

FRANKLIN RESOURCES INC

Form 4

December 17, 2004

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON CHARLES B

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 944031906

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chairman of the Board

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.10	11/29/2004		G		3,500	D	\$ 0
							37,316,552
Common Stock, par value \$.10	11/29/2004		G		500	D	\$ 0
							37,316,052
Common Stock, par value \$.10	11/29/2004		G		600	D	\$ 0
							37,315,452

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Common Stock, par value \$.10	11/29/2004	G	600	D	\$ 0	37,314,852	D	
Common Stock, par value \$.10	11/29/2004	G	500	D	\$ 0	37,314,352	D	
Common Stock, par value \$.10	11/29/2004	G	17,000	D	\$ 0	37,297,352	D	
Common Stock, par value \$.10	11/29/2004	G	17,000	D	\$ 0	37,280,352	D	
Common Stock, par value \$.10	11/29/2004	G	35,000	D	\$ 0	37,245,352	D	
Common Stock, par value \$.10	12/15/2004	M	23,000	A	\$ 33.25	37,268,352	D	
Common Stock, par value \$.10	12/15/2004	S	23,000	D	\$ 68.07	37,245,352	D	
Common Stock, par value \$.10	12/15/2004	S	100,000	D	\$ 68.07	37,145,352	D	
Common Stock, par value \$.10						3,563,675	I	By IRA
Common Stock, par value \$.10						7,016.95 ⁽¹⁾	I	By Profit Sharing Plan
Common Stock, par value \$.10						3,000,000 ⁽²⁾	I	By Shares Held By Ltd Partnership

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)					
Employee Stock Option (Right to Buy)	\$ 33.25	12/15/2004	M		23,000			09/30/2003	12/31/2004	Common Stock, par value \$.10	23,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON CHARLES B C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 944031906	X	X	Chairman of the Board	

Signatures

/s/ JOHNSON,
CHARLES B. 12/17/2004

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares represent a pro-rata number of shares equivalent to Mr. Johnson's percentage of ownership of the holdings of the Franklin Resources, Inc. Profit Sharing Plan as of September 30, 2004. Mr. Johnson disclaims beneficial ownership of such shares.

(2) Shares are owned indirectly by a limited partnership in which Mr. Johnson is a limited partner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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