	COM	29364G103	20	175	SH	DEFINE
ENTERGY CORP NEW	EQUITY UNIT	29364G202	45979	650000	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	5387	182361	SH	DEFINE
EOG RES INC	COM	26875P101	11795	89900	SH	DEFINE
EOG RES INC	COM	26875P101	1127	8588	SH	DEFINE
EPIQ SYS INC	COM	26882D109	6497	457500	SH	DEFINE
EQUIFAX INC	COM	294429105	13448	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	148	4416	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	97402	1091710	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	5183	58090	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	482	5400	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	1348	15109	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	35	800	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	370	8400	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	678	15400	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	10560	240000	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	35	790	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	110	2500	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	8361	218487	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1412	36900	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2671	69800	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	38174	997499	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	68	1770	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	796	20800	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	1541	148200	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	6336	609240	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	32446	3119806	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	0	42	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	39192	3768500	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	208	20000	SH	DEFINE
ERIE INDTY CO	CL A	29530P102	182308	3950346	SH	DEFINE
ERIE INDTY CO	CL A	29530P102	23	500	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	53996	1150800	SH	DEFINE
ESMARK INC	COM	296475106	408530	23740689	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	2911	153299	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	43	400	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	501	4700	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	884	8300	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	13941	130900	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	149	1400	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	36898	1499900	SH	DEFINE
EURONET WORLDWIDE INC	COM	298736109	341	20200	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	803	10071	SH	DEFINE
EVERGREEN SOLAR INC	COM	30033R108	504	52000	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	8835	239370	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	683	18500	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	572	15500	SH	DEFINE
EXELIXIS INC	COM	30161Q104	1431	286100	SH	DEFINE
EXELON CORP	COM	30161N101	225111	2502340	SH	DEFINE
EXELON CORP	COM	30161N101	4498	50000	SH	DEFINE
EXELON CORP	COM	30161N101	12849	142828	SH	DEFINE
EXELON CORP	COM	30161N101	270	3000	SH	DEFINE
EXELON CORP	COM	30161N101	256290	2848938	SH	DEFINE
EXELON CORP	COM	30161N101	34	380	SH	DEFINE
EXELON CORP	COM	30161N101	574	6380	SH	DEFINE
EXELON CORP	COM	30161N101	225	2500	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	5516	300100	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	9	500	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	115	6236	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	38	2000	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	161582	8791180	SH	DEFINE

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EXPEDITORS INTL WASH INC	COM	302130109	107326	2495960	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	3440	80000	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	3916	91075	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	1570	36523	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	96973	1546120	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1708	27238	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	22	350	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	405	6460	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	138	2200	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1265	20164	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	66486	930000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	32393	453106	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	8372	95000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	93865	1065078	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	6169	70000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	363102	4120075	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2027	23000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	46	520	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	26579	302175	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	326	3700	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	3725	42269	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	353	4000	SH	DEFINE
F M C CORP	COM NEW	302491303	17680	228300	SH	DEFINE
F M C CORP	COM NEW	302491303	501	6475	SH	DEFINE
F M C CORP	COM NEW	302491303	11298	145913	SH	DEFINE
F5 NETWORKS INC	COM	315616102	17896	629700	SH	DEFINE
F5 NETWORKS INC	COM	315616102	9080	319500	SH	DEFINE
F5 NETWORKS INC	COM	315616102	3	120	SH	DEFINE
F5 NETWORKS INC	COM	315616102	284	10000	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	169730	3011540	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	2128	37750	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	2670	47367	SH	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	79	10911	SH	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	0	45	SH	OTHER
FAIRPOINT COMMUNICATIONS INC	COM	305560104	0	31	SH	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	1	92	SH	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	1	150	SH	DEFINE
FALCONSTOR SOFTWARE INC	COM	306137100	299	42200	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	156256	7836300	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	42	2100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	60	3000	SH	DEFINE
FARMER BROS CO	COM	307675108	44278	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	12643	502300	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	16122	640218	SH	DEFINE
FASTENAL CO	COM	311900104	863	20000	SH	DEFINE
FASTENAL CO	COM	311900104	1057	24483	SH	DEFINE
FASTENAL CO	COM	311900104	2	41	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	11431	575000	SH	DEFINE
FEDERAL HOME LN MTG CORP	COM	313400301	92122	5617220	SH	DEFINE
FEDERAL HOME LN MTG CORP	COM	313400301	136	8320	SH	DEFINE
FEDERAL HOME LN MTG CORP	COM	313400301	20	1200	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	18	900	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	4441	227607	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	34122	1748935	SH	DEFINE
FEDERAL NATL MTG ASSN	COM	313586109	1	30	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	62	900	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	628	9100	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	1159	16800	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	17119	248100	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	186	2700	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	12	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	55434	4619536	SH	DEFINE

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FEDEX CORP	COM	31428X106	16280	206624	SH	DEFINE
FEDEX CORP	COM	31428X106	3152	40000	SH	DEFINE
FEDEX CORP	COM	31428X106	1605	20373	SH	DEFINE
FEDEX CORP	COM	31428X106	4751	60300	SH	DEFINE
FEDEX CORP	COM	31428X106	663	8420	SH	DEFINE
FEDEX CORP	COM	31428X106	5644	71630	SH	DEFINE
FEDEX CORP	COM	31428X106	150910	1915350	SH	DEFINE
FEDEX CORP	COM	31428X106	3912	49650	SH	DEFINE
FEDEX CORP	COM	31428X106	58	740	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	36406	3467210	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	26	2500	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	394	37500	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	742	70700	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	10315	982400	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	570	54253	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	85	8100	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	61280	3200000	SH	DEFINE
FERRO CORP	COM	315405100	209	11137	SH	DEFINE
FGX INTERNATIONAL HLDGS LTD	ORD SHS	G3396L102	7959	989900	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	967	76716	SH	DEFINE
FIDELITY NATL INFORMATION SV	COM	31620M106	269	7293	SH	DEFINE
FIRST CLOVER LEAF FIN CORP	COM	31969M105	93	11253	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	3762	235000	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	1286	100000	SH	DEFINE
FIRST SOLAR INC	COM	336433107	13777	50500	SH	DEFINE
FIRST SOLAR INC	COM	336433107	3260	11950	SH	DEFINE
FIRST SOLAR INC	COM	336433107	5675	20800	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	1101812	13382868	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	4747	57662	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	165	2000	SH	DEFINE
FISERV INC	COM	337738108	1164	25661	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	2531	225000	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	2295	244140	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	280	29744	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	6598	701920	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	94283	10030090	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	26528	2822133	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	15041	1588313	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	294276	31305967	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	148081	15753300	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	81	8610	SH	DEFINE
FLIR SYS INC	COM	302445101	370289	9127175	SH	DEFINE
FLIR SYS INC	COM	302445101	284	7000	SH	DEFINE
FLIR SYS INC	COM	302445101	32	780	SH	DEFINE
FLIR SYS INC	COM	302445101	138	3400	SH	DEFINE
FLIR SYS INC	COM	302445101	18739	461782	SH	DEFINE
FLOTEK INDS INC DEL	COM	343389102	10729	520300	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	36061	263800	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	5837	42700	SH	DEFINE
FLUOR CORP NEW	COM	343412102	2791	15000	SH	DEFINE
FLUOR CORP NEW	COM	343412102	2159	11600	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	166493	2164220	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	301	3914	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	1804	23454	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	287	10352	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	3647	131600	SH	DEFINE
FOCUS MEDIA HLDG LTD	SPONSORED ADR	34415V109	706	25481	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	1133	24900	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	166274	3653579	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	125620	2760276	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	2013	608100	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	9466	2852210	SH	DEFINE

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FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	12443	450000	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	802	29000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	5291	1100000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	65	13518	SH	DEFINE
FORDING CDN COAL TR	TR UNIT	345425102	9027	94415	SH	DEFINE
FOREST LABS INC	COM	345838106	244	7015	SH	DEFINE
FOREST LABS INC	COM	345838106	3721	107100	SH	DEFINE
FORESTAR REAL ESTATE GROUP I	COM	346233109	207	10874	SH	DEFINE
FORESTAR REAL ESTATE GROUP I	COM	346233109	41152	2160232	SH	DEFINE
FORMFACTOR INC	COM	346375108	105772	5739129	SH	DEFINE
FORMFACTOR INC	COM	346375108	1570	85167	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	8057	129100	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	911	14592	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	96	1544	SH	DEFINE
FORWARD AIR CORP	COM	349853101	17300	500000	SH	DEFINE
FORWARD AIR CORP	COM	349853101	26	750	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	115368	1577140	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	4221	57700	SH	DEFINE
FOSTER WHEELER LTD	SHS NEW	G36535139	1856	25379	SH	DEFINE
FOUNDRY NETWORKS INC	COM	35063R100	1746	147700	SH	DEFINE
FPL GROUP INC	COM	302571104	527329	8041000	SH	DEFINE
FPL GROUP INC	COM	302571104	15536	236898	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	3	93	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	1473	49710	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	29330	1071994	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	10992	370965	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	29323	756129	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	19	500	SH	DEFINE
FRANKLIN RES INC	COM	354613101	66840	729292	SH	DEFINE
FRANKLIN RES INC	COM	354613101	2	25	SH	DEFINE
FREDS INC	CL A	356108100	29299	2606700	SH	DEFINE
FREEPORT-MCMORAN COPPER & GO	PFD CONV	35671D782	273	1625	SH	DEFINE
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	1157	9873	SH	DEFINE
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	4565	38955	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	43	777	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	2086	38000	SH	DEFINE
FUEL SYS SOLUTIONS INC	COM	35952W103	35943	933580	SH	DEFINE
FUEL TECH INC	COM	359523107	4475	253990	SH	DEFINE
FUEL TECH INC	COM	359523107	335	19000	SH	DEFINE
FUEL TECH INC	COM	359523107	83	4700	SH	DEFINE
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	5	157	SH	DEFINE
FUJIFILM HLDGS CORP	ADR 2 ORD	35958N107	26269	766092	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	21455	2688600	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	45424	3400000	SH	DEFINE
GAIAM INC	CL A	36268Q103	1105	81827	SH	DEFINE
GAIAM INC	CL A	36268Q103	5090	376730	SH	DEFINE
GAIAM INC	CL A	36268Q103	338	25000	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	66635	2764930	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	9	368	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	51	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	9175	227101	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	242	6000	SH	DEFINE
GANNETT INC	COM	364730101	1111	51276	SH	DEFINE
GANNETT INC	COM	364730101	114	5280	SH	DEFINE
GAP INC DEL	COM	364760108	1145	68690	SH	DEFINE
GAP INC DEL	COM	364760108	606	36329	SH	DEFINE
GAP INC DEL	COM	364760108	1580	94800	SH	DEFINE
GAP INC DEL	COM	364760108	208	12430	SH	DEFINE
GAP INC DEL	COM	364760108	89155	5348251	SH	DEFINE
GAP INC DEL	COM	364760108	2559	153519	SH	DEFINE
GARMIN LTD	ORD	G37260109	5536	129230	SH	DEFINE
GARMIN LTD	ORD	G37260109	2	43	SH	DEFINE

