

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FRANKLIN RESOURCES INC

Form 13F-HR

November 09, 2005

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2005

Check here if Amendment [] ; Amendment Number:
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.
Address: One Franklin Parkway
San Mateo, CA 94403-1906

Form 13F File Number: 28-734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Barbara J. Green
Title: Vice President, Deputy General Counsel and Secretary
Phone: 650-312-2000

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN San Mateo, California November 2, 2005

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.) [] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).) [] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 9

Form 13F Information Table Entry Total: 4,331

Form 13F Information Table Value Total: \$ 143,677,276
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
A	28-3578	FRANKLIN ADVISERS, INC.
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC
3	-----	-----
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC
6	28-6174	FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, LLC
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-3877	FIDUCIARY TRUST COMPANY INTERNATIONAL

The investment advisory business of Templeton/Franklin Investment Services, Inc. (previous manager No. 3) was acquired by Franklin Templeton Portfolio Advisors, Inc. (formerly known as Franklin Private Client Group, Inc.), (manager No. 6).

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)	SHRS OR SH/ PRN AMT	PUT/ CALL	INVESTMENT DISCRETION
3COM CORP	COMMON SHS	885535104	106	26030 SH		DEFINITION
3M CO	COMMON SHS	88579Y101	552	7530 SH		DEFINITION
3M CO	COMMON SHS	88579Y101	27	370 SH		DEFINITION
3M CO	COMMON SHS	88579Y101	7872	107300 SH		DEFINITION
3M CO	COMMON SHS	88579Y101	4989	68013 SH		DEFINITION
3M CO	COMMON SHS	88579Y101	58688	800000 SH		DEFINITION
3M CO	COMMON SHS	88579Y101	19098	260339 SH		DEFINITION
3M CO	COMMON SHS	88579Y101	140387	1913670 SH		DEFINITION

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

3M CO	COMMON SHS	88579Y101	97341	1326897	SH	DEFINE
3M CO	CONVERT ZERO CP	88579YAB7	1313	15000	PRN	DEFINE
A.O. SMITH CORP	COMMON SHS	831865209	34049	1194700	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	56996	1344246	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	340990	8042213	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	25477	600873	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	2425	57200	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	4020	94818	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	16960	400000	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	26179	617424	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	41290	973821	SH	DEFINE
ABBOTT LABORATORIES	COMMON SHS	002824100	23655	557897	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	349	7000	SH	DEFINE
ABERCROMBIE & FITCH CO	COMMON SHS	002896207	29	585	SH	DEFINE
ABGENIX INC	COMMON SHS	00339B107	634	50000	SH	DEFINE
ABGENIX INC	COMMON SHS	00339B107	5797	457200	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	47096	10084839	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	8977	1922370	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	7836	1677887	SH	DEFINE
ABITIBI-CONSOLIDATED INC	ORDINARY SHS	003924107	12053	2580863	SH	DEFINE
ABM INDUSTRIES INC	COMMON SHS	000957100	38603	1855000	SH	DEFINE
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	0	7	SH	DEFINE
ABN AMRO HOLDING NV	AMER DEP RECPT	000937102	1662	69245	SH	DEFINE
ABX AIR INC	COMMON SHS	00080S101	14965	1825000	SH	DEFINE
ABX AIR INC	COMMON SHS	00080S101	57	7000	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	9937	390300	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	182162	7154830	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	13461	528715	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	14	552	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	225	8820	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	11090	435584	SH	DEFINE
ACCENTURE LTD	COMMON SHS	G1150G111	20125	790463	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	20441	434276	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	707504	15030880	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	265441	5639273	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	1662	35300	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	2378	50510	SH	DEFINE
ACE LTD	ORDINARY SHS	G0070K103	30	640	SH	DEFINE
ACM INCOME FUND INC	CLOSE END MUT F	000912105	98	11730	SH	DEFINE
ACME COMMUNICATIONS INC	COMMON SHS	004631107	477	122696	SH	DEFINE
ACME COMMUNICATIONS INC	COMMON SHS	004631107	12	3200	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	21589	1493010	SH	DEFINE
ACTEL CORP	COMMON SHS	004934105	33154	2292800	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	46	2231	SH	DEFINE
ACTIVISION INC	COMMON SHS	004930202	69888	3417503	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COMMON SHS	00635P107	1075	33300	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COMMON SHS	00635P107	16	500	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COMMON SHS	00635P107	4814	149100	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COMMON SHS	000886309	691	30229	SH	DEFINE
ADECCO SA	AMER DEP RECPT	006754105	292	25500	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	1	38	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	72050	2413730	SH	DEFINE
ADOBE SYSTEMS INC	COMMON SHS	00724F101	26519	888400	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	5213	488062	SH	DEFINE
ADOLOR CORP	COMMON SHS	00724X102	28767	2693540	SH	DEFINE
ADVANCE AMERICA CASH ADVANCE CENTE	COMMON SHS	00739W107	13243	999500	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	74	1915	SH	DEFINE
ADVANCE AUTO PARTS	COMMON SHS	00751Y106	59191	1530270	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGIES	COMMON SHS	00752J108	11	1000	SH	DEFINE
ADVANCED ANALOGIC TECHNOLOGIES	COMMON SHS	00752J108	3074	274700	SH	DEFINE
ADVANCED LIFE SCIENCES HOLDINGS IN	COMMON SHS	00765H107	3479	700000	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COMMON SHS	00763M108	3373	88888	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	3	56	SH	DEFINE
ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	6154	129661	SH	DEFINE
ADVANCED NEUROMODULATION SYSTEMS I	COMMON SHS	00757T101	66191	1394660	SH	DEFINE
AEGON NV	NEW YORK SHARES	007924103	2	140	SH	DEFINE
AEGON NV	NEW YORK SHARES	007924103	400	26834	SH	DEFINE
AES CORP	COMMON SHS	00130H105	2763	168140	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	2340	27160	SH	DEFINE
AETNA INC	COMMON SHS	00817Y108	3945	45800	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	11	210	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	11	197	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	213	3910	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	6453	118188	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COMMON SHS	008190100	14179	259695	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	2	31	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	1180	16299	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COMMON SHS	008252108	80	1100	SH	DEFINE
AFFORDABLE RESIDENTIAL CMTYS	REAL EST INV TR	008273104	539	53300	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	647	14000	SH	DEFINE
AFFYMETRIX INC	COMMON SHS	00826T108	5894	127500	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	404	8910	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	8	180	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	117155	2586200	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	104	2290	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	3392	74870	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	20300	448126	SH	DEFINE
AFLAC INC	COMMON SHS	001055102	35718	788473	SH	DEFINE
AGCO CORP	COMMON SHS	001084102	38693	2126000	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	104	14495	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	12614	1759250	SH	DEFINE
