FRANKLIN RESOURCES INC

Form 4

February 18, 2016

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

OMB 3235-0287

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Johnson Charles Endler

Symbol

(Check all applicable)

FRANKLIN RESOURCES INC

(Middle)

[BEN]

3. Date of Earliest Transaction

_X__ Director

Officer (give title

10% Owner Other (specify

C/O FRANKLIN RESOURCES. INC., ONE FRANKLIN

(Street)

(State)

(First)

PARKWAY

(City)

(Last)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/17/2016

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

SAN MATEO, CA 94403

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative Securities Acq	uired, Disposed	of, or Beneficia	ally Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(4)	Reported	(I)	
				(A)	- · · · ·	(T. 4)	

(Zip)

5. Amount of	6.	7. Nature of
Securities	Ownership	Indirect
Beneficially	Form:	Beneficial
Owned	Direct (D)	Ownership
Following	or Indirect	(Instr. 4)
Reported	(I)	
m · ()	(T (4)	

or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Stock, par 02/17/2016 value \$.10

Common

3,649 A 16,533 D 34.26

Common Stock, par value \$.10

56,376 I for Minor Child (2)

I

Common Stock, par

value \$.10

1,999,800

By Business Limited Partnership

As a Trustee

(3)

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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 Secur Bene Own Follo Repo Trans (Instr

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 Exerc	cisable and	7. Title	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amoun	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	
	Derivative				Securities			(Instr. 3	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or Name le con		
						Exercisable Date		Number			
				C-1- 1	7. (A) (D)				of		
				Code V	I (A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Johnson Charles Endler C/O FRANKLIN RESOURCES, INC. ONE FRANKLIN PARKWAY SAN MATEO, CA 94403



Signatures

Charles E.

Johnson 02/18/2016

**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).
- (1) Shares represent a grant of common stock under Franklin Resources, Inc.'s 2002 Universal Stock Incentive Plan, as amended and restated.
- (2) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (3) Business limited partnership under control of Reporting Person.

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.

Reporting Owners 2