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GEHL CO	COM	368483103	4437	300000	SH	DEFINE
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	6096	93500	SH	DEFINE
GENCORP INC	COM	368682100	20627	2880872	SH	DEFINE
GENENTECH INC	COM NEW	368710406	148155	1951980	SH	DEFINE
GENENTECH INC	COM NEW	368710406	75900	1000000	SH	DEFINE
GENENTECH INC	COM NEW	368710406	29166	384274	SH	DEFINE
GENENTECH INC	COM NEW	368710406	235	3100	SH	DEFINE
GENENTECH INC	COM NEW	368710406	43	560	SH	DEFINE
GENENTECH INC	COM NEW	368710406	676	8910	SH	DEFINE
GENENTECH INC	COM NEW	368710406	213	2800	SH	DEFINE
GENENTECH INC	COM NEW	368710406	741	9768	SH	DEFINE
GENENTECH INC	COM NEW	368710406	304	4000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	884	10500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	84200	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	4410	52372	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	160	1900	SH	OTHER
GENERAL DYNAMICS CORP	COM	369550108	1768	21000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	190631	7142400	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	175086	6560000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1868	70000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	183999	6893928	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	144	5400	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	187	7000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	19166	718080	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	7664	287134	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	53523	2007597	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	154150	5775588	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5373	203416	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2917	109290	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1068301	40026250	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	43131	1615985	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	483	18080	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	388	11068	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	729	20800	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	1363	38900	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	20124	574485	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	44	1250	SH	DEFINE
GENERAL GROWTH PPTYS INC	COM	370021107	217	6200	SH	DEFINE
GENERAL MARITIME CORP	SHS	Y2692M103	17220	662800	SH	DEFINE
GENERAL MLS INC	COM	370334104	2795	45994	SH	DEFINE
GENERAL MLS INC	COM	370334104	108566	1786514	SH	DEFINE
GENERAL MLS INC	COM	370334104	19036	313247	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	4600	400000	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	39	3426	SH	DEFINE
GENERAL MTRS CORP	COM	370442105	151742	13194981	SH	DEFINE
GENERAL MTRS CORP	SENIOR DEBEN D	370442691	16955	776200	SH	DEFINE
GENERAL MTRS CORP	DEB SR CV C 33	370442717	193347	14581200	SH	DEFINE
GENERAL MTRS CORP	DEB SR CV C 33	370442717	1330	100323	SH	DEFINE
GENESE & WYO INC	CL A	371559105	52064	1530400	SH	DEFINE
GENTEX CORP	COM	371901109	11398	789353	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	1644	482100	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	219	64217	SH	DEFINE
GENUINE PARTS CO	COM	372460105	14896	375400	SH	DEFINE
GENUINE PARTS CO	COM	372460105	120	3025	SH	DEFINE
GENUINE PARTS CO	COM	372460105	10490	264358	SH	DEFINE
GENUINE PARTS CO	COM	372460105	8644	217841	SH	DEFINE
GENUINE PARTS CO	COM	372460105	42	1050	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	28496	1600000	SH	DEFINE
GENZYME CORP	COM	372917104	40115	557000	SH	DEFINE
GENZYME CORP	COM	372917104	1138	15803	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	64049	3318600	SH	DEFINE
GIBALTAR INDS INC	COM	374689107	62302	3901199	SH	DEFINE

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GILEAD SCIENCES INC	COM	375558103	209431	3955254	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	34753	656332	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	4211	79530	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1145	21626	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1207	22800	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/03	375558AH6	14850	10000000	PRN	DEFINE
GLATFELTER	COM	377316104	35405	2620642	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1358	30700	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	7659	173886	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	31020	705035	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	18341	1022900	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	19904	1110100	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	36	2000	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	16	890	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	276	15380	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	113	6300	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	98581	2115465	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	13	282	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	1497	32114	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	35140	2777828	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	4	354	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	124793	2702905	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	277	6000	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	1883	700000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	39332	224880	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	29195	166926	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	294	1680	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	272	1556	SH	DEFINE
GOODRICH CORP	COM	382388106	1065	22445	SH	DEFINE
GOODRICH CORP	COM	382388106	2952	62195	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	22	1230	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	190670	10693777	SH	DEFINE
GOODYEAR TIRE & RUBR CO	COM	382550101	2913	163400	SH	DEFINE
GOOGLE INC	CL A	38259P508	193017	366660	SH	DEFINE
GOOGLE INC	CL A	38259P508	14213	27000	SH	DEFINE
GOOGLE INC	CL A	38259P508	12000	22796	SH	DEFINE
GOOGLE INC	CL A	38259P508	171	325	SH	OTHER
GOOGLE INC	CL A	38259P508	374	710	SH	DEFINE
GOOGLE INC	CL A	38259P508	20	38	SH	DEFINE
GOOGLE INC	CL A	38259P508	295	560	SH	DEFINE
GOOGLE INC	CL A	38259P508	158	300	SH	DEFINE
GOOGLE INC	CL A	38259P508	1043	1982	SH	DEFINE
GRACO INC	COM	384109104	91900	2413983	SH	DEFINE
GRACO INC	COM	384109104	877	23025	SH	DEFINE
GRACO INC	COM	384109104	107	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	793	9700	SH	DEFINE
GRAINGER W W INC	COM	384802104	44990	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	393	4800	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	613	24234	SH	DEFINE
GREATBATCH INC	COM	39153L106	692	40000	SH	DEFINE
GREATBATCH INC	COM	39153L106	17271	998435	SH	DEFINE
GREENHILL & CO INC	COM	395259104	2439	45276	SH	DEFINE
GREENHILL & CO INC	COM	395259104	167	3100	SH	DEFINE
GREENHILL & CO INC	COM	395259104	97	1800	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	5311	173000	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	24382	1227100	SH	DEFINE
GRUPO TELEVISIVA SA DE CV	SP ADR REP ORD	40049J206	2990	126600	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	26600	3427886	SH	DEFINE
GSI GROUP INC CDA	COM	36229U102	2103	271058	SH	DEFINE
GTSI CORP	COM	36238K103	3953	522200	SH	DEFINE
GUANGSHEN RY LTD	SPONSORED ADR	40065W107	732	32650	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	38709	10752528	SH	DEFINE

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GUARANTY FINL GROUP INC	COM	40108N106	6	1080	SH	DEFINE
GUARANTY FINL GROUP INC	COM	40108N106	10670	1986937	SH	DEFINE
GUESS INC	COM	401617105	130811	3492960	SH	DEFINE
GUESS INC	COM	401617105	15	400	SH	DEFINE
GUESS INC	COM	401617105	1907	50920	SH	DEFINE
GYMBOREE CORP	COM	403777105	12221	305000	SH	DEFINE
H & Q HEALTHCARE FD	SH BEN INT	404052102	2201	150000	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	46594	1984410	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	5440	231707	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	399	17000	SH	DEFINE
HALLIBURTON CO	COM	406216101	83047	1564850	SH	DEFINE
HALLIBURTON CO	COM	406216101	2793	52625	SH	DEFINE
HALLIBURTON CO	COM	406216101	32	600	SH	DEFINE
HALLIBURTON CO	COM	406216101	627	11820	SH	DEFINE
HALLIBURTON CO	COM	406216101	202	3800	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	2781	70788	SH	DEFINE
HANSEN NAT CORP	COM	411310105	207091	7185664	SH	DEFINE
HANSEN NAT CORP	COM	411310105	19574	679181	SH	DEFINE
HANSEN NAT CORP	COM	411310105	27	930	SH	DEFINE
HANSEN NAT CORP	COM	411310105	511	17720	SH	DEFINE
HANSEN NAT CORP	COM	411310105	189	6570	SH	DEFINE
HANSEN NAT CORP	COM	411310105	2379	82556	SH	DEFINE
HARDINGE INC	COM	412324303	10458	794100	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	1193	32900	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	23925	659810	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	18130	500000	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	963	26555	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	127	3500	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	114742	3164434	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	12364	340971	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	184458	5087100	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	32060	774590	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	20	475	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	20	490	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	342	8270	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	161	3900	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	188	4545	SH	DEFINE
HARMONY GOLD MNG LTD	SPONSORED ADR	413216300	11638	950000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	151117	2993000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	20608	408151	SH	DEFINE
HARRIS CORP DEL	COM	413875105	2020	40000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	1836	36354	SH	DEFINE
HARTE-HANKS INC	COM	416196103	547	47750	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	11816	182997	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	1485	23000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	177918	2755422	SH	DEFINE
HASBRO INC	COM	418056107	50337	1409200	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	14146	1409000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	55395	2240000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	90	3625	SH	DEFINE
HCP INC	COM	40414L109	165	5200	SH	DEFINE
HCP INC	COM	40414L109	665	20900	SH	DEFINE
HCP INC	COM	40414L109	1237	38900	SH	DEFINE
HCP INC	COM	40414L109	17707	556641	SH	DEFINE
HCP INC	COM	40414L109	43	1346	SH	DEFINE
HCP INC	COM	40414L109	328	10300	SH	DEFINE
HDFC BANK LTD	ADR REPS 3 SHS	40415F101	274	3825	SH	DEFINE
HEADWATERS INC	NOTE 2.875% 6/04	42210PAB8	1693	2120000	PRN	DEFINE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	18	2825	SH	DEFINE
HEALTH MGMT ASSOC INC NEW	CL A	421933102	688	105760	SH	DEFINE
HEALTH NET INC	COM	42222G108	7448	309580	SH	DEFINE
HEALTH NET INC	COM	42222G108	16	680	SH	DEFINE

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HEALTH NET INC	COM	42222G108	274	11380	SH	DEFINE
HEALTH NET INC	COM	42222G108	113	4700	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	8938	587625	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	10214	671543	SH	DEFINE
HEALTHSOUTH CORP	COM NEW	421924309	1735	104339	SH	DEFINE
HEALTHSOUTH CORP	COM NEW	421924309	2719	163500	SH	DEFINE
HEALTHWAYS INC	COM	422245100	636	21500	SH	DEFINE
HEALTHWAYS INC	COM	422245100	2915	98470	SH	DEFINE
HEALTHWAYS INC	COM	422245100	228	7700	SH	DEFINE
HEALTHWAYS INC	COM	422245100	92	3100	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	7455	500000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	18	1181	SH	DEFINE
HEARTLAND PMT SYS INC	COM	42235N108	7927	335900	SH	DEFINE
HECLA MNG CO	COM	422704106	11112	1200000	SH	DEFINE
HEINZ H J CO	COM	423074103	11034	230602	SH	DEFINE
HELICOS BIOSCIENCES CORP	COM	42326R109	3609	767900	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	44834	1076695	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	32786	787359	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	4	103	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	216	3000	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	7245	100600	SH	DEFINE
HERBALIFE LTD	COM USD SHS	G4412G101	845	21809	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	5192	136565	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	411	10800	SH	DEFINE
HERSHEY CO	COM	427866108	392	11950	SH	DEFINE
HERSHEY CO	COM	427866108	8195	250000	SH	DEFINE
HERSHEY CO	COM	427866108	1091	33295	SH	DEFINE
HESS CORP	COM	42809H107	2374	18816	SH	DEFINE
HESS CORP	COM	42809H107	5918	46900	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	3935	89000	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	83327	1884805	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	51118	1156250	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	25038	566332	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	27	610	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	475	10750	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	212	4800	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	572	12932	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	56917	2697490	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	47	1500	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	474	15100	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	914	29100	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	13256	421900	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	141	4500	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	94026	3485014	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	87641	3248382	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	38	1400	SH	DEFINE
HILLENBRAND INC	COM	431571108	72831	3403314	SH	DEFINE
HILLENBRAND INC	COM	431571108	69602	3252432	SH	DEFINE
HILLENBRAND INC	COM	431571108	30	1400	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	2137	60000	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	1149	53500	SH	DEFINE
HOLLY CORP	COM PAR \$0.01	435758305	5649	153000	SH	DEFINE
HOLOGIC INC	COM	436440101	79967	3668204	SH	DEFINE
HOLOGIC INC	COM	436440101	382	17500	SH	DEFINE
HOLOGIC INC	COM	436440101	970	44517	SH	DEFINE
HOME DEPOT INC	COM	437076102	2586	110400	SH	DEFINE
HOME DEPOT INC	COM	437076102	35053	1496700	SH	DEFINE
HOME DEPOT INC	COM	437076102	11314	483087	SH	DEFINE
HOME DEPOT INC	COM	437076102	164	7000	SH	DEFINE
HOME DEPOT INC	COM	437076102	289721	12370650	SH	DEFINE
HOME DEPOT INC	COM	437076102	1556	65425	SH	DEFINE
HOME DEPOT INC	COM	437076102	1998	85304	SH	DEFINE