AGILE SOFTWARE CORP	COMMON SHS	00846X105	9756	1360700	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	458	13980	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	13100	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	3707	113185	SH	DEFINE
AGILENT TECHNOLOGIES INC	COMMON SHS	00846U101	35347	1079286	SH	DEFINE
AGL RESOURCES INC	COMMON SHS	001204106	19	500	SH	DEFINE
AGL RESOURCES INC	COMMON SHS	001204106	40821	1100000	SH	DEFINE
AGNICO EAGLE MINES LTD	COMMON SHS	008474108	11108	750000	SH	DEFINE
AGRIUM INC	ORDINARY SHS	008916108	2330	91100	SH	DEFINE
AGRIUM INC	COMMON SHS	008916108	9	412	SH	DEFINE
AIR FRANCE-KLM	AMER DEP RECPT	009119108	9268	550000	SH	DEFINE
AIR FRANCE-KLM	WTS TO EQUITY	009119116	200	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	27570	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	2394	43425	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COMMON SHS	009158106	76042	1379074	SH	DEFINE
AIRGAS INC	COMMON SHS	009363102	25153	848900	SH	DEFINE
AIRGAS INC	COMMON SHS	009363102	1	17	SH	DEFINE
AIRSPAN NETWORKS INC	ORDINARY SHS	00950H102	926	184000	SH	DEFINE
AK STEEL HOLDING CORP	COMMON SHS	001547108	7412	864900	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	7166	164168	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	26083	597555	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	7	170	SH	DEFINE
AKZO NOBEL NV	AMER DEP RECPT	010199305	717	16425	SH	DEFINE
ALAMO GROUP INC	COMMON SHS	011311107	2081	105000	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	39248	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COMMON SHS	011659109	14530	500000	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	53	1177	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	112264	2508700	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	1174	26242	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	396	8850	SH	DEFINE
ALBERTO-CULVER CO	COMMON SHS	013068101	19479	435280	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	104266	4064956	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	31851	1241750	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ALBERTSONS INC	COMMON SHS	013104104	18	700	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	9	340	SH	DEFINE
ALBERTSONS INC	COMMON SHS	013104104	435	16952	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	28701	781452	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	45237	1228470	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	180413	4987865	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	9205	351202	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	53153	1442402	SH	DEFINE
ALCAN INC	COMMON SHS	013716105	14264	394347	SH	DEFINE
ALCAN INC	ORDINARY SHS	013716105	2707	74119	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	16	640	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	2631	107750	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	217	8900	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	2480	101563	SH	DEFINE
ALCOA INC	COMMON SHS	013817101	38907	1593230	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	64	500	SH	DEFINE
ALCON INC	ORDINARY SHS	H01301102	19182	150000	SH	DEFINE
ALERIS INTERNATIONAL INC	COMMON SHS	014477103	11812	430300	SH	DEFINE
ALEXANDER & BALDWIN INC	COMMON SHS	014482103	1631	30626	SH	DEFINE
ALEXANDER'S INC	REAL EST INV TR	014752109	130104	481865	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	REAL EST INV TR	015271109	142	1718	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	REAL EST INV TR	015271109	36376	439907	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	4406	159175	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COMMON SHS	015351109	2906	105000	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	840	50000	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	5799	345174	SH	DEFINE
ALKERMES INC	COMMON SHS	01642T108	14914	887750	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	230647	753747	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	417	1364	SH	DEFINE
ALLEGHANY CORP (DEL)	COMMON SHS	017175100	24	79	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	36648	400000	SH	DEFINE
ALLERGAN INC	COMMON SHS	018490102	11364	124030	SH	DEFINE
ALLIANCE CAPITAL MANAGEMENT HOLDIN	LTD PARTNERSHIP	01855A101	24	500	SH	DEFINE
ALLIANCE CAPITAL MANAGEMENT HOLDIN	LTD PARTNERSHIP	01855A101	1187	2480	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	97	2468	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COMMON SHS	018581108	83767	2139630	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC.	COMMON SHS	018772103	425	120000	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC.	COMMON SHS	018772103	17299	4886700	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	165	5680	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	47	1600	SH	DEFINE
ALLIANT ENERGY CORP	COMMON SHS	018802108	210399	7222770	SH	DEFINE
ALLIANT TECHSYSTEMS INC	COMMON SHS	018804104	276	3700	SH	DEFINE
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	4	153	SH	DEFINE
ALLIED CAPITAL CORP	COMMON SHS	01903Q108	562	19636	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	4486	105047	SH	DEFINE
ALLIED IRISH BANKS PLC	AMER DEP RECPT	019228402	1106	25900	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	14	1690	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	42	5000	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	COMMON SHS	019589308	11274	1334200	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589605	137132	2809500	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	CONVERT PREF	019589704	51406	200000	SH	DEFINE
ALLIS-CHALMERS ENERGY INC	COMMON SHS	019645506	4026	340008	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	22707	410690	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	15	270	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	5590	101100	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	111	2000	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	11286	204115	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	100122	1810847	SH	DEFINE
ALLSTATE CORP	COMMON SHS	020002101	18892	341690	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	458	7040	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	8	120	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	3501	53778	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ALLTEL CORP	COMMON SHS	020039103	5963	91577	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	25925	398178	SH	DEFINE
ALLTEL CORP	COMMON SHS	020039103	214723	3297855	SH	DEFINE
ALON USA ENERGY INC	COMMON SHS	020520102	4402	182286	SH	DEFINE
ALON USA ENERGY INC	COMMON SHS	020520102	94	3900	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	18	600	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COMMON SHS	02076X102	26387	878400	SH	DEFINE
ALPHARMA INC	CONVERTIBLE BD	020813AD3	5200	4000000	PRN	DEFINE
ALTERA CORP	COMMON SHS	021441100	72	3793	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	193	10090	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	7	360	SH	DEFINE
ALTERA CORP	COMMON SHS	021441100	81638	4272030	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	34	460	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	495729	6725396	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	5551	75313	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	14307	194105	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	21838	296271	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	119717	1624162	SH	DEFINE
ALTRIA GROUP INC	COMMON SHS	02209S103	302	5497	SH	PUT DEFINE
ALZA CORP	CONVERT ZERO CP	02261WAB5	786	9000	PRN	DEFINE
ALZA CORP	CONVERT ZERO CP	02261WAB5	1310625	15000000	PRN	DEFINE
AMAZON.COM INC	COMMON SHS	023135106	241	5320	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	17	230	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	3387	47000	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	2735	37950	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	109	1510	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COMMON SHS	023139108	4302	59700	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	92	3328	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	862	31100	SH	DEFINE
