Glazer Louis Form 3 December 27, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement FRANKLIN CAPITAL CORP [FKL] Glazer Louis (Month/Day/Year) 10/22/2004 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O FRANKLIN CAPITAL (Check all applicable) CORPORATION, Â 100 WILSHIRE BLVD., 15TH FL., 10% Owner _X_ Director STE. 1500 Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person **SANTA** Form filed by More than One MONICA. CAÂ 90401 Reporting Person (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (Instr. 5) Â D Common Stock, par value \$1.00 per share 2,200 By virtue of ownership interests Common Stock, par value \$1.00 per share 27,757 Ι in various private investment funds Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

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

information contained in this form are not required to respond unless the form displays a

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1. Title of Derivative Security (Instr. 4)	2. Date Exer Expiration D (Month/Day/Year) Date Exercisable	ate	3. Title and A Securities Un Derivative Se (Instr. 4)	derlying	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Series A Convertible Pref. Stock, par value \$1.00 per share	(1)	(2)	Common Stock, par value \$1.00 per share	1,087	\$ 0 (3)	I	By virtue of ownership interests in various private investment funds

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Glazer Louis					
C/O FRANKLIN CAPITAL CORPORATION 100 WILSHIRE BLVD., 15TH FL., STE. 1500	ÂX	Â	Â	Â	
SANTA MONICA Â CAÂ 90401					

Signatures

Louis Glazer 12/16/2004

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Immediately.
- (2) Not applicable.
- (3) Each share of Series A Convertible Preferred Stock is convertible without further consideration into 7.5 shares of Common Stock.

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

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