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HONDA MOTOR LTD	AMERN SHS	438128308	1519	44650	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	3	100	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	27850	553897	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	1132	22508	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	251	5000	SH	DEFINE
HOOKEER FURNITURE CORP	COM	439038100	33958	1960600	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	6171	109200	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	6338	112160	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	469	8300	SH	DEFINE
HOSPIRA INC	COM	441060100	1604	40000	SH	DEFINE
HOSPIRA INC	COM	441060100	896	22329	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	210	8585	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	98	4000	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	152	6200	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	279	11400	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	3963	162000	SH	DEFINE
HOSPITALITY PPTYS TR	COM SH BEN INT	44106M102	44	1800	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	239	17510	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	1431	104800	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	2684	196600	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	39407	2886975	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	39	2835	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	440	32200	SH	DEFINE
HOT TOPIC INC	COM	441339108	12000	2218200	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	5406	271359	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	6070	79137	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	876	11415	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	19469	254337	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	1543	20115	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	230	3000	SH	DEFINE
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	462	16700	SH	DEFINE
HUB GROUP INC	CL A	443320106	4413	129290	SH	DEFINE
HUB GROUP INC	CL A	443320106	355	10400	SH	DEFINE
HUB GROUP INC	CL A	443320106	239	7000	SH	DEFINE
HUBBELL INC	CL B	443510201	767	19245	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	10008	600000	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	795	47683	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	4237	254000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	1812	347700	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	12	2398	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	1554	46700	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	21585	648600	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	4	132	SH	DEFINE
HUNTSMAN CORP	COM	447011107	59047	5179531	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	25975	572900	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	4853	107042	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	340	7500	SH	DEFINE
IAC INTERACTIVECORP	COM NEW	44919P300	5786	300100	SH	DEFINE
IAC INTERACTIVECORP	COM NEW	44919P300	67	3500	SH	DEFINE
ICICI BK LTD	ADR	45104G104	9303	323485	SH	DEFINE
ICICI BK LTD	ADR	45104G104	3443	119699	SH	DEFINE
ICICI BK LTD	ADR	45104G104	7876	265552	SH	DEFINE
ICICI BK LTD	ADR	45104G104	95255	3312080	SH	DEFINE
ICICI BK LTD	ADR	45104G104	51570	1793126	SH	DEFINE
IDACORP INC	COM	451107106	15156	524600	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	5772	121500	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	47510	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	4503	94780	SH	DEFINE
ILLUMINA INC	COM	452327109	1307	15000	SH	DEFINE
ILLUMINA INC	COM	452327109	17	200	SH	DEFINE
IMPERIAL CAP BANCORP INC	COM	452680101	2554	445796	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	859	15607	SH	DEFINE

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IMPERIAL OIL LTD	COM NEW	453038408	51	926	SH	DEFINE
IMS HEALTH INC	COM	449934108	11650	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	1098	47125	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	2278	1451051	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	476	303250	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	37	23700	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	126	80000	SH	DEFINE
INDIA FD INC	COM	454089103	1585	44810	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	24063	2703722	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	11427	1339634	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	328	7550	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	1369	43404	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	4735	150074	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	29456	923685	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	1286	40765	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	189	6000	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	37505	1002000	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	1384	36970	SH	DEFINE
INGERSOLL-RAND COMPANY LTD	CL A	G4776G101	288	7700	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1465	80000	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	40664	800000	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	70	1386	SH	DEFINE
INTEGRYS ENERGY GROUP INC	COM	45822P105	1466	28832	SH	DEFINE
INTEL CORP	COM	458140100	451	21000	SH	DEFINE
INTEL CORP	COM	458140100	1242024	57822350	SH	DEFINE
INTEL CORP	COM	458140100	20836	970000	SH	DEFINE
INTEL CORP	COM	458140100	73573	3425165	SH	DEFINE
INTEL CORP	COM	458140100	183	8500	SH	OTHER
INTEL CORP	COM	458140100	1847	86000	SH	DEFINE
INTEL CORP	COM	458140100	35	1650	SH	DEFINE
INTEL CORP	COM	458140100	2587	121340	SH	DEFINE
INTEL CORP	COM	458140100	178	8300	SH	DEFINE
INTEL CORP	COM	458140100	3595	167376	SH	DEFINE
INTEL CORP	COM	458140100	387	18000	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	3378	3450000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2391	20970	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	182	1600	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	171	1500	SH	DEFINE
INTERMEC INC	COM	458786100	22	1041	SH	DEFINE
INTERMEC INC	COM	458786100	6787	321868	SH	DEFINE
INTERNAP NETWORK SVCS CORP	COM PAR \$.001	45885A300	4571	976688	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	8187	69070	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	19409	163750	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	68747	580000	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	151799	1280680	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	37	310	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	12335	104030	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	213	1800	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1458	12304	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	474	4000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	6793	271919	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	4953	198284	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	3260	130500	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	1037	41500	SH	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	10431	445000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	357	41560	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	1408	163740	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	41600	4837251	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	319	37050	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	184017	21397323	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	4931	573370	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	1968	600000	SH	DEFINE

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INTERVOICE INC NEW	COM	461142101	11898	2086593	SH	DEFINE
INTL PAPER CO	COM	460146103	876	37612	SH	DEFINE
INTL PAPER CO	COM	460146103	387816	16644452	SH	DEFINE
INTL PAPER CO	COM	460146103	13718	588772	SH	DEFINE
INTL PAPER CO	COM	460146103	34	1440	SH	DEFINE
INTL PAPER CO	COM	460146103	176333	7567943	SH	DEFINE
INTUIT	COM	461202103	2262	82050	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	3368	12500	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	269	1000	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	24	90	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	6	21	SH	DEFINE
INVESCO LTD	SHS	G491BT108	4159	173420	SH	DEFINE
INVESCO LTD	SHS	G491BT108	2867	119540	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1718	71650	SH	DEFINE
INVESCO LTD	SHS	G491BT108	7058	294340	SH	DEFINE
INVESCO LTD	(1994 10-K) .					

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- 10.2 Form of Indemnification Agreement entered into between the Registrant and each of Michael Weinstein, Ernest Bogen, Vincent Pascal, Robert Towers, Jay Galin, Robert Stewart, Bruce R. Lewin, Paul Gordon and Donald D. Shack, incorporated by reference to Exhibit 10.2 to the 1994 10-K.
- 10.3 Ark Restaurants Corp. Amended Stock Option Plan, incorporated by reference to Exhibit 10.3 to the 1994 10-K.
- 10.4 Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 2, 1999.
- 10.5 Ark Restaurants Corp. 1996 Stock Option Plan, as amended, incorporated by reference to the Registrant's Definitive Proxy Statement pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. 1) filed on March 16, 2001.
- 10.6 Lease Agreement dated May 17, 1996 between New York-New York Hotel, LLC, and Las Vegas America Corp., incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 3, 1998 (the 1998 10-K).
- 10.7 Lease Agreement dated May 17, 1996 between New York-New York Hotel, LLC, and Las Vegas Festival Food Corp., incorporated by reference to Exhibit 10.7 to the 1998 10-K.
- 10.8 Lease Agreement dated May 17, 1996 between New York-New York Hotel, LLC, and Las Vegas Steakhouse Corp., incorporated by reference to Exhibit 10.8 to the 1998 10-K.
- 10.9 Amendment dated August 21, 2000 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2000 (the 2000 10-K).
- 10.10 Amendment dated November 21, 2000 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.10 to the 2000 10-K.
- 10.11 Amendment dated November 1, 2001 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 29, 2001 (the 2001 10-K).
- 10.12 Amendment dated December 20, 2001 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.11 of the 2001 10-K.
- 10.13 Amendment dated as of April 23, 2002 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.13 of the Second Quarter 2002 Form 10-Q.

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- 10.14 Amendment dated as of January 22, 2002 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.14 of the First Quarter 2003 Form 10-Q.
- 10.15 Ark Restaurants Corp. 2004 Stock Option Plan, as amended, incorporated by reference to the Registrant's Definitive Proxy Statement pursuant to Section 14(a) of the Securities Exchange Act of 1934 filed on January 26, 2004.
- 14 Code of Ethics, incorporated by reference to Exhibit 14.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 27, 2003.
- 16 Letter from Deloitte & Touche LLP regarding change in certifying accountants, incorporated by reference from the exhibit included with our Current Report on Form 8-K filed with the SEC on January 15, 2004 and our Current Report on Form 8-K/A filed with the SEC on January 16, 2004.
- *21 Subsidiaries of the Registrant.
- *23 Consent of J.H. Cohn LLP.
- *31.1 Certification of Chief Executive Officer.
- *31.2 Certification of Chief Financial Officer.
- *32 Section 1350 Certification
- (b) Reports on Form 8-K dated December 18, 2008
on
Form 8-K Report on Form 8-K dated December 22, 2008
Report on Form 8-K dated February 9, 2009
Report on Form 8-K dated May 11, 2009
Report on Form 8-K dated August 7, 2009
Report on Form 8-K dated September 16, 2009
Report on Form 8-K dated December 1, 2009
Report on Form 8-K dated December 9, 2009

* Filed herewith.

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders
Ark Restaurants Corp.

We have audited the accompanying consolidated balance sheets of Ark Restaurants Corp. and Subsidiaries as of October 3, 2009 and September 27, 2008, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the two years in the period ended October 3, 2009. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Ark Restaurants Corp. and Subsidiaries as of October 3, 2009 and September 27, 2008, and their consolidated results of operations and cash flows for each of the two years in the period ended October 3, 2009, in conformity with accounting principles generally accepted in the United States of America.