AMDOCS LTD	COMMON SHS	G02602103	95017	3426520	SH	DEFINE
AMERADA HESS CORP	COMMON SHS	023551104	13833	100600	SH	DEFINE
AMERADA HESS CORP	COMMON SHS	023551104	1669	12140	SH	DEFINE
AMERADA HESS CORP	CONVERT PREF	023551401	16008	136700	SH	DEFINE
AMERADA HESS CORP	CONVERT PREF	023551401	27	227	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	7585	141808	SH	DEFINE
AMEREN CORP	COMMON SHS	023608102	581139	10864441	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	9417	357800	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	3290	125000	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	99990	3799008	SH	DEFINE
AMERICA MOVIL SA DE CV	AMER DEP RECPT	02364W105	37233	1414629	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COMMON SHS	02553E106	3198	135900	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	12	290	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	2321	58462	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	172	4340	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	2093	52723	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COMMON SHS	025537101	498307	12551809	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	1680	29250	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	133448	2323259	SH	DEFINE
AMERICAN EXPRESS CO	COMMON SHS	025816109	4	64	SH	DEFINE
AMERICAN FINANCIAL REALTY TRUST	REAL EST INV TR	02607P305	736	51850	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	9665	227948	SH	DEFINE
AMERICAN HEALTHWAYS INC	COMMON SHS	02649V104	76	1800	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	82949	1338758	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	514669	8306477	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	23394	377567	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	189600	3060032	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	7448	120205	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	20392	329118	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	134637	2172964	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COMMON SHS	026874107	47985	774445	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	2298	215550	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	51	4787	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	1599	150000	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COMMON SHS	027070101	10394	975000	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	1	40	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COMMON SHS	02744M108	59913	2973360	SH	DEFINE
AMERICAN NATIONAL INSURANCE CO	COMMON SHS	028591105	92330	775100	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	3899	659000	SH	DEFINE
AMERICAN PACIFIC CORP	COMMON SHS	028740108	303	51288	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COMMON SHS	029066107	12950	500000	SH	DEFINE
AMERICAN STANDARD COS INC	COMMON SHS	029712106	3667	78770	SH	DEFINE
AMERICAN STATES WATER CO	COMMON SHS	029899101	8843	264300	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	699	28000	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	50	2000	SH	DEFINE
AMERICAN TOWER INC	COMMON SHS	029912201	17737	710884	SH	DEFINE
AMERICAN WOODMARK CORP	COMMON SHS	030506109	8299	247000	SH	DEFINE
AMERIGROUP CORP	COMMON SHS	03073T102	2267	118558	SH	DEFINE
AMERIPRISE FINANCIAL INC	COMMON SHS	03076C106	208	5800	SH	DEFINE
AMERIPRISE FINANCIAL INC	COMMON SHS	03076C106	33	910	SH	DEFINE
AMERIPRISE FINANCIAL INC	COMMON SHS	03076C106	0	12	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	81283	1051526	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	320479	4145912	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	12669	163893	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	5125	66298	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	12578	162722	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	271	3500	SH	DEFINE
AMERISOURCEBERGEN CORP	COMMON SHS	03073E105	15397	199180	SH	DEFINE
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	19	900	SH	DEFINE
AMERITRADE HOLDING CORP	COMMON SHS	03074K100	68920	3208547	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	18645	325000	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	23	400	SH	DEFINE
AMERUS GROUP CO	COMMON SHS	03072M108	0	4	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	12190	283689	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	843	19616	SH	DEFINE
AMETEK INC	COMMON SHS	031100100	17708	412100	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	679	8520	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	29	370	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	2429	30491	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	74252	932000	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	655	8220	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	203975	2560245	SH	DEFINE
AMGEN INC	COMMON SHS	031162100	243081	3051096	SH	DEFINE
AMR CORP	COMMON SHS	001765106	42358	3788700	SH	DEFINE
AMR CORP	COMMON SHS	001765106	12074	1080000	SH	DEFINE
AMR CORP	COMMON SHS	001765106	10480	937400	SH	DEFINE
AMR CORP	COMMON SHS	001765106	12	1098	SH	DEFINE
AMR CORP	CONVERTIBLE BD	001765BA3	16000	20000000	PRN	DEFINE
AMREP CORP	COMMON SHS	032159105	232	8685	SH	DEFINE
AMSOUTH BANCORPORATION	COMMON SHS	032165102	532	21050	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	12	123	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	5051	52756	SH	DEFINE
ANADARKO PETROLEUM CORP	COMMON SHS	032511107	5266	55000	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	743	20000	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	22963	618289	SH	DEFINE
ANALOG DEVICES INC	COMMON SHS	032654105	18169	489200	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	2	100	SH	DEFINE
ANDRX GROUP	COMMON SHS	034553107	372	24100	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	19	1330	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	21383	1525198	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	4329	308747	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COMMON SHS	034918102	60409	4308790	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	151	5000	SH	DEFINE
ANGLO AMERICAN PLC	AMER DEP RECPT	03485P102	8621	285479	SH	DEFINE
ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	13502	318150	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ANGLOGOLD ASHANTI LTD	AMER DEP RECPT	035128206	144371	3401773	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	28	640	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	14	330	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	9401	218415	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	105907	2460669	SH	DEFINE
ANHEUSER BUSCH COS INC	COMMON SHS	035229103	33730	783697	SH	DEFINE
ANSYS INC	COMMON SHS	03662Q105	1	24	SH	DEFINE
ANSYS INC	COMMON SHS	03662Q105	1274	33100	SH	DEFINE
AON CORP	COMMON SHS	037389103	31196	972444	SH	DEFINE
AON CORP	COMMON SHS	037389103	4784	149112	SH	DEFINE
AON CORP	COMMON SHS	037389103	10292	320820	SH	DEFINE
AON CORP	COMMON SHS	037389103	1486	46328	SH	DEFINE
AON CORP	COMMON SHS	037389103	12691	395610	SH	DEFINE
AON CORP	COMMON SHS	037389103	38	1200	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	17163	228170	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	2	26	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	6816	90617	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	159675	2122768	SH	DEFINE
APACHE CORP	COMMON SHS	037411105	56265	748002	SH	DEFINE
APARTMENT INVESTMENT & MANAGEMENT	REAL EST INV TR	03748R101	1491	38450	SH	DEFINE
APEX SILVER MINES LTD	COMMON SHS	G04074103	24082	1532900	SH	DEFINE
APOGEE ENTERPRISES INC	COMMON SHS	037598109	17121	1001200	SH	DEFINE
APOLLO GOLD CORP	ORDINARY SHS	03761E102	340	1000000	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	252	3790	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	0	1	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	2566	38644	SH	DEFINE
APOLLO GROUP INC	COMMON SHS	037604105	34367	517657	SH	DEFINE
