

CROCKER CHARLES

Form 4

October 24, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROCKER CHARLES

(Last) (First) (Middle)

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

(Street)

SAN MATEO, CA 94403-1906

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2012

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)

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	(D)	Price

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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
Deferred Director's Fees (FRI)	<u>(1)</u>	10/22/2012		A	5.7204	04/20/2015 ⁽²⁾ 01/20/2020 ⁽²⁾	Common Stock, par value \$.10

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CROCKER CHARLES C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403-1906	X

Signatures

/s/ Charles
Crocker 10/24/2012

__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) Not applicable.
- (2) Exercisable and expiration dates assume the director's separation from service from Franklin Resources, Inc. and its subsidiaries occurs in the March following the director's 75th birthday. See footnote below.

Represents a hypothetical investment account calculation of deferred Franklin Resources, Inc.'s director's fees, under the 2006 Directors Deferred Compensation Plan, based upon the performance of Franklin Resources, Inc.'s stock (including reinvested dividends) payable in cash in substantially equal quarterly installments over five years beginning on the earlier of the January 20, April 20, July 20 or October 20 immediately following the director's separation from service from Franklin Resources, Inc. and its subsidiaries and continuing on each
- (3) January 20, April 20, July 20 and October 20 thereafter, except that if any such date is a Saturday, Sunday or holiday, then the quarterly installment shall be paid on the next business day. Reporting Person may transfer the hypothetical investment account amount into an alternative investment account not based on the performance of Franklin Resources, Inc. stock effective as of the first day of any calendar quarter.

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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