/s/ J.H. Cohn LLP

Jericho, New York
January 4, 2010

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ARK RESTAURANTS CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In Thousands, Except Per Share Amounts)

	October 3, 2009	September 27, 2008
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 5,452	\$ 2,978
Short-term investments in available-for-sale securities	8,139	9,267
Accounts receivable	2,031	2,862
Related party receivables, net	504	881
Employee receivables	584	281
Current portion of long-term receivables	129	121
Inventories	1,547	1,556
Prepaid expenses and other current assets	428	362
Total current assets	18,814	18,308
LONG-TERM RECEIVABLES, LESS CURRENT PORTION	102	231
FIXED ASSETS - At cost:		
Leasehold improvements	31,655	31,533
Furniture, fixtures and equipment	29,459	28,372
Construction in progress	2,652	44
	63,766	59,949
Less accumulated depreciation and amortization	38,688	35,087
FIXED ASSETS - Net	25,078	24,862
INTANGIBLE ASSETS - Net	45	62
GOODWILL	4,813	4,813
TRADEMARKS	721	721
DEFERRED INCOME TAXES	5,216	4,312
OTHER ASSETS	547	701
TOTAL	\$ 55,336	\$ 54,010
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable - trade	\$ 2,541	\$ 2,834
Accrued expenses and other current liabilities	6,036	5,312
Accrued income taxes	655	823
Dividend payable	3,490	-
Current portion of note payable	209	195
Total current liabilities	12,931	9,164
OPERATING LEASE DEFERRED CREDIT	3,917	3,695
NOTE PAYABLE, LESS CURRENT PORTION	302	510
OTHER LIABILITIES	84	157
TOTAL LIABILITIES	17,234	13,526
NON-CONTROLLING INTERESTS	2,304	2,681

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COMMITMENTS AND CONTINGENCIES - Note 10

SHAREHOLDERS EQUITY:

Common stock, par value \$.01 per share - authorized, 10,000 shares; issued and outstanding of 5,667 and 3,490 shares at October 3, 2009, respectively and 5,667 and 3,532 shares at September 27, 2008, respectively	57	57
Additional paid-in capital	22,501	22,068
Accumulated other comprehensive loss	(29)	(30)
Retained earnings	23,440	25,427
	45,969	47,522
Less stock option receivable	(76)	(124)
Less treasury stock, at cost, of 2,177 and 2,135 shares at October 3, 2009 and September 27, 2008, respectively	(10,095)	(9,595)
Total shareholders equity	35,798	37,803
TOTAL	\$ 55,336	\$ 54,010

See notes to consolidated financial statements.

ARK RESTAURANTS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

(In Thousands, Except Per Share Amounts)

	Year Ended	
	October 3, 2009	September 27, 2008
REVENUES:		
Food and beverage sales	\$ 112,944	\$ 122,934
Other income	2,063	2,456
Total revenues	115,007	125,390
COSTS AND EXPENSES:		
Food and beverage cost of sales	29,420	32,807
Payroll expenses	37,111	38,325
Occupancy expenses	16,649	16,809
Other operating costs and expenses	16,102	15,520
General and administrative expenses	8,834	9,051
Depreciation and amortization	3,619	3,091
Total costs and expenses	111,735	115,603
OPERATING INCOME	3,272	9,787
OTHER (INCOME) EXPENSE:		
Interest expense	43	57
Interest income	(295)	(490)
Other income, net	(559)	(716)
Total other income, net	(811)	(1,149)
Income from continuing operations before provision for income taxes and non-controlling interests	4,083	10,936
Provision for income taxes	1,240	3,676
(Income) loss attributable to non-controlling interests	216	(299)
INCOME FROM CONTINUING OPERATIONS	3,059	6,961
DISCONTINUED OPERATIONS:		
Income from operations of discontinued restaurants	-	26
Provision for income taxes	-	9
INCOME FROM DISCONTINUED OPERATIONS	-	17
NET INCOME	\$ 3,059	\$ 6,978
PER SHARE INFORMATION - BASIC AND DILUTED:		
Income from continuing operations	\$ 0.88	\$ 1.94
Discontinued operations	-	-

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BASIC	\$	0.88	\$	1.94
Income from continuing operations	\$	0.87	\$	1.93
Discontinued operations		-		-
DILUTED	\$	0.87	\$	1.93
WEIGHTED AVERAGE NUMBER OF SHARES - BASIC		3,494		3,594
WEIGHTED AVERAGE NUMBER OF SHARES - DILUTED		3,506		3,608

See notes to consolidated financial statements.

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ARK RESTAURANTS CORP. AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In Thousands)

	Year Ended	
	October 3, 2009	September 27, 2008
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 3,059	\$ 6,978
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred income taxes	(905)	451
Stock-based compensation	433	312
Depreciation and amortization	3,619	3,091
Equity in loss of affiliate	166	127
Loss on disposal of discontinued operations	-	19
Impairment loss on goodwill related to discontinued operations	-	294
Income (loss) attributable to non-controlling interests	(216)	299
Operating lease deferred credit	222	(76)
Changes in operating assets and liabilities:		
Accounts receivable	831	(205)
Related party receivables	377	437
Inventories	9	(146)
Prepaid expenses and other current assets	(66)	270
Other assets	(12)	(512)
Accounts payable - trade	(293)	430
Accrued expenses and other current liabilities	724	(191)
Accrued income taxes	(168)	(312)
Net cash provided by continuing operating activities	7,780	11,266
Net cash provided by (used in) discontinued operating activities	(73)	56
Net cash provided by operating activities	7,707	11,322
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of fixed assets	(3,817)	(8,080)
Proceeds from sale of discontinued operations	-	1,030
Loans and advances made to employees	(518)	(77)
Payments received on employee receivables	215	112
Purchases of investment securities	(10,992)	(14,645)
Proceeds from sales of investment securities	12,121	14,500
Payments received on long-term receivables	121	114
Net cash used in continuing investing activities	(2,870)	(7,046)
Net cash provided by discontinued investing activities	-	153
Net cash used in investing activities	(2,870)	(6,893)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal payments on note payable	(194)	(180)
Dividends paid	(1,556)	(6,331)
Purchase of treasury stock	(500)	(1,209)
Payments received on stock option receivable	48	42
Capital contributions from non-controlling interests	-	2,500

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Distributions to non-controlling interest	(161)	(282)
Net cash used in financing activities	(2,363)	(5,460)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2,474	(1,031)
CASH AND CASH EQUIVALENTS, Beginning of year	2,978	4,009
CASH AND CASH EQUIVALENTS, End of year	\$ 5,452	\$ 2,978
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	\$ 43	\$ 57
Income taxes	\$ 2,295	\$ 3,557
Non-cash investing activity:		
Investment in unconsolidated affiliates	\$ -	\$ 298
Non-cash financing activity:		
Accrued dividends on common stock	\$ 3,490	\$ -

See notes to consolidated financial statements.

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ARK RESTAURANTS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY
YEARS ENDED SEPTEMBER 27, 2008 AND OCTOBER 3, 2009
(In Thousands)

	Common Stock		Additional Paid- In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Stock Option Receivable	Treasury Stock	Total Shareholders Equity
	Shares	Amount						
BALANCE - September 29, 2007	5,667	\$ 57	\$ 21,756	\$ 49	\$ 24,780	\$ (166)	\$ (8,386)	\$ 38,090
Stock-based compensation	-	-	312	-	-	-	-	312
Payment of dividends - \$1.76 per share	-	-	-	-	(6,331)	-	-	(6,331)
Unrealized loss on available-for-sale securities	-	-	-	(79)	-	-	-	(79)
Repayments on stock option receivable	-	-	-	-	-	42	-	42
Purchases of treasury stock	-	-	-	-	-	-	(1,209)	(1,209)
Net income	-	-	-	-	6,978	-	-	6,978
BALANCE - September 27, 2008	5,667	57	22,068	(30)	25,427	(124)	(9,595)	37,803
Stock-based compensation	-	-	433	-	-	-	-	433
Payment of dividends - \$1.44 per share	-	-	-	-	(5,046)	-	-	(5,046)
Unrealized gain on available-for-sale securities	-	-	-	1	-	-	-	1
Repayments on stock option receivable	-	-	-	-	-	48	-	48
Purchases of treasury stock	-	-	-	-	-	-	(500)	(500)
Net income	-	-	-	-	3,059	-	-	3,059
BALANCE - October 3, 2009	5,667	\$ 57	\$ 22,501	\$ (29)	\$ 23,440	\$ (76)	\$ (10,095)	\$ 35,798

See notes to consolidated financial statements.

ARK RESTAURANTS CORP. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Ark Restaurants Corp. and Subsidiaries (the Company) owns and operates 20 restaurants and bars, 30 fast food concepts and catering operations. Seven restaurants are located in New York City, four are located in Washington, D.C., five are located in Las Vegas, Nevada, two are located in Atlantic City, New Jersey, one is located at the Foxwoods Resort Casino in Ledyard, Connecticut and one is located in Boston, Massachusetts. The Las Vegas operations include three restaurants within the New York-New York Hotel & Casino Resort and operation of the hotel's room service, banquet facilities, employee dining room and nine food court concepts; one bar within the Venetian Casino Resort as well as three food court concepts; and one restaurant within the Planet Hollywood Resort and Casino. In Atlantic City, New Jersey, the Company operates a restaurant and a bar in the Resorts Atlantic City Hotel and Casino. The operations at the Foxwoods Resort Casino include one fast food concept and six fast food concepts at the MGM Grand Casino. In Boston, Massachusetts, the Company operates a restaurant in the Faneuil Hall Marketplace. The Florida operations under management include five fast food facilities in Tampa, Florida and seven fast food facilities in Hollywood, Florida, each at a Hard Rock Hotel and Casino.

Basis of Presentation The accompanying consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) and accounting principles generally accepted in the United States of America (GAAP). The Company's reporting currency is the United States dollar.

FASB Accounting Standards Codification The issuance by the FASB of the Accounting Standards Codification^M (the Codification) on July 1, 2009 (effective for interim or annual reporting periods ending after September 15, 2009), changes the way that GAAP is referenced. Beginning on that date, the Codification officially became the single source of authoritative nongovernmental GAAP; however, SEC registrants must also consider rules, regulations, and interpretive guidance issued by the SEC or its staff. The change affects the way the Company refers to GAAP in financial statements and in its accounting policies. All existing standards that were used to create the Codification became superseded. Instead, references to standards consist solely of the number used in the Codification's structural organization.

Subsequent Events In May 2009, the FASB issued ASC Topic 855: Subsequent Events (ASC855), which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. The Company has considered subsequent events for recognition or disclosure through January 4, 2010, the date of this filing, in preparing the consolidated financial statements and notes thereto.

Accounting Period The Company's fiscal year ends on the Saturday nearest September 30. The fiscal year ended October 3, 2009 included 53 weeks and the fiscal year ended September 27, 2008 included 52 weeks.

Use of Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The accounting estimates that require management's most difficult and subjective judgments include allowances for potential bad debts on receivables, inventories, the useful lives and recoverability of its assets, such as property and intangibles, fair values of financial instruments and share-based compensation, the realizable value of its tax assets and other matters. Because of the uncertainty in such estimates, actual results may differ from these estimates.

Principles of Consolidation The consolidated financial statements include the accounts of Ark Restaurants Corp. and all of its wholly owned subsidiaries, partnerships and other entities in which it has a controlling interest. All significant intercompany balances and transactions have been eliminated in consolidation.