APOLLO INVESTMENT CORP	CLOSE END MUT F	03761U106	3960	200000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	375	7000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	1	19	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	53610	1000000	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	19592	365445	SH	DEFINE
APPLE COMPUTER INC	COMMON SHS	037833100	59251	1105225	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1222	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	177	7600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COMMON SHS	038020103	1088	46828	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COMMON SHS	03820C105	33638	937500	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	451	26580	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	11	660	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	8	465	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	210	12360	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	5826	343531	SH	DEFINE
APPLIED MATERIALS INC	COMMON SHS	038222105	56307	3319965	SH	DEFINE
APRIA HEALTHCARE GROUP INC	COMMON SHS	037933108	0	14	SH	DEFINE
APRIA HEALTHCARE GROUP INC	COMMON SHS	037933108	7314	229200	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	16293	327100	SH	DEFINE
APTARGROUP INC	COMMON SHS	038336103	3315	66550	SH	DEFINE
AQUA AMERICA INC	COMMON SHS	03836W103	304	8000	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	7818	388373	SH	DEFINE
AQUANTIVE INC	COMMON SHS	03839G105	1435	71300	SH	DEFINE
AQUILA INC	COMMON SHS	03840P102	99000	25000000	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	178	4375	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	8204	202179	SH	DEFINE
ARACRUZ CELULOSE SA	DEP RCPT PFD	038496204	8855	218200	SH	DEFINE
ARBOR REALTY TRUST INC	REAL EST INV TR	038923108	18200	647700	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	743	11000	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	27824	412200	SH	DEFINE
ARCH COAL INC	COMMON SHS	039380100	20	300	SH	DEFINE
ARCH COAL INC	CONVERT PREF	039380209	16275	100000	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COMMON SHS	039483102	56132	2276244	SH	DEFINE
ARCHIPELAGO HOLDINGS INC	COMMON SHS	03957A104	3985	100000	SH	DEFINE
ARCHSTONE-SMITH TRUST	REAL EST INV TR	039583109	2577	64638	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ARDEN REALTY INC	REAL EST INV TR	039793104	166	4020	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	943	22900	SH	DEFINE
ARDEN REALTY INC	REAL EST INV TR	039793104	14060	341500	SH	DEFINE
ARENA PHARMACEUTICALS INC	COMMON SHS	040047102	3182	321400	SH	DEFINE
ARES CAPITAL CORP	CLOSE END MUT F	04010L103	90	5500	SH	DEFINE
ARES CAPITAL CORP	CLOSE END MUT F	04010L103	14001	860016	SH	DEFINE
ARIES MARITIME TRANSPRT LTD	COMMON SHS	G0474B105	2625	175000	SH	DEFINE
ARLINGTON TANKERS LTD	COMMON SHS	G04899103	1469	62700	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	593	50000	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	6162	519546	SH	DEFINE
ARRIS GROUP INC	COMMON SHS	04269Q100	24742	2086200	SH	DEFINE
ARROW ELECTRONICS INC	COMMON SHS	042735100	221	7033	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	60256	2091500	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	3473	120544	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	156	5400	SH	DEFINE
ARTHUR J GALLAGHER & CO	COMMON SHS	363576109	17862	620000	SH	DEFINE
ASHFORD HOSPITALITY TRUST	REAL EST INV TR	044103109	401	37300	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	64	1155	SH	DEFINE
ASHLAND INC	COMMON SHS	044209104	24106	436390	SH	DEFINE
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	351	30000	SH	DEFINE
ASM INTERNATIONAL NV	ORDINARY SHS	N07045102	234	20000	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	32307	1093300	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	8270	279864	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COMMON SHS	G05384105	11678	395200	SH	DEFINE
ASPEN TECHNOLOGY INC	COMMON SHS	045327103	1729	276700	SH	DEFINE
ASSURANT INC	COMMON SHS	04621X108	31563	829300	SH	DEFINE
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	13625	515719	SH	DEFINE
ASTORIA FINANCIAL CORP	COMMON SHS	046265104	59	2250	SH	DEFINE
ASTRAZENECA PLC	AMER DEP RECPT	046353108	18504	392868	SH	DEFINE
ASTRAZENECA PLC	AMER DEP RECPT	046353108	1069	22704	SH	DEFINE
AT&T CORP	COMMON SHS	001957505	1065	53785	SH	DEFINE
AT&T CORP	COMMON SHS	001957505	102978	5200904	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	561	35022	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	16	1000	SH	DEFINE
ATHEROGENICS INC	COMMON SHS	047439104	7096	442700	SH	DEFINE
ATI TECHNOLOGIES INC	ORDINARY SHS	001941103	92027	5726641	SH	DEFINE
ATI TECHNOLOGIES INC	COMMON SHS	001941103	241	17300	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COMMON SHS	049079205	7470	225000	SH	DEFINE
ATMEL CORP	COMMON SHS	049513104	28	13500	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	8287	267321	SH	DEFINE
ATMI INC	COMMON SHS	00207R101	81	2600	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	1138	40300	SH	DEFINE
ATMOS ENERGY CORP	COMMON SHS	049560105	113848	4030000	SH	DEFINE
ATRICURE INC	COMMON SHS	04963C209	70	5000	SH	DEFINE
ATRICURE INC	COMMON SHS	04963C209	2121	152600	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	11284	134000	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	1	11	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	4398	52225	SH	DEFINE
ATWOOD OCEANICS INC	COMMON SHS	050095108	93	1100	SH	DEFINE
AU OPTRONICS CORP	AMER DEP RECPT	002255107	10308	795387	SH	DEFINE
AU OPTRONICS CORP	AMER DEP RECPT	002255107	831	64121	SH	DEFINE
AUDIBLE INC	COMMON SHS	05069A302	4370	355567	SH	DEFINE
AUSTRALIA & NEW ZEALAND BANKING GR	AMER DEP RECPT	052528304	2866	31250	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	151	3250	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	75	1607	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	93	2000	SH	DEFINE
AUTODESK INC	COMMON SHS	052769106	96644	2081056	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	60707	1395552	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	335	7700	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	2732	62804	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	433	9950	SH	DEFINE
AUTOLIV INC	ORDINARY SHS	052800109	18701	429900	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	4043	93942	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	34432	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	205	4770	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	15096	350748	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COMMON SHS	053015103	19347	449502	SH	DEFINE
AUTOZONE INC	COMMON SHS	053332102	3688	44299	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	364	4252	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	120	1400	SH	DEFINE
AVALONBAY COMMUNITIES INC	REAL EST INV TR	053484101	68268	796594	SH	DEFINE
AVANEX CORP	COMMON SHS	05348W109	485	500000	SH	DEFINE
AVANIR PHARMACEUTICALS	COMMON SHS	05348P104	5754	1862000	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	71733	6964376	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	65381	6347680	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	6460	627180	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	167	16200	SH	DEFINE
AVAYA INC	COMMON SHS	053499109	69	6706	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	73	1400	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	24204	462000	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	8133	155240	SH	DEFINE
AVERY DENNISON CORP	COMMON SHS	053611109	1282	24470	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	8157	241463	SH	DEFINE
AVIALL INC	COMMON SHS	05366B102	74	2200	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	8	260	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	17092	540200	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	1	29	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	6211	196293	SH	DEFINE
AVOCENT CORP	COMMON SHS	053893103	97629	3085621	SH	DEFINE
