

FRANKLIN CAPITAL CORP
 Form N-23C-1
 February 07, 2001

(Do not use this space)

 OMB APPROVAL

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UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM N-23C-1

STATEMENT BY REGISTERED CLOSED-END
 INVESTMENT COMPANY WITH RESPECT TO PURCHASES OF ITS OWN
 SECURITIES PURSUANT TO RULE N-23C-1 DURING THE LAST CALENDAR MONTH

(See rules and instructions on back of this form. If acknowledgment is desired,
 file this form with the Commission in triplicate.)

REPORT FOR CALENDAR MONTH ENDING JANUARY 31, 2001

FRANKLIN CAPITAL CORPORATION

 (Name of registered closed-end investment company)

| Date of Each Transaction | Identification of Security | Number of Shares Purchased | Price Per Share | Approximate Asset Value or Approximate Asset Coverage Per Share at Time of Purchase | Name of Seller or of Seller's Broker |
|--------------------------|-------------------------------------------|----------------------------|-----------------|-------------------------------------------------------------------------------------|--------------------------------------|
| January 4, 2001 | Franklin Capital Corporation Common Stock | 900 | \$ 7.875 | \$ 5.08 | First New York Securities Co |

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REMARKS:

Franklin Capital Corporation

Name of Registrant

By /s/ Hiram Lazar

(Name)

Date of Statement: February 7, 2001

Chief Financial Officer

(Title)

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SEC 1580 (5-97)