FRANKLIN RESOURCES INC

Form 4

November 21, 2014

NOVCIIIOCI ZI	., 2014												
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL				
Washington, D.C. 20549								OMB Number:	3235-0287				
Check thi if no long									January 31, 2005				
subject to Section 10 Form 4 or Form 5	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,							Estimated average burden hours per response					
obligation may conti <i>See</i> Instru 1(b).	s Section 17	(a) of the		ility Ho	ldin	g Com	ipany	Act o	of 1935 or Section	n			
(Print or Type R	esponses)												
1. Name and Address of Reporting Person * LEWIS KENNETH A			2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer				
	FRANKLIN RESOURCES INC [BEN]						(Check all applicable)						
(Last)	(First) (Middle) 3. Date of				rans	saction			Director 10% Owner _X_ Officer (give title Other (specify				
C/O FRANK INC., ONE I PARKWAY	(Month/Day/Year)AOn below)							below) VP and CFO					
				ndment, Date Original nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)	Table	e I - Non-	Deri	ivative S	Secur	ities Ac	Person equired, Disposed of	. or Beneficia	lly Owned		
1.Title of Security (Instr. 3)		action Date 2A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)			4 tion/ E	Securi Acquired Disposed Instr. 3,	ties l (A) o l of (E	or))	5. Amount of	6. Ownership Form: Direct (D) or Indirect (I) Indirect (I) Instr. 4) 7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock, par value \$.10	11/19/2014			Code '	5	Amount 5,971 1)	(D)	Price \$ 0 (2)	122 917 517	D			
Common Stock, par value \$.10									1,789.2949	I	By 401(k)		
Common Stock, par value \$.10									17,678	I	By Trust		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and		7. Titl	e and	8. Price of	_
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	į
	Security	or Exercise		any	Code	of	(Month/Day/Year)		Underlying	Security		
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities (Instr. 3 and 4)		(Instr. 5)	Ī
		Derivative				Securities						(
		Security				Acquired						1
						(A) or						į
						Disposed	Disposed					,
						of (D)						
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
						Date Expira Exercisable Date	Expiration		or			
							Date	Title	Number			
				C 1 W					of			
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

LEWIS KENNETH A C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906

EVP and CFO

Signatures

/s/ Kenneth A.

11/21/2014 Lewis

**Signature of Date Reporting Person

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On November 3, 2011, November 5, 2012 and November 4, 2013, the Reporting Person was granted certain restricted stock units subject to vesting over a three-year period based upon satisfaction of certain performance criteria. Effective on November 19, 2014, the Issuer's Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2014 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on November 28, 2014.
- (2) Not applicable.
- Of the amount of securities beneficially owned, 41,841 shares represent unvested restricted stock awards (excluding the unvested restricted stock units scheduled to vest on November 28, 2014 as reported in Footnote 1).

Reporting Owners 2

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- (4) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 10, 2014.
- (5) Revocable family trust for which Reporting Person and spouse are co-trustees with shared voting and investment power. Shares previously reported by Reporting Person under direct shares.

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.