AVON PRODUCTS INC	COMMON SHS	054303102	28173	1043458	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	24832	902010	SH	DEFINE
AXA SA	AMER DEP RECPT	054536107	1021	37102	SH	DEFINE
AXCAN PHARMA INC	COMMON SHS	054923107	1034	80000	SH	DEFINE
AXCAN PHARMA INC	ORDINARY SHS	054923107	126330	8450169	SH	DEFINE
AXCAN PHARMA INC	COMMON SHS	054923107	7067	547000	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	534	18740	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	2986	104730	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COMMON SHS	G0692U109	6882	241400	SH	DEFINE
AZTAR CORP	COMMON SHS	054802103	109619	3557900	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	1079	18086	SH	DEFINE
BAKER HUGHES INC	COMMON SHS	057224107	5132	86000	SH	DEFINE
BALDOR ELECTRIC CO	COMMON SHS	057741100	5209	205499	SH	DEFINE
BALDWIN & LYONS INC	COMMON SHS	057755209	3851	153875	SH	DEFINE
BALL CORPORATION	COMMON SHS	058498106	378	10300	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	301525	6163636	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	18756	383409	SH	DEFINE
BANCO BRADESCO SA	DEP RCPT PFD	059460303	644	13162	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	ORDINARY SHS	P16994132	36157	2129400	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	ORDINARY SHS	P16994132	102	6000	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	22424	1702663	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	4	312	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	AMER DEP RECPT	05964H105	490	37240	SH	DEFINE
BANCO SANTIAGO CHILE	AMER DEP RECPT	05965X109	8774	200000	SH	DEFINE
BANK MUTUAL CORP	COMMON SHS	063750103	20318	1895334	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	94096	2235049	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	5001	118781	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	7201	171035	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	8386	199200	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	13121	311670	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	18243	433336	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	250499	5950086	SH	DEFINE
BANK OF AMERICA CORP	COMMON SHS	060505104	797377	18940071	SH	DEFINE
BANK OF HAWAII CORP	COMMON SHS	062540109	649	13178	SH	DEFINE
BANK OF MONTREAL	ORDINARY SHS	063671101	258372	4470098	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BANK OF MONTREAL	ORDINARY SHS	063671101	747	15000	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	75481	2566499	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	379434	12901539	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	4601	156434	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	1859	63219	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	9505	323189	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	17472	594090	SH	DEFINE
BANK OF NEW YORK CO INC	COMMON SHS	064057102	9830	334253	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	339497	7820715	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	648	17332	SH	DEFINE
BANK OF NOVA SCOTIA	ORDINARY SHS	064149107	800	21400	SH	DEFINE
BANKUNITED FINANCIAL CORP	COMMON SHS	06652B103	433	18938	SH	DEFINE
BANTA CORP	COMMON SHS	066821109	214	4200	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	3719	91193	SH	DEFINE
BARCLAYS PLC	AMER DEP RECPT	06738E204	20	500	SH	DEFINE
BARNES & NOBLES INC	COMMON SHS	067774109	464	12300	SH	DEFINE
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	148	2700	SH	DEFINE
BARR PHARMACEUTICALS INC	COMMON SHS	068306109	733	13350	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	216664	6479758	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	66896	1985044	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	33771	1162500	SH	DEFINE
BARRICK GOLD CORP	ORDINARY SHS	067901108	21679	643279	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	216	7450	SH	DEFINE
BARRICK GOLD CORP	COMMON SHS	067901108	182756	6291071	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	5519	73200	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	18990	251860	SH	DEFINE
BASF AG	AMER DEP RECPT	055262505	1236	16395	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	8884	477100	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COMMON SHS	070203104	37	2000	SH	DEFINE
BAUSCH & LOMB INC	COMMON SHS	071707103	674	8350	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	15948	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	8	200	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	2014	50520	SH	DEFINE
BAXTER INTERNATIONAL INC	COMMON SHS	071813109	1786	44800	SH	DEFINE
BAXTER INTERNATIONAL INC	CONVERT PREF	071813406	908	15935	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	73739	2330000	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	958473	30093354	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	374624	11802280	SH	DEFINE
BCE INC	COMMON SHS	05534B109	18597	677737	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	75958	2384856	SH	DEFINE
BCE INC	COMMON SHS	05534B109	25416	809890	SH	DEFINE
BCE INC	ORDINARY SHS	05534B109	926	29060	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	442	49260	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	3778	420700	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	473	52700	SH	DEFINE
BEA SYSTEMS INC	COMMON SHS	073325102	3017	335960	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	136090	1240002	SH	DEFINE
BEAR STEARNS & CO INC	COMMON SHS	073902108	363	3307	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	14646	1929639	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	174	22872	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	7995	1053300	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	3004	395762	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	25764	3394520	SH	DEFINE
BEARINGPOINT INC	COMMON SHS	074002106	29101	3834100	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	1	24	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	372	6900	SH	DEFINE
BECKMAN COULTER INC	COMMON SHS	075811109	15114	280000	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	70875	1351800	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	68	1300	SH	DEFINE
BECTON DICKINSON & CO	COMMON SHS	075887109	1816	34629	SH	DEFINE
BED BATH & BEYOND INC	COMMON SHS	075896100	62086	1545200	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	10	390	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BELLSOUTH CORP	COMMON SHS	079860102	4997	189990	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	149	5665	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	20556	781602	SH	DEFINE
BELLSOUTH CORP	COMMON SHS	079860102	554480	21082872	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	45623	1847100	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	5	190	SH	DEFINE
BEMIS COMPANY INC	COMMON SHS	081437105	9688	392243	SH	DEFINE
BERKLEY W R CORP	COMMON SHS	084423102	632	16000	SH	DEFINE
BERKLEY W R CORP	COMMON SHS	084423102	1075	27241	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	351452	4286	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	3444	42	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670108	30668	374	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	497	182	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	955970	350044	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	164	60	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	19529	7151	SH	DEFINE
BERKSHIRE HATHAWAY INC	COMMON SHS	084670207	9919	3632	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	784	18000	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	20246	465095	SH	DEFINE
BEST BUY COMPANY INC	COMMON SHS	086516101	13115	301290	SH	DEFINE
BEST BUY COMPANY INC	CONVERTIBLE BD	086516AF8	11	10000	PRN	DEFINE
BEST BUY COMPANY INC	CONVERTIBLE BD	086516AF8	13185	12000000	PRN	DEFINE
BEVERLY ENTERPRISES INC	COMMON SHS	087851309	42984	3508900	SH	DEFINE
BEVERLY HILLS BANCORP INC	COMMON SHS	087866109	7182	700000	SH	DEFINE
BG GROUP PLC	AMER DEP RECPT	055434203	7125	149400	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	13193	386000	SH	DEFINE
