

LUSK JOHN M
Form 4
August 24, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LUSK JOHN M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2012

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP-Investment Management

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN MATEO, CA 94403-1906

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock, par value \$.10	08/23/2012		M	4,714 (1) A \$ 46.56 (1)	37,813.8501 (2)	D	
Common Stock, par value \$.10	08/23/2012		S	4,714 D \$ 118.2938 (3)	33,099.8501 (2)	D	
Common Stock, par value \$.10					438.943 (4)	I	By 401(k)

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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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares. Includes entry for Stock Option (Right to Buy) with price \$46.56 and quantity 4,714.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Lists LUSK JOHN M, C/O FRANKLIN RESOURCES, INC. with relationships: Director, 10% Owner, Officer, Other.

Signatures

/s/ John M. Lusk 08/23/2012
**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) Reflects adjustment in connection with the special cash dividend paid by Franklin Resources, Inc. on December 30, 2011.
(2) Of the amount of securities beneficially owned, 12,200 shares represent unvested awards of restricted stock.
(3) The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$118.17 to 118.32, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set

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forth in this footnote.

- (4) Reporting person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of July 13, 2012.
- (5) Not Applicable.

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.