Non-Controlling Interests Non-controlling interests represent capital contributions, income and loss attributable to the shareholders of less than wholly-owned and consolidated partnerships.

Fair Value of Financial Instruments The carrying amount of cash and cash equivalents, investments, receivables, accounts payable, and accrued expenses approximate fair value due to the immediate or short-term maturity of these financial instruments. The fair value of notes payable is determined using current applicable rates for similar instruments as of the balance sheet date and approximates the carrying value of such debt.

Reclassifications Certain reclassifications of prior year balances have been made to conform to the current year presentation. In connection with the planned or actual sale or closure of various restaurants, the operations of these businesses have been presented as discontinued operations in the consolidated financial statements. Accordingly, the Company has reclassified its statements of operations and cash flow data for the prior periods presented. These dispositions are discussed below in **Recent Restaurant Dispositions**.

Cash and Cash Equivalents Cash and cash equivalents, which primarily consist of money market funds, are stated at cost, which approximates fair value. For financial statement presentation purposes, the Company considers all highly liquid investments having original maturities of three months or less to be cash equivalents. Outstanding checks in excess of account balances, typically vendor payments, payroll and other contractual obligations disbursed after the last day of a reporting period are reported as a current liability in the accompanying consolidated balance sheets.

Available-For-Sale Securities Available-for-sale securities consist primarily of United States Treasury Bills and Notes, all of which have a high degree of liquidity and are reported at fair value, with unrealized gains and losses recorded in accumulated other comprehensive income. The cost of investments in available-for-sale securities is determined on a specific identification basis. Realized gains or losses and declines in value judged to be other than temporary, if any, are reported in other income, net. The Company evaluates its investments periodically for possible impairment and reviews factors such as the length of time and extent to which fair value has been below cost basis and the Company's ability and intent to hold the investment for a period of time which may be sufficient for anticipated recovery in market value.

Concentrations of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents. The Company reduces credit risk by placing its cash and cash equivalents with major financial institutions with high credit ratings. At times, such amounts may exceed Federally insured limits. As of October 3, 2009, the Company had cash and cash equivalent balances, primarily consisting of cash deposit accounts, which exceeded the Federal Deposit Insurance Corporation limitation for coverage by approximately \$4,500,000.

For the year ended October 3, 2009, the Company made purchases from one vendor that accounted for approximately 16% of total purchases. For the year ended September 27, 2008, the Company made purchases from two vendors that accounted for approximately 22% of total purchases.

Accounts Receivable Accounts receivable is primarily composed of normal business receivables such as credit card receivables that are paid off in a short period of time and amounts due from our managed outlets and hotel

charges, and are recorded when the products or services have been delivered. We review the collectability of our receivables on an ongoing basis, and provide for an allowance when we consider the entity unable to meet its obligation.

Inventories Inventories are stated at the lower of cost (first-in, first-out) or market, and consist of food and beverages, merchandise for sale and other supplies.

Revenue Recognition The Company-owned restaurant sales are composed almost entirely of food and beverage sales. The Company records revenue at the time of the purchase of products by customers.

Management fees, which are included in Revenues - Other Income, are related to the Company's managed restaurants that are not consolidated and are based on either gross restaurant sales or cash flow. The Company recognizes management fee income in the period sales are made or cash flow is generated.

The Company offers customers the opportunity to purchase gift certificates. At the time of purchase by the customer, the Company records a gift certificate liability for the face value of the certificate purchased. The Company recognizes the revenue and reduces the gift certificate liability when the certificate is redeemed. The Company does not reduce its recorded liability for potential non-use of purchased gift cards.

Additionally, the Company presents sales tax on a net basis in its consolidated financial statements.

Fixed Assets Leasehold improvements and furniture, fixtures and equipment are stated at cost. Depreciation of furniture, fixtures and equipment is computed using the straight-line method over the estimated useful lives of the respective assets (three to seven years). Amortization of improvements to leased properties is computed using the straight-line method based upon the initial term of the applicable lease or the estimated useful life of the improvements, whichever is less, and ranges from 5 to 30 years. For leases with renewal periods at the Company's option, if failure to exercise a renewal option imposes an economic penalty to the Company, management may determine at the inception of the lease that renewal is reasonably assured and include the renewal option period in the determination of appropriate estimated useful lives.

The Company includes in construction in progress improvements in restaurants that are under construction. Once the projects have been completed, the Company begins depreciating and amortizing the assets. Start-up costs incurred during the construction period of restaurants, including rental of premises, training and payroll, are expensed as incurred.

Intangible Assets Costs associated with acquiring leases and subleases, principally purchased leasehold rights, have been capitalized and are being amortized on the straight-line method based upon the initial terms of the applicable lease agreements, which range from 9 to 20 years. Covenants not to compete arising from restaurant acquisitions are amortized over the contractual period, typically five years.

Amortization expense for intangible assets was \$17,000 and \$18,000 for fiscal years ended 2009 and 2008, respectively.

Long-lived Assets Long-lived assets, such as property, plant and equipment, and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In the evaluation of the fair value and future benefits of long-lived assets, the Company performs an analysis of the anticipated undiscounted future net cash flows of the related long-lived assets. If the carrying value of the related asset exceeds the undiscounted cash flows, the carrying value is reduced to its fair value. Various factors including estimated future sales growth and estimated profit margins are included in this analysis. Management believes at this time that carrying values and useful lives continue to be appropriate. For the years ended October 3, 2009 and September 27, 2008, no impairment charges were deemed necessary.

Goodwill and Trademarks Goodwill is recorded when the purchase price paid for an acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired. Trademarks, which were acquired in connection with the Durgin Park acquisition, are considered to have an indefinite life and are not being amortized. Goodwill and certain intangible assets are assessed for impairment using fair value measurement techniques. Specifically, goodwill impairment is determined using a two-step process. The first step of the goodwill impairment test is to identify potential impairment by comparing the fair value of the reporting unit (the Company is being treated as one reporting unit) with its net book value (or carrying amount), including goodwill. If the fair value of the reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired and the second step of the impairment test is unnecessary. If the carrying amount of the reporting unit exceeds its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. The second step of the goodwill impairment test compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The implied fair value of goodwill is determined in the same manner as the amount of goodwill recognized in a business combination. That is, the fair value of the reporting unit is allocated to all of the assets and liabilities of that unit (including any unrecognized intangible assets) as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price paid to acquire the reporting unit. The impairment test for other intangible assets consists of a comparison of the fair value of the intangible asset with its carrying value. If the carrying value of the intangible asset exceeds its fair value, an impairment loss is recognized in an amount equal to that excess.

Determining the fair value of the reporting unit under the first step of the goodwill impairment test and determining the fair value of individual assets and liabilities of the reporting unit (including unrecognized intangible assets) under the second step of the goodwill impairment test is judgmental in nature and often involves the use of significant estimates and assumptions. Similarly, estimates and assumptions are used in determining the fair value of other intangible assets. These estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and also the magnitude of any such charge. To assist in the process of determining goodwill impairment, the Company performs internal valuation analyses and considers other market information that is publicly available. Estimates of fair value are primarily determined using discounted cash flows, market comparisons and recent transactions. These approaches use significant estimates and assumptions including projected future cash flows (including timing), a discount rate reflecting the risk inherent in future cash flows, perpetual growth rate, determination of appropriate market comparables and the determination of whether a premium or discount should be applied to comparables. Based on the above policy, no impairment charges were necessary in fiscal 2009 and approximately \$294,000 of goodwill impairment expense was recorded during fiscal year 2008 in connection with restaurant dispositions.

Leases The Company recognizes rent expense on a straight-line basis over the expected lease term, including option periods as described below. Within the provisions of certain leases there are escalations in payments over the base lease term, as well as renewal periods. The effects of the escalations have been reflected in rent expense on a straight-line basis over the expected lease term, which includes option periods when it is deemed to be reasonably assured that the Company would incur an economic penalty for not exercising the option. Percentage rent expense is generally based upon sales levels and is expensed as incurred. Certain leases include both base rent and percentage rent. The Company records rent expense on these leases based upon reasonably assured sales levels. The consolidated financial statements reflect the same lease terms for amortizing leasehold improvements as were used in calculating straight-line rent expense for each restaurant. The judgments of the Company may produce materially different amounts of amortization and rent expense than would be reported if different lease terms were used.

Operating Lease Deferred Credit Several of the Company's operating leases contain predetermined increases in the rentals payable during the term of such leases. For these leases, the aggregate rental expense over the lease term is recognized on a straight-line basis over the lease term. The excess of the expense charged to operations in any year and amounts payable under the leases during that year are recorded as deferred credits that reverse over the lease term.

Occupancy Expenses Occupancy expenses include rent, rent taxes, real estate taxes, insurance and utility costs.

Defined Contribution Plans The Company offers a defined contribution savings plan (the Plan) to all of its full-time employees. Eligible employees may contribute pre-tax amounts to the Plan subject to the Internal Revenue Code limitations. Company contributions to the Plan are at the discretion of the Board of Directors. During the years ended October 3, 2009 and September 27, 2008, the Company did not make any contributions to the Plan.

Income Taxes Income taxes are accounted for under the asset and liability method as prescribed by ASC Topic 740: Income Taxes (ASC 740). Deferred tax assets and liabilities are recognized for future tax consequences attributable to the temporary differences between the financial statement carrying amounts of assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

ASC 740 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return as well as providing guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company adopted the provisions of ASC 740 relating to uncertain tax positions, during the first fiscal quarter of 2008 and it had no impact on our consolidated financial position, results of operation or cash flows, nor did the Company have any related interest or penalties. As a result of the implementation, the Company recognized no material adjustment to the liability for unrecognized income tax benefits that existed as of September 29, 2007. It is the Company's policy to recognize interest and penalties related to uncertain tax positions as a component of income tax expense.

Non-controlling interests relating to the income or loss of consolidated partnerships includes no provision for income taxes as any tax liability related thereto is the responsibility of the individual minority investors.

Income Per Share of Common Stock Basic net income per share is computed in accordance with ASC Topic 260: Earnings Per Share (ASC 260), and is calculated on the basis of the weighted average number of common shares outstanding during each period. Diluted net income per share reflects the additional dilutive effect of potentially dilutive shares (principally those arising from the assumed exercise of stock options).

Share-based Compensation Effective October 2, 2005, the Company adopted ASC Topic 718: Compensation - Stock Compensation (ASC 718) and began expensing the grant-date fair value of employee stock options using the modified prospective transition method. Under the modified prospective transition method, non-cash compensation expense is recognized under the fair value method for the portion of outstanding equity-based awards granted prior to the adoption of ASC 718 for which service has not been rendered, and for any equity-based awards granted or modified after adoption. Accordingly, periods prior to adoption have not been restated. Prior to the adoption of ASC 718, the Company accounted for equity-based compensation using the intrinsic value method. Accordingly, prior to October 2, 2005, no compensation expense had been recognized for employee stock options, as options granted had an exercise price equal to the market value of the underlying common stock on the date of grant. Upon adoption of ASC 718, the Company elected to value employee stock options using the Black-Scholes option valuation method that uses assumptions that relate to the expected volatility of the Company's common stock, the expected dividend yield of our stock, the expected life of the options and the risk free interest rate.

