

FRANKLIN RESOURCES INC
 Form 4
 November 03, 2016

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 *
 LEWIS KENNETH A

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/01/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

(Street)
 SAN MATEO, CA 94403-1906

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

(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	11/01/2016		A		18,695	A	\$ 33.7
Common Stock, par value \$.10	11/01/2016		A		5,839 (1)	A	\$ 0 (2)
Common Stock, par value \$.10							1,866.2213
						I	By 401(k) (4)

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Compensation Committee certified that certain performance criteria with respect to the Issuer's fiscal year ended September 30, 2016 were achieved, and therefore the amount of shares reported in Column 4 are scheduled to vest on December 1, 2016.

- (2) Not applicable.
- (3) Of the amount of securities beneficially owned, 39,911 shares represent unvested restricted stock awards (which excludes the unvested restricted stock units scheduled to vest on December 1, 2016 as reported on Footnote 1).
- (4) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 14, 2016.
- (5) Revocable family trust for which Reporting Person and spouse are co-trustees with shared voting and investment power.

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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