BHP BILLITON LTD	AMER DEP RECPT	088606108	4582	134065	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	11914	499324	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COMMON SHS	08915P101	11993	502623	SH	DEFINE
BIG LOTS INC	COMMON SHS	089302103	24728	2250000	SH	DEFINE
BILL BARRETT CORP	COMMON SHS	06846N104	20590	559200	SH	DEFINE
BIMINI MORTGAGE MANAGEMENT INC	REAL EST INV TR	09031E400	6032	533767	SH	DEFINE
BINDVIEW DEVELOPMENT CORP	COMMON SHS	090327107	639	180000	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	6	146	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	15792	400000	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	2993	75801	SH	DEFINE
BIOGEN IDEC INC	COMMON SHS	09062X103	39711	1005844	SH	DEFINE
BIOGEN IDEC INC	CONVERT ZERO CP	449370AC9	560000	3500000	PRN	DEFINE
BIOMED REALTY TRUST INC	REAL EST INV TR	09063H107	38502	1552500	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	7	200	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	58	1671	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	135	3890	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	2523	72700	SH	DEFINE
BIOMET INC	COMMON SHS	090613100	75575	2177334	SH	DEFINE
BIOVAIL CORP	COMMON SHS	09067J109	509	21800	SH	DEFINE
BISYS GROUP INC	COMMON SHS	055472104	441	32820	SH	DEFINE
BISYS GROUP INC	CONVERTIBLE BD	055472AB0	70	70000	PRN	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	180	5000	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	48561	1349284	SH	DEFINE
BJ SERVICES CO	COMMON SHS	055482103	414	11500	SH	DEFINE
BJ'S RESTAURANT INC	COMMON SHS	09180C106	14160	693100	SH	DEFINE
BLACK & DECKER CORP	COMMON SHS	091797100	3970	48363	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	165	1860	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	79	887	SH	DEFINE
BLACKROCK INC	COMMON SHS	09247X101	69527	784557	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIPAL	CLOSE END MUT F	09249U105	557	36750	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	5562	1171000	SH	DEFINE
BLOCKBUSTER INC	COMMON SHS	093679108	4	909	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	67449	3196620	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	195600	9270121	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	22860	1083415	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	5192	246083	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BMC SOFTWARE INC	COMMON SHS	055921100	17557	832080	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	254	12050	SH	DEFINE
BMC SOFTWARE INC	COMMON SHS	055921100	2565	121582	SH	DEFINE
BNP RESIDENTIAL PPTYS INC	REAL EST INV TR	05564T103	540	37630	SH	DEFINE
BOEING CO	COMMON SHS	097023105	958	14103	SH	DEFINE
BOEING CO	COMMON SHS	097023105	9	130	SH	DEFINE
BOEING CO	COMMON SHS	097023105	67950	1000000	SH	DEFINE
BOEING CO	COMMON SHS	097023105	264	3885	SH	DEFINE
BOEING CO	COMMON SHS	097023105	2837	41745	SH	DEFINE
BOEING CO	COMMON SHS	097023105	30983	455967	SH	DEFINE
BOIS D ARC ENERGY INC	COMMON SHS	09738U103	86	5000	SH	DEFINE
BOIS D ARC ENERGY INC	COMMON SHS	09738U103	1721	100000	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	9153	162120	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	77	1358	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	2785	49320	SH	DEFINE
BORG WARNER INC	COMMON SHS	099724106	98890	1751510	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	1	50	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COMMON SHS	101119105	9422	355010	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	1276	18000	SH	DEFINE
BOSTON PROPERTIES INC	REAL EST INV TR	101121101	99	1403	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	30404	1301000	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	3158	135150	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	13238	566470	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	17	743	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	794	33990	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	5451	233233	SH	DEFINE
BOSTON SCIENTIFIC CORP	COMMON SHS	101137107	73218	3133009	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	7207	254920	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	59209	2094400	SH	DEFINE
BOWATER INC	COMMON SHS	102183100	6635	234687	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	362	5110	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	21670	305860	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	7687	108500	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	32938	464900	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	38458	542803	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	20915	295200	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	7426	104811	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	122401	1727610	SH	DEFINE
BP PLC	AMER DEP RECPT	055622104	306979	4332800	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COMMON SHS	055630107	4555	57575	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	37781	1221100	SH	DEFINE
BRADY CORP	COMMON SHS	104674106	31	1000	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	205	6603	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	31	1000	SH	DEFINE
BRANDYWINE REALTY TRUST	REAL EST INV TR	105368203	23159	744900	SH	DEFINE
BRASCAN CORP	ORDINARY SHS	10549P606	152537	2817463	SH	DEFINE
BRASCAN CORP	COMMON SHS	10549P606	157	3368	SH	DEFINE
BRASCAN CORP	ORDINARY SHS	10549P606	185965	3434899	SH	DEFINE
BRASCAN CORP	COMMON SHS	10549P606	39708	845500	SH	DEFINE
BRE PROPERTIES INC	REAL EST INV TR	05564E106	762	17132	SH	DEFINE
BRIGGS & STRATTON CORP	COMMON SHS	109043109	32867	950200	SH	DEFINE
BRIGGS & STRATTON CORP	COMMON SHS	109043109	304	8800	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	4224	220703	SH	DEFINE
BRIGHTPOINT INC	COMMON SHS	109473405	80	4200	SH	DEFINE
BRINKS COMPANY	COMMON SHS	109696104	170	4150	SH	DEFINE
BRINKS COMPANY	COMMON SHS	109696104	11140	271300	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	80546	3347725	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	557612	23175880	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	20145	837293	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	5580	231913	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	7218	300000	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	15170	630489	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	24025	998526	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COMMON SHS	110122108	470719	19564368	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	425	8225	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	305	5900	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	25860	500000	SH	DEFINE
BRITISH AIRWAYS PLC	AMER DEP RECPT	110419306	103	2000	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	AMER DEP RECPT	110448107	5333	125950	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	AMER DEP RECPT	111013108	14529	367904	SH	DEFINE
BROADCOM CORP	COMMON SHS	111320107	167	3568	SH	DEFINE
BROADCOM CORP	COMMON SHS	111320107	3654	77900	SH	DEFINE
BROCADE COMMUNICATIONS SYSTEMS INC	CONVERTIBLE BD	111621AB4	14	14000	PRN	DEFINE
BRONCO DRILLING COMPANY INC	COMMON SHS	112211107	1846	67020	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	109	3699	SH	DEFINE
BROOKFIELD PROPERTIES CORP	ORDINARY SHS	112900105	3080	90450	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COMMON SHS	112900105	24375	827100	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	319	6420	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	9	190	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	80	1600	SH	DEFINE
BROWN & BROWN INC	COMMON SHS	115236101	84997	1710550	SH	DEFINE
BROWN SHOE CO INC	COMMON SHS	115736100	29733	901000	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637100	41479	671720	SH	DEFINE
BROWN-FORMAN CORP	COMMON SHS	115637209	90940	1527384	SH	DEFINE
BUCKEYE PARTNERS LP	LTD PARTNERSHIP	118230101	298	6260	SH	DEFINE
BUNGE LTD	CONVERTIBLE BD	120568AE0	13140	8000000	PRN	DEFINE