The Company uses the alternative transition method for calculating the tax effects of share-based compensation. The alternative transition method includes a simplified method to establish the beginning balance of the additional paid-in capital pool (APIC pool) related to the effects of employee share-based compensation, which is available to absorb tax deficiencies recognized subsequent to the adoption of ASC 718.

During fiscal 2009, options to purchase 176,600 shares of common stock were granted at an exercise price of \$12.04 per share and are exercisable as to 50% of the shares commencing on the first anniversary of the date of grant and as to an additional 50% commencing on the second anniversary of the date of grant. Such options had an aggregate grant date fair value of approximately \$624,000. The Company did not grant any options during the fiscal year 2008. The Company generally issues new shares upon the exercise of employee stock options.

The fair value of each of the Company's stock options is estimated on the date of grant using a Black-Scholes option-pricing model that uses assumptions that relate to the expected volatility of the Company's common stock, the expected dividend yield of our stock, the expected life of the options and the risk free interest rate. The assumptions used for the 2009 grant include a risk free interest rate of 3.29%, volatility of 42.7%, a dividend yield of 4.27% and an expected life of 5.75 years.

New Accounting Standards Adopted in Fiscal 2009 In September 2006, the FASB ASC Topic 820: Fair Value Measurements and Disclosures (ASC 820), which, among other requirements, defines fair value, establishes a framework for measuring fair value, and expands disclosures about the use of fair value to measure assets and liabilities. ASC 820 prescribes a single definition of fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. For financial instruments and certain nonfinancial assets and liabilities that are recognized or disclosed at fair value on a recurring basis at least annually, ASC 820 is effective beginning the first fiscal year that begins after November 15, 2007, which corresponds to the Company's 2009 fiscal year. For all other nonfinancial assets and liabilities the effective date of ASC 820 has been delayed to the first fiscal year beginning after November 15, 2008, which corresponds to the Company's fiscal year beginning October 4, 2009. The Company adopted ASC 820 effective as of the beginning of fiscal 2009, and its application had no impact on the Company's consolidated financial statements.

In February 2007, the FASB issued ASC Topic 825: Financial Instruments (ASC 825), which allows companies to elect fair-value measurement when an eligible financial asset or financial liability is initially recognized or when an event, such as a business combination, triggers a new basis of accounting for that financial asset or financial liability. The election must be applied to individual contracts, is irrevocable for every contract chosen to be measured at fair value, and must be applied to an entire contract, not to only specified risks, specific cash flows, or portions of that contract. Changes in the fair value of contracts elected to be measured at fair value are recognized in earnings each reporting period. The Company adopted this accounting pronouncement in fiscal 2009 with no effect on the Company's consolidated financial statements as the Company did not use the fair-value measurement election for any eligible financial assets or financial liabilities.

In March 2008, the FASB issued ASC Topic 815: Derivatives and Hedging (ASC 815), which requires enhanced disclosures about an entity's derivative and hedging activities and thereby improves the transparency of financial reporting. The objective of the guidance is to provide users of financial statements with an enhanced understanding of how and why an entity uses derivative instruments; how derivative instruments and related hedged items are accounted for; and how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. The Company adopted this accounting pronouncement in fiscal 2009 and its application had no impact on the Company's consolidated financial statements.

In April 2009 the FASB issued a staff position (FSP) requiring disclosures about fair value in interim financial statements as well as in annual financial statements. This FSP applies to all financial instruments within the scope of ASC Topic 825: Financial Instruments (ASC 825) and requires all entities to disclose the methods and significant assumptions used to estimate the fair value of financial instruments. The related provisions of ASC 825 are effective for interim and annual periods ending after June 15, 2009 and do not require comparative disclosure for earlier periods presented upon initial adoption. The Company adopted this guidance during the third fiscal quarter of 2009, and its application had no impact on the Company's consolidated financial statements.

In June 2009, the FASB issued ASC Topic 855: Subsequent Events (ASC 855) which incorporates the subsequent events guidance contained in the auditing standards literature into authoritative accounting literature. It also requires entities to disclose the date through which they have evaluated subsequent events and whether the date corresponds with the release of their financial statements. ASC 855 is effective for all interim and annual

periods ending after June 15, 2009. The Company adopted this accounting pronouncement in the third quarter of fiscal 2009 (see Note 1 - *Subsequent Events*).

New Accounting Standards Not Yet Adopted In December 2007, the FASB issued ASC Topic 805: Business Combinations (ASC 805), which establishes principles and requirements for the reporting entity in a business combination, including recognition and measurement in the financial statements of the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree. This statement also establishes disclosure requirements to enable financial statement users to evaluate the nature and financial effects of the business combination. ASC 805 applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. ASC 805 will become effective for our fiscal year beginning October 4, 2009.

In December 2007, the FASB issued ASC Topic 810: Consolidation (ASC 810), to establish accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. This standard defines a non-controlling interest, previously referred to as minority interest, as the portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. ASC 810 requires, among other items, that a non-controlling interest be included in the consolidated balance sheet within equity separate from the parent's equity; consolidated net income to be reported at amounts inclusive of both the parent's and non-controlling interest's shares and, separately, the amounts of consolidated net income attributable to the parent and non-controlling interest all on the consolidated statement of income; and if a subsidiary is deconsolidated, any retained non-controlling equity investment in the former subsidiary be measured at fair value and a gain or loss be recognized in net income based on such fair value. ASC 810 is effective for fiscal years beginning after December 15, 2008, which corresponds to the Company's fiscal year beginning October 4, 2009. The Company is currently evaluating the potential impact of adopting ASC 810 on its consolidated financial statements.

In April 2008, the FASB issued a staff position (FSP) that amends the list of factors an entity should consider in developing renewal or extension assumptions in determining the useful life of recognized intangible assets under ASC 350. The new guidance applies to (1) intangible assets that are acquired individually or with a group of other assets and (2) intangible assets acquired in both business combinations and asset acquisitions. Under this FSP, entities estimating the useful life of a recognized intangible asset must consider their historical experience in renewing or extending similar arrangements or, in the absence of historical experience, must consider assumptions that market participants would use about renewal or extension. This FSP is effective for fiscal years beginning after December 15, 2008, which corresponds to the Company's fiscal year beginning October 4, 2009. The Company is currently evaluating the impact that the adoption of this FSP may have on its consolidated financial statements and related disclosures.

In June 2009, the FASB issued a new accounting pronouncement, SFAS No. 166, *Accounting for Transfers of Financial Assets* an amendment of FASB Statement No. 140 (to be included in ASC Topic 860: Transfers and Servicing, when codified), regarding transfers of financial assets which improves the relevance, representational faithfulness and comparability of the information that a reporting entity provides in its financial reports, including the effects of the transfer on an entity's financial position, financial performance and cash flows and the transferor's continuing involvement in transferred financial assets. This pronouncement is effective for the Company's fiscal year beginning October 3, 2010. The Company is currently evaluating the impact that the adoption of this pronouncement may have on its consolidated financial statements and related disclosures.

In June 2009, the FASB issued a new accounting pronouncement, SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)* (to be included in ASC Topic 810: Consolidation, when codified), which amends the consolidation guidance applicable to variable interest entities and is effective as of the beginning of the first annual reporting period that begins after November 15, 2009, which corresponds to the Company's fiscal year beginning October 3, 2010. The Company is currently evaluating the impact that the adoption of this pronouncement may have on its consolidated financial statements and related disclosures.

2. RECENT RESTAURANT EXPANSION

In 2006, the Company entered into an agreement to lease space for a Mexican restaurant, *Yolos*, at the Planet Hollywood Resort and Casino (formerly known as the Aladdin Resort and Casino) in Las Vegas, Nevada. The obligation to pay rent for *Yolos* commenced when the restaurant opened for business in January 2008.

In June 2007, the Company entered into an agreement to design and lease a food court at the MGM Grand Casino at the Foxwoods Resort Casino which commenced operations during the third fiscal quarter of 2008. A limited liability company has been established to develop, construct, operate and manage the food court. The Company, through a wholly-owned subsidiary, is the managing member of this limited liability company and has an aggregate ownership interest in the food court operations of 67%. Such operations have been consolidated as of and for the fiscal year ended September 27, 2008.

In June 2008, the Company signed two successive one-year agreements to use certain deck space adjacent to the *Sequoia* location in New York City as a Café.

In June 2008, the Company entered into an agreement to design and lease a restaurant at The Museum of Arts & Design at Columbus Circle in New York City. The initial term of the lease for this facility will expire on December 31 sixteen years after the date the restaurant first opens for business to the public following its current refurbishment and will have two five-year renewals. This restaurant opened during the first quarter of fiscal 2010.

3. RECENT RESTAURANT DISPOSITIONS

During the first fiscal quarter of 2008, the Company discontinued the operation of our Columbus Bakery retail and wholesale bakery located in New York City. Columbus Bakery was originally intended to serve as the bakery that would provide all of our New York restaurants with baked goods as well as being a retail bakery operation. As a result of the sale and closure of several of our restaurants in New York City during the last several years, this bakery operation was no longer profitable. During the second fiscal quarter of 2008, the Company opened, along with certain third party investors, a new concept at this location called *Pinch & S Mac* which features pizza and macaroni and cheese. We contributed Columbus Bakery's net fixed assets and cash into this venture and received an ownership interest of 37.5%. These operations are not consolidated in the Company's consolidated financial statements.

Effective June 30, 2008, the lease for the Company's *Stage Deli* facility at the Forum Shops in Las Vegas, Nevada expired. The landlord for this facility offered to renew the lease at this location prior to its expiration at a significantly increased rent. The Company determined that it would not be able to operate this facility profitably at this location at the rent offered in the landlord's renewal proposal. As a result, the Company discontinued these operations during the third fiscal quarter of 2008 and took a charge for the impairment of goodwill of \$294,000 and recorded a loss on disposal of \$19,000. The impairment charge and disposal loss are included in discontinued operations. Operations for the fiscal year ended September 27, 2008 have been reclassified as discontinued operations.

The Company accounts for its closed restaurants in accordance with the provisions of ASC Topic 205: Discontinued Operations (ASC 205). Therefore, when the Company makes a decision to close a restaurant, the restaurant's operations are eliminated from the ongoing operations. Accordingly, the operations of such restaurants, net of applicable income taxes, are presented as discontinued operations and prior period operations of such restaurants, net of applicable income taxes, are reclassified. Discontinued operations consist of the following:

	Year Ended	
	October 3, 2009	September 27, 2008
	(In thousands)	
Revenues	\$	\$3,100
Income before income taxes	\$	\$ 26
Income from discontinued restaurants, net of taxes	\$	\$ 17

4. INVESTMENT SECURITIES

Effective September 28 2008, the Company adopted ASC 820 for assets and liabilities measured at fair value on a recurring basis. ASC 820 accomplishes the following key objectives:

Defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date;

Establishes a three-level hierarchy (Valuation Hierarchy) for fair value measurements;

Requires consideration of the Company's creditworthiness when valuing liabilities; and

Expands disclosures about instruments measured at fair value.

