

JOHNSON GREGORY E  
Form 5  
October 30, 2017

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
JOHNSON GREGORY E

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
09/30/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SAN MATEO, CA 94403-1906

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock, par value \$.10	12/19/2016	^	G	127 D \$0 (1)	2,104,098	D	^
Common Stock, par value \$.10	12/20/2016	^	G	5,000 D \$0 (1)	2,104,098	D	^
	12/22/2016	^	G	1,384 D	2,104,098	D	^

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Common Stock, par value \$.10							\$ 0 <u>(1)</u>			
Common Stock, par value \$.10	12/22/2016	Â	G	1,384	A		\$ 0 <u>(1)</u>	70,506	I	As A Trustee For Minor Child <u>(2)</u>
Common Stock, par value \$.10	12/27/2016	Â	G	10,000	D		\$ 0 <u>(1)</u>	2,104,098	D	Â
Common Stock, par value \$.10	04/26/2017	Â	G	50	D		\$ 0 <u>(1)</u>	2,104,098	D	Â
Common Stock, par value \$.10	08/17/2017	Â	G	4,700	D		\$ 0 <u>(1)</u>	2,104,098	D	Â
Common Stock, par value \$.10	08/31/2017	Â	G	2,910	D		\$ 0 <u>(1)</u>	2,104,098	D	Â
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	Â	5,015.5135	I	By 401(k) <u>(3)</u>
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	Â	2,565,000	I	By Business Limited Partnership <u>(4)</u>
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	Â	8,100	I	By Business Trust <u>(5)</u>
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	Â	18,014	I	By Spouse <u>(6)</u>
Common Stock, par value \$.10	Â	Â	Â	Â	Â	Â	Â	396,000	I	By Venture Limited Partnership <u>(7)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. of
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