BUNGE LTD	COMMON SHS	G16962105	508	9650	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	116748	2218700	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	103	1963	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	31722	602843	SH	DEFINE
BUNGE LTD	COMMON SHS	G16962105	199788	3796809	SH	DEFINE
BURLINGTON COAT FACTORY WAREHOUSE	COMMON SHS	121579106	875	23000	SH	DEFINE
BURLINGTON COAT FACTORY WAREHOUSE	COMMON SHS	121579106	6	165	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	957	16000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	39085	653600	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	241325	4035543	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COMMON SHS	12189T104	6	99	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	43867	539441	SH	DEFINE
BURLINGTON RESOURCES INC	COMMON SHS	122014103	6912	85000	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	357	5570	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COMMON SHS	12541W100	46350	722870	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	105	1589	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	1150	17410	SH	DEFINE
C R BARD INC	COMMON SHS	067383109	73691	1116030	SH	DEFINE
CABELA'S INC	COMMON SHS	126804301	263	14300	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	27256	825700	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	30849	934536	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	555	16800	SH	DEFINE
CABOT CORP	COMMON SHS	127055101	118100	3577693	SH	DEFINE
CABOT MICROELECTRONICS CORP	COMMON SHS	12709P103	14800	503751	SH	DEFINE
CABOT OIL & GAS CORP	COMMON SHS	127097103	2020	40000	SH	DEFINE
CADBURY SCHWEPPE'S PLC	AMER DEP RECPT	127209302	77	1900	SH	DEFINE
CADBURY SCHWEPPE'S PLC	AMER DEP RECPT	127209302	22486	552080	SH	DEFINE
CADBURY SCHWEPPE'S PLC	AMER DEP RECPT	127209302	1629	40000	SH	DEFINE
CADBURY SCHWEPPE'S PLC	AMER DEP RECPT	127209302	225	5520	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	34848	2156420	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	394056	24384648	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	11523	713080	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	4857	300583	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	4377	270880	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	34	2100	SH	DEFINE
CADENCE DESIGN SYS INC	COMMON SHS	127387108	2609	161430	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	1813	231800	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	906	115813	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CAE INC	ORDINARY SHS	124765108	55784	7133556	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	35358	4521507	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	63321	8097366	SH	DEFINE
CAE INC	ORDINARY SHS	124765108	4630	592013	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	31989	504486	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	698	11000	SH	DEFINE
CAL DIVE INTERNATIONAL INC	COMMON SHS	127914109	116124	1831323	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	35	1406	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	37	1500	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COMMON SHS	12811R104	36122	1463630	SH	DEFINE
CALGON CARBON CORP	COMMON SHS	129603106	427	54000	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COMMON SHS	13054D109	11990	410054	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COMMON SHS	130788102	222	5400	SH	DEFINE
CALPINE CORP	COMMON SHS	131347106	625	241500	SH	DEFINE
CALPINE CORP	CONVERTIBLE BD	131347BJ4	59235	107700000	PRN	DEFINE
CALPINE CORP	CONV FLT RATE	131347BM7	4356217	68873000	PRN	DEFINE
CALPINE CORP	CONVERTIBLE BD	131347BN5	426000	500000000	PRN	DEFINE
CAMBIOR INC	ORDINARY SHS	13201L103	98	40000	SH	DEFINE
CAMBIOR INC	ORDINARY SHS	13201L103	5240	2130000	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	2408	45000	SH	DEFINE
CAMECO CORP	COMMON SHS	13321L108	24057	390603	SH	DEFINE
CAMECO CORP	ORDINARY SHS	13321L108	25	400	SH	DEFINE
CAMPBELL SOUP CO	COMMON SHS	134429109	1012	34000	SH	DEFINE
CAMPBELL SOUP CO	COMMON SHS	134429109	1315	44187	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	ORDINARY SHS	136069101	242232	3336531	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COMMON SHS	136069101	219	3512	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	ORDINARY SHS	136375102	309133	3747063	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COMMON SHS	136375102	36154	453353	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	ORDINARY SHS	136385101	229875	4378580	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	154	3400	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COMMON SHS	136385101	303	6700	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	ORDINARY SHS	13645T100	53672	1072586	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COMMON SHS	13645T100	20332	407362	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	5899	108710	SH	DEFINE
CANON INC	AMER DEP RECPT	138006309	13969	257440	SH	DEFINE
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	184	4752	SH	DEFINE
CAPITAL AUTOMOTIVE	REAL EST INV TR	139733109	54736	1414000	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	1737	21848	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COMMON SHS	14040H105	2001	25164	SH	DEFINE
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	253	7860	SH	DEFINE
CAPITAL TRUST- CL A- REIT	REAL EST INV TR	14052H506	20193	627900	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	30	1360	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	117	5364	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	667	30580	SH	DEFINE
CAPITALSOURCE INC	COMMON SHS	14055X102	173279	7948596	SH	DEFINE
CAPITALSOURCE INC	CONVERTIBLE BD	14055XAD4	7550	8000000	PRN	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	8774	138300	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	377	5940	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	6	88	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	19032	300000	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	1099	17330	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	3016	47542	SH	DEFINE
CARDINAL HEALTH INC	COMMON SHS	14149Y108	12422	195808	SH	DEFINE
CAREER EDUCATION CORP	COMMON SHS	141665109	327	9200	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	457	9150	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	3776	75625	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	115	2303	SH	DEFINE
CAREMARK RX INC	COMMON SHS	141705103	48523	971829	SH	DEFINE
CARLISLE COMPANIES INC	COMMON SHS	142339100	177437	2791200	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	323	6460	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	0	10	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	24990	500000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CARNIVAL CORP	COMMON SHS	143658300	24881	497829	SH	DEFINE
CARNIVAL CORP	COMMON SHS	143658300	12848	257058	SH	DEFINE
CARNIVAL CORP	CONVERTIBLE BD	143658AN2	14410	11000000	PRN	DEFINE
CASELLA WASTE SYSTEMS INC	COMMON SHS	147448104	6054	461089	SH	DEFINE
CASEYS GENERAL STORES INC	COMMON SHS	147528103	19442	838005	SH	DEFINE
CATAPULT COMMUNICATIONS CORP	COMMON SHS	149016107	8001	436245	SH	DEFINE
CATERPILLAR INC	COMMON SHS	149123101	5865	99838	SH	DEFINE
CATHAY GENERAL BANCORP	COMMON SHS	149150104	1	32	SH	DEFINE
CATHAY GENERAL BANCORP	COMMON SHS	149150104	1644	46363	SH	DEFINE
CATO CORP	COMMON SHS	149205106	8969	450000	SH	DEFINE
CAVALIER HOMES INC	COMMON SHS	149507105	2856	432000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COMMON SHS	12497T101	261	5300	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	REAL EST INV TR	124830100	4099	100000	SH	DEFINE
CDI CORP	COMMON SHS	125071100	38358	1298500	SH	DEFINE
CDW CORP	COMMON SHS	12512N105	785	13325	SH	DEFINE
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	374	12475	SH	DEFINE
CEDAR SHOPPING CENTERS INC	REAL EST INV TR	150602209	128	8856	SH	DEFINE
CEDAR SHOPPING CENTERS INC	REAL EST INV TR	150602209	31743	2193700	SH	DEFINE
