

Campbell Alice M  
 Form 3  
 December 27, 2004

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Campbell Alice M  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 10/22/2004

3. Issuer Name and Ticker or Trading Symbol  
 FRANKLIN CAPITAL CORP [FKL]

4. Relationship of Reporting Person(s) to Issuer

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

C/O FRANKLIN CAPITAL CORPORATION, 100 WILSHIRE BLVD., 15TH FL., STE. 1500  
 (Street)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)

SANTA MONICA, CA 90401  
 (City) (State) (Zip)

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 Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)                |
|------------------------------------------|-------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------------|
| Common Stock, par value \$1.00 per share | 1,000                                                 | D                                                        | By virtue of ownership interests in various private investment funds |
| Common Stock, par value \$1.00 per share | 1,118                                                 | I                                                        |                                                                      |

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

SEC 1473 (7-02)

**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.**

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

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|                                               |                                                                               |                                                                                      |                                                                    |                                                                                                      |                                                             |
|-----------------------------------------------|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br><small>(Month/Day/Year)</small> | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|                                               | Date<br>Exercisable                                                           | Expiration<br>Date                                                                   | Title                                                              | Amount or<br>Number of<br>Shares                                                                     |                                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                                            | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                           | Director      | 10% Owner | Officer | Other |
| Campbell Alice M<br>C/O FRANKLIN CAPITAL CORPORATION<br>100 WILSHIRE BLVD., 15TH FL., STE. 1500<br>SANTA MONICA, CA 90401 | X             |           |         |       |

## Signatures

Alice M. 12/16/2004  
Campbell

\*\*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).

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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