The Valuation Hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the Valuation Hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of the Valuation Hierarchy and the distribution of the Company's financial assets within it are as follows:

Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following available-for-sale securities are re-measured to fair value on a recurring basis and are valued at October 3, 2009, using Level 1 inputs and the market approach as defined by ASC 820:

	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
(In thousands)				
At October 3, 2009				
Available-for-sale short-term:				
Government debt securities	\$ 8,168	\$ -	\$ (29)	\$ 8,139
	\$ 8,168	\$ -	\$ (29)	\$ 8,139

	Amortized Cost	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
(In thousands)				
At September 27, 2008				
Available-for-sale short-term:				
Government debt securities	\$ 8,897	\$ -	\$ (30)	\$ 8,867
Corporate debt securities	400	-	-	400
	\$ 9,297	\$ -	\$ (30)	\$ 9,267

At October 3, 2009, all of the Company's government debt securities mature within fiscal year 2010.

5. LONG-TERM RECEIVABLES

In March 2005, the Company sold a restaurant for \$1,300,000. Cash of \$600,000 was included on the sale. Of the \$600,000 cash, \$200,000 was paid to the Company as a fee to manage the restaurant for four months prior to closure and the balance was paid directly to the landlord. The remaining \$700,000 was received in the form of a note receivable, at an interest rate of 6%, in installments through June 2011. As of October 3, 2009, the Company was due \$231,000, of this \$102,000 was long-term and \$129,000 was current.

The carrying value of the Company's long-term receivables approximates their current aggregate fair value.

6. INTANGIBLE ASSETS

Intangible assets consist of the following:

October 3, 2009	September 27, 2008
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(In thousands)

Purchased leasehold rights (a)	\$ 2,343	\$ 2,343
Noncompete agreements and other	322	322
	2,665	2,665
Less accumulated amortization	2,620	2,603
Total intangible assets	\$ 45	\$ 62

(a) Purchased leasehold rights arise from acquiring leases and subleases of various restaurants.

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7. GOODWILL AND TRADEMARKS

Goodwill is the excess of cost over fair market value of tangible and intangible net assets acquired. Goodwill is not presently amortized but tested for impairment annually or when the facts or circumstances indicate a possible impairment of goodwill as a result of a continual decline in performance or as a result of fundamental changes in a market. Trademarks, which have indefinite lives, are not currently amortized and are tested for impairment annually or when facts or circumstances indicate a possible impairment as a result of a continual decline in performance or as a result of fundamental changes in a market. The changes in the carrying amount of goodwill and trademarks for the years ended October 3, 2009 and September 28, 2008 are as follows (in thousands):

	Goodwill	Trademarks	Total
Balance as of September 29, 2007	\$ 5,107	\$ 721	\$ 5,828
Acquired during the year	-	-	-
Impairment losses	(294)	-	(294)
Balance as of September 27, 2008	4,813	721	5,534
Acquired during the year	-	-	-
Impairment losses	-	-	-
Balance as of October 3, 2009	\$ 4,813	\$ 721	\$ 5,534

8. OTHER ASSETS

Other assets consist of the following:

	October 3, 2009	September 27, 2008
	(In thousands)	
Deposits and other	\$ 416	\$ 403
Investments in unconsolidated affiliates (a)	131	298
	\$ 547	\$ 701

- (a) During the second fiscal quarter of 2008, we opened, along with certain third party investors, a new concept at our former Columbus Bakery location called Pinch & S Mac which features pizza and macaroni and cheese. We contributed Columbus Bakery's net fixed assets and cash into this venture and received an ownership interest of 37.5%. These operations are not consolidated in the Company's consolidated financial statements. Included in Other income, net for fiscal 2009 and 2008 are losses of approximately \$166,000 and \$127,000, respectively, related to this affiliate.

9. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consist of the following:

	October 3, 2009	September 27, 2008
	(In thousands)	
Sales tax payable	\$ 808	\$ 766
Accrued wages and payroll related costs	1,495	1,623
Customer advance deposits	1,269	1,586
Accrued and other liabilities	2,464	1,337
	\$ 6,036	\$ 5,312

10. COMMITMENTS AND CONTINGENCIES

Leases The Company leases its restaurants, bar facilities, and administrative headquarters through its subsidiaries under terms expiring at various dates through 2032. Most of the leases provide for the payment of base rents plus real estate taxes, insurance and other expenses and, in certain instances, for the payment of a percentage of the restaurants' sales in excess of stipulated amounts at such facility.

As of October 3, 2009, future minimum lease payments under noncancelable leases are as follows:

Fiscal Year	Amount
	(In thousands)
2010	\$ 7,347
2011	7,283
2012	6,515
2013	6,344
2014	5,771
Thereafter	22,352
Total minimum payments	\$ 55,612

In connection with certain of the leases included in the table above, the Company obtained and delivered irrevocable letters of credit in the aggregate amount of \$1,042,000 as security deposits under such leases.

Rent expense was approximately \$12,927,000 and \$13,235,000 during the fiscal years ended October 3, 2009 and September 27, 2008, respectively. Contingent rentals, included in rent expense, were approximately \$3,956,000 and \$4,931,000 for the fiscal years ended October 3, 2009 and September 27, 2008, respectively.

Legal Proceedings In the ordinary course of its business, the Company is a party to various lawsuits arising from accidents at its restaurants and worker's compensation claims, which are generally handled by the Company's insurance carriers. The employment by the Company of management personnel, waiters, waitresses and kitchen staff at a number of different restaurants has resulted in the institution, from time to time, of litigation alleging violation by the Company of employment discrimination laws. Included in Accrued Expenses and Other Current Liabilities is approximately \$600,000 related to the settlement of various claims against the Company.

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11. COMMON STOCK REPURCHASE PLAN

On March 25, 2008, the Board of Directors authorized a stock repurchase program under which up to 500,000 shares of the Company's common stock may be acquired in the open market over the two years following such authorization at the Company's discretion.

During the years ended October 3, 2009 and September 27, 2008, the Company purchased an aggregate of 42,000 and 64,954 shares at an average purchase price of \$11.90 and \$18.61, respectively in the open market pursuant to the stock repurchase program.

12. STOCK OPTIONS

The Company has options outstanding under two stock option plans, the 1996 Stock Option Plan (the 1996 Plan) and the 2004 Stock Option Plan (the 2004 Plan). In 2004 the Company terminated the 1996 Plan. This action terminated the 257,000 authorized but unissued options under the 1996 Plan but it did not affect any of the options previously issued under the 1996 Plan.

Options granted under the 1996 Plan are exercisable at prices at least equal to the fair market value of such stock on the dates the options were granted. The options expire five years after the date of grant and are generally exercisable as to 25% of the shares commencing on the first anniversary of the date of grant and as to an additional 25% commencing on each of the second, third and fourth anniversaries of the grant date.

The 2004 Stock Option Plan, which was approved by shareholders, is the Company's only equity compensation plan currently in effect. Under the 2004 Stock Option Plan, 450,000 options were authorized for future grant. Options granted under the 2004 Plan are exercisable at prices at least equal to the fair market value of such stock on the dates the options were granted. The options expire ten years after the date of grant. During fiscal 2005, options to purchase 194,000 shares of common stock were granted and are exercisable as to 50% of the shares commencing on the first anniversary of the date of grant and as to an additional 50% commencing on the second anniversary of the date of grant. During fiscal 2007, options to purchase 105,000 shares of common stock were granted and are exercisable as to 25% of the shares commencing on the first anniversary of the date of grant and as to an additional 25% commencing on each of the second, third and fourth anniversaries of the grant date. During fiscal 2009, options to purchase 176,600 shares of common stock were granted and are exercisable as to 50% of the shares commencing on the first anniversary of the date of grant and as to an additional 50% commencing on the second anniversary of the date of grant. The following table summarizes stock option activity under all plans:

	2009			2008		
	Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value (in thousands)	Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value (in thousands)
Outstanding, beginning of year	271,500	\$ 30.59		271,500	\$ 30.59	
Options:						
Granted	176,600	\$ 12.04		-	-	
Exercised	-	-		-	-	
Canceled or expired	(26,000)	\$ 30.09		-	-	
Outstanding, end of year (a)	422,100	\$ 22.86	\$ -	271,500	\$ 30.59	\$ -
Options exercisable (a)	245,500	\$ 30.61	\$ -	219,000	\$ 30.21	\$ -
Weighted average remaining contractual life - outstanding	7.5 Years			7.0 Years		
Shares available for future grant	400			151,000		

(a) Options become exercisable at various times expiring through 2016.

The following table summarizes information about stock options outstanding as of October 3, 2009 (shares in thousands):

Range of Exercise Prices	Options Outstanding			Options Exercisable		
	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining contractual life (in years)	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining contractual life (in years)
\$12.04	176,600	\$ 12.04	9.6	-	\$ -	-
\$26.60	145,500	\$ 26.60	7.2	145,500	\$ 26.60	7.2
\$32.15	100,000	\$ 32.15	5.2	100,000	\$ 32.15	5.2
	422,100	\$ 22.86	7.5	245,500	\$ 30.61	6.0

Compensation cost charged to operations for the fiscal years ended 2009 and 2008 for share-based compensation programs was approximately \$433,000 and \$312,000, before tax benefits of approximately \$132,000 and \$108,000, respectively. The compensation cost recognized is classified as a general and administrative expense in the consolidated statements of operations.

As of October 3, 2009, there was approximately \$725,000 of unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a period of approximately two years.

13. MANAGEMENT FEE INCOME

The Company provides management services to two fast food courts and one fast food unit it does not consolidate. In accordance with the contractual arrangements, the Company earns management fees based on gross sales or cash flow as defined by the agreements. Management fee income, included in Revenues - Other Income, relating to these services was approximately \$1,952,000 and \$2,368,000 for the years ended October 3, 2009 and September 27, 2008, respectively. Such amount for the year ended October 3, 2009 included approximately \$758,000 for management fees and \$1,194,000 for profit distributions. Such amount for the year ended September 27, 2008 included approximately \$968,000 for management fees and \$1,400,000 for profit distributions.

Receivables from managed restaurants, included in Related Party Receivables, were approximately \$344,000 and \$881,000 at October 3, 2009 and September 27, 2008, respectively. Such amount at October 3, 2009 included approximately \$140,000 for management fees and \$204,000 for expense advances. Such amount at September 27, 2008 included approximately \$881,000 for expense advances.

Managed restaurants had sales of approximately \$17,815,000 and \$16,068,000 during the management periods within the years ended October 3, 2009 and September 27, 2008, which are not included in consolidated net sales of the Company.

14. INCOME TAXES

The provision for income taxes attributable to continuing and discontinued operations consists of the following:

	Year Ended	
	October 3, 2009	September 27, 2008
	(In thousands)	
Current provision:		
Federal	\$ 1,602	\$ 2,648
State and local	543	586
	2,145	3,234
Deferred provision (benefit):		
Federal	(818)	301
State and local	(87)	150
	(905)	451
	\$ 1,240	\$ 3,685

The effective tax rate differs from the U.S. income tax rate as follows:

	Years Ended	
	October 3, 2009	September 27, 2008
	(In thousands)	
Provision at Federal statutory rate (34% in 2009 and 35% in 2008)	\$ 1,388	\$ 3,837
State and local income taxes net of tax benefits	256	575
Tax credits	(436)	(541)
State and local net operating loss carryforward allowance adjustment	(13)	1
Income (loss) attributable to non-controlling interests	73	(105)
Other	(28)	(82)

\$ 1,240 \$ 3,685

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Deferred income taxes reflect the net effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting and tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

	October 3, 2009	September 27, 2008
	(In thousands)	
Long-term deferred tax assets (liabilities):		
Operating loss carryforwards	\$ 2,088	\$ 2,088
Operating lease deferred credits	1,374	1,420
Depreciation and amortization	748	301
Deferred compensation	852	753
Partnership investments	299	-
Pension withdrawal liability	32	61
Other	91	91
Total long-term deferred tax assets	5,484	4,714
Valuation allowance	(240)	(253)
Net long-term deferred tax assets	5,244	4,461
Deferred gains	(28)	(60)
Partnership investments	-	(89)
Total long-term deferred tax liabilities	(28)	(149)
Total net deferred tax assets	\$ 5,216	\$ 4,312

In assessing the realizability of deferred tax assets, Management considers whether it is more likely than not that the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. The deferred tax valuation allowance of \$240,000 and 253,000 as of October 3, 2009 and September 27, 2008, respectively, was attributable to state and local net operating loss carryforwards.

As of October 3, 2009, the Company has approximately of \$21,350,000 of state and local net operating loss carryforwards which expire at various times beginning in the year 2015 through 2028.

A reconciliation of the beginning and ending amount of unrecognized tax benefits as prescribed by ASC 740, excluding interest and penalties, is as follows:

	October 3, 2009	September 27, 2008
	(In thousands)	
Balance at beginning of year	\$ 292	\$ 315
Additions based on tax positions taken in current and prior years	70	-
Reductions due to settlements with taxing authorities	(153)	(23)
Reductions as a result of a lapse of the statute of limitations	-	-

Balance at end of year	\$	209	\$	292
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The entire amount of unrecognized tax benefits if recognized would reduce our annual effective tax rate. As of October 3, 2009 and September 27, 2008, the Company accrued approximately \$43,000 and \$60,000 of interest and penalties, respectively. The Company does not expect its unrecognized tax benefits to change significantly over the next 12 months. Inherent uncertainties exist in estimates of tax contingencies due to changes in tax law, both legislated and concluded through the various jurisdictions' tax court systems.

The Company files in the U.S. and various state and local income tax returns in jurisdictions with varying statutes of limitations. The 2005 through 2008 tax years generally remain subject to examination by Federal and most state and local tax authorities. An audit of the Company's tax return for the fiscal year ended September 30, 2006 was completed by the Internal Revenue Service during fiscal 2009 without a material adjustment to the Company's financial position or results of operations.

15. OTHER INCOME

Other income consists of the following:

	Year Ended	
	October 3, 2009	September 27, 2008
	(In thousands)	
Purchase service fees	\$ 92	\$ 74
Equity in loss of an unconsolidated affiliate	(166)	(127)
Other	633	769
	\$ 559	\$ 716

16. INCOME PER SHARE OF COMMON STOCK

A reconciliation of the numerators and denominators of the basic and diluted per share computations for the fiscal years ended October 3, 2009 and September 27, 2008 follows:

	Net Income (Numerator)	Shares (Denominator)	Per-Share Amount
(In thousands, except per share amounts)			
Year ended October 3, 2009			
Basic EPS	\$ 3,059	3,494	\$ 0.88
Stock options	-	12	(0.01)
Diluted EPS	\$ 3,059	3,506	\$ 0.87
Year ended September 27, 2008			
Basic EPS	\$ 6,978	3,594	\$ 1.94
Stock options	-	14	(0.01)

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Diluted EPS	\$	6,978	3,608	\$	1.93
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Options to purchase 166,500 and 105,000 shares of common stock at exercises prices of \$29.60 and \$32.15 per share, respectively, were outstanding during the year ended September 27, 2008 but were not included in the computation of diluted EPS because the options exercise price was greater than the average market price of the

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common shares. Options to purchase 145,500 and 100,000 shares of common stock at exercise prices of \$29.60 and \$32.15 per share, respectively, were outstanding during the year ended October 3, 2009 but were not included in the computation of diluted EPS because the options' exercise price was greater than the average market price of the common shares.

17. STOCK OPTION RECEIVABLES

Stock option receivables include amounts due from an officer totaling \$76,000 and 124,000 at October 3, 2009 and September 27, 2008, respectively. Such amounts which are due from the exercise of stock options in accordance with the Company's Stock Option Plan are payable on demand with interest (3.25% at October 3, 2009 and 5.0% at September 27, 2008).

18. RELATED PARTY TRANSACTIONS

During the quarter ended October 3, 2009, the Company made advances against salary to its Chief Executive Officer (the "CEO") totaling approximately \$298,000 (of which approximately \$252,000 remained outstanding at October 3, 2009 and is included in Employee Receivables). In addition, the Company also loaned \$160,000 to the CEO's former wife (which is included in Related Party Receivables at October 3, 2009). The CEO believed the advances and loan were permissible after he consulted with the Company's General Counsel. In the latter part of November 2009, the Company reviewed these matters with its auditors and informed members of its Compensation and Audit Committees and outside counsel and concluded that the advances and loan may be deemed extensions of credit and violative of the Sarbanes-Oxley Act. The CEO immediately repaid the remaining balance on the advances with interest at 6%. The loan to his former wife was repaid in October before the review had begun.

Receivables due from officers (other than from the CEO), excluding stock option receivables, totaled \$37,000 at October 3, 2009 and September 27, 2008. Other employee loans totaled approximately \$295,000 and \$244,000 at October 3, 2009 and September 27, 2008, respectively. Such loans bear interest at the minimum statutory rate (0.83% at October 3, 2009 and 2.36% at September 27, 2008).

19. SUBSEQUENT EVENTS

On December 1, 2009, the Board of Directors declared a quarterly dividend of \$0.25 per share on the Company's common stock to be paid on January 4, 2010 to shareholders of record at the close of business on December 15, 2009.

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Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ARK RESTAURANTS CORP.

By: /s/Michael Weinstein

Michael Weinstein

Chairman of the Board and Chief Executive Officer

Date: January 4, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been duly signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/Michael Weinstein (Michael Weinstein)	Chairman of the Board and Chief Executive Officer	January 4, 2010
/s/Vincent Pascal (Vincent Pascal)	Senior Vice President and Director	January 4, 2010
/s/Robert Towers (Robert Towers)	President, Treasurer, Chief Operating Officer and Director	January 4, 2010
/s/Robert Stewart (Robert Stewart)	Chief Financial Officer	January 4, 2010
/s/Marcia Allen (Marcia Allen)	Director	January 4, 2010
/s/Steven Shulman (Steven Shulman)	Director	January 4, 2010
/s/Paul Gordon (Paul Gordon)	Senior Vice President and Director	January 4, 2010
/s/Bruce R. Lewin (Bruce R. Lewin)	Director	January 4, 2010
/s/Arthur Stainman	Director	January 4, 2010

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(Arthur Stainman)

/s/ Stephen Novick

Director

January 4, 2010

(Stephen Novick)

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Exhibits Index

- 3.1 Certificate of Incorporation of the Registrant, filed with the Secretary of State of the State of New York on January 4, 1983.
 - 3.2 Certificate of Amendment of the Certificate of Incorporation of the Registrant filed with the Secretary of State of the State of New York on October 11, 1985.
 - 3.3 Certificate of Amendment of the Certificate of Incorporation of the Registrant filed with the Secretary of State of the State of New York on July 21, 1988.
 - 3.4 Certificate of Amendment of the Certificate of Incorporation of the Registrant filed with the Secretary of State of the State of New York on May 13, 1997.
 - 3.5 Certificate of Amendment of the Certificate of Incorporation of the Registrant filed on April 24, 2002 incorporated by reference to Exhibit 3.5 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 30, 2002 (the Second Quarter 2002 Form 10-Q).
 - 3.6 By-Laws of the Registrant, incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-18 filed with the Securities and Exchange Commission on October 17, 1985.
 - 10.1 Amended and Restated Redemption Agreement dated June 29, 1993 between the Registrant and Michael Weinstein, incorporated by reference to Exhibit 10.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 2, 1999 (1994 10-K).
 - 10.2 Form of Indemnification Agreement entered into between the Registrant and each of Michael Weinstein, Ernest Bogen, Vincent Pascal, Robert Towers, Jay Galin, Robert Stewart, Bruce R. Lewin, Paul Gordon and Donald D. Shack, incorporated by reference to Exhibit 10.2 to the 1994 10-K.
 - 10.3 Ark Restaurants Corp. Amended Stock Option Plan, incorporated by reference to Exhibit 10.3 to the 1994 10-K.
 - 10.4 Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 2, 1999.
 - 10.5 Ark Restaurants Corp. 1996 Stock Option Plan, as amended, incorporated by reference to the Registrant's Definitive Proxy Statement pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. 1) filed on March 16, 2001.
 - 10.6 Lease Agreement dated May 17, 1996 between New York-New York Hotel, LLC, and Las Vegas America Corp., incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the fiscal year ended October 3, 1998 (the 1998 10-K).
 - 10.7 Lease Agreement dated May 17, 1996 between New York-New York Hotel, LLC, and Las Vegas Festival Food Corp., incorporated by reference to Exhibit 10.7 to the 1998 10-K.
 - 10.8 Lease Agreement dated May 17, 1996 between New York-New York Hotel, LLC, and Las Vegas Steakhouse Corp., incorporated by reference to Exhibit 10.8 to the 1998 10-K.
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- 10.9 Amendment dated August 21, 2000 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.9 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2000 (the 2000 10-K).
- 10.10 Amendment dated November 21, 2000 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.10 to the 2000 10-K.
- 10.11 Amendment dated November 1, 2001 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.11 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 29, 2001 (the 2001 10-K).
- 10.12 Amendment dated December 20, 2001 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.11 of the 2001 10-K.
- 10.13 Amendment dated as of April 23, 2002 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.13 of the Second Quarter 2002 Form 10-Q.
- 10.14 Amendment dated as of January 22, 2002 to the Fourth Amended and Restated Credit Agreement dated as of December 27, 1999 between we and Bank Leumi USA, incorporated by reference to Exhibit 10.14 of the First Quarter 2003 Form 10-Q.
- 10.15 Ark Restaurants Corp. 2004 Stock Option Plan, as amended, incorporated by reference to the Registrant's Definitive Proxy Statement pursuant to Section 14(a) of the Securities Exchange Act of 1934 filed on January 26, 2004.
- 14 Code of Ethics, incorporated by reference to Exhibit 14.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 27, 2003.
- 16 Letter from Deloitte & Touche LLP regarding change in certifying accountants, incorporated by reference from the exhibit included with our Current Report on Form 8-K filed with the SEC on January 15, 2004 and our Current Report on Form 8-K/A filed with the SEC on January 16, 2004.
- *21 Subsidiaries of the Registrant.
- *23 Consent of J.H. Cohn LLP.
- *31.1 Certification of Chief Executive Officer.
- *31.2 Certification of Chief Financial Officer.
- *32 Section 1350 Certification.

* Filed herewith.