CELANESE CORP	CONVERT PREF	150870202	9938	375000	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	7101	581937	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	4563	403440	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	19251	1534610	SH	DEFINE
CELESTICA INC	COMMON SHS	15101Q108	628	55549	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	19913	1528265	SH	DEFINE
CELESTICA INC	ORDINARY SHS	15101Q108	211	16180	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	136	2500	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	23269	428366	SH	DEFINE
CELGENE CORP	COMMON SHS	151020104	27552	507220	SH	DEFINE
CELGENE CORP	CONVERTIBLE BD	151020AC8	13748	6000000	PRN	DEFINE
CELL GENESYS INC	COMMON SHS	150921104	3954	721538	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	252779	4833245	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	14502	277290	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	2153	41169	SH	DEFINE
CEMEX SA	AMER DEP RECPT	151290889	9	170	SH	DEFINE
CENTENE CORP	COMMON SHS	15135B101	1	38	SH	DEFINE
CENTENE CORP	COMMON SHS	15135B101	23540	940480	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	450	30280	SH	DEFINE
CENTERPOINT ENERGY INC	COMMON SHS	15189T107	109414	7358056	SH	DEFINE
CENTERPOINT ENERGY INC	CONVERTIBLE BD	15189TAM9	13288	10000000	PRN	DEFINE
CENTERPOINT PROPERTIES CORP	REAL EST INV TR	151895109	10901	243324	SH	DEFINE
CENTERPOINT PROPERTIES CORP	CONVERT PREF	151895307	1155	11550	SH	DEFINE
CENTRAL EUROPEAN MEDIA ENTERPRISES	COMMON SHS	G20045202	3860	73100	SH	DEFINE
CENTRAL FUND CANADA- CLASS A	CLOSE END MUT F	153501101	7091	1255000	SH	DEFINE
CENTRAL GARDEN & PET CO	COMMON SHS	153527106	5876	129861	SH	DEFINE
CENTRAL GARDEN & PET CO	COMMON SHS	153527106	59	1300	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	2788	186515	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	137	9171	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	12190	815400	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	692	46291	SH	DEFINE
CENTRAL PARKING CORP	COMMON SHS	154785109	7000	468200	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	1136	64900	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	53	3000	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COMMON SHS	155771108	2961	169200	SH	DEFINE
CENTURYTEL INC	COMMON SHS	156700106	1030	29456	SH	DEFINE
CEPHEID INC	COMMON SHS	15670R107	2699	365274	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	67	3235	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	5262	253584	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	1279	61630	SH	DEFINE
CERIDIAN CORP	COMMON SHS	156779100	151	7300	SH	DEFINE
CERTEGY INC	COMMON SHS	156880106	4	111	SH	DEFINE
CERTEGY INC	COMMON SHS	156880106	8004	200000	SH	DEFINE
CERTEGY INC	COMMON SHS	156880106	130	3260	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CHAMPPS ENTERTAINMENT INC	COMMON SHS	158787101	6366	920000	SH	DEFINE
CHAPARRAL STEEL	COMMON SHS	159423102	20176	800000	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	17	380	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	52	1192	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	334	7660	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	218	5000	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COMMON SHS	159864107	56141	1287054	SH	DEFINE
CHARLES SCHWAB CORP	COMMON SHS	808513105	1086	75233	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	47215	4425000	SH	DEFINE
CHARMING SHOPPES INC	COMMON SHS	161133103	7	696	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	21	1000	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	26488	1292100	SH	DEFINE
CHATTEM INC	COMMON SHS	162456107	4109	115755	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	18033	741484	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	349250	14360629	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	242114	9955326	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	24634	1012907	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	32636	1341934	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	1898	78045	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORDINARY SHS	M22465104	2112	86822	SH	DEFINE
CHEMICAL FINL CORP	COMMON SHS	163731102	542	16675	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	1458	38116	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	2073	54202	SH	DEFINE
CHESAPEAKE ENERGY CORP	COMMON SHS	165167107	233769	6111598	SH	DEFINE
CHESAPEAKE ENERGY CORP	CONVERT PREF	165167800	1042	4400	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	19567	302288	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	11555	178516	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	12841	198373	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	140555	2171407	SH	DEFINE
CHEVRON CORPORATION	COMMON SHS	166764100	570142	8807995	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	79	235	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	169	500	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COMMON SHS	167760107	110216	326760	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	74	2015	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	84738	2302655	SH	DEFINE
CHICO'S FAS INC	COMMON SHS	168615102	101084	2746840	SH	DEFINE
CHILDREN'S PLACE RETAIL STORES INC	COMMON SHS	168905107	451	12660	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	1194	48460	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	2464	100000	SH	DEFINE
CHINA MOBILE (HONG KONG) LTD	AMER DEP RECPT	16941M109	5603	227400	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COMMON SHS	170032809	22640	810000	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COMMON SHS	170032809	5	170	SH	DEFINE
CHIRON CORP	COMMON SHS	170040109	241	5530	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	6907	160000	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	511	11830	SH	DEFINE
CHOICEPOINT INC	COMMON SHS	170388102	4317	100000	SH	DEFINE
CHRISTOPHER & BANKS CORP	COMMON SHS	171046105	15215	1097000	SH	DEFINE
CHROMCRAFT REVINGTON INC	COMMON SHS	171117104	2716	200000	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	5857	65400	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	116	1300	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	36	400	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	121104	1352365	SH	DEFINE
CHUBB CORP	COMMON SHS	171232101	15	164	SH	DEFINE
CHUBB CORP	CONVERT PREF	171232309	28	855	SH	DEFINE
CHUBB CORP	CONVERT PREF	171232309	4904	150000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	616	33257	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	280414	15149313	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	114995	6212569	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	64539	3486700	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	7065	381676	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	2971	160490	SH	DEFINE
CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	6225	336290	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CHUNGHWA TELECOM CO LTD	AMER DEP RECPT	17133Q205	2195	118570	SH	DEFINE
CHURCH & DWIGHT CO INC	COMMON SHS	171340102	587	15890	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	AMER DEP RECPT	20441W104	13130	437679	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	AMER DEP RECPT	20441W104	45	1500	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	84544	2273900	SH	DEFINE
CIA DE BEBIDAS DAS AMERICAS (AMBEV	DEP RCPT PFD	20441W203	264	7100	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	146285	3759572	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	171425	4405677	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	105562	2712990	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	17941	461096	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	111247	2859094	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	41084	1055860	SH	DEFINE
CIA VALE DO RIO DOCE	DEP RCPT PFD	204412100	5058	130000	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	22465	512197	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	12310	280670	SH	DEFINE
CIA VALE DO RIO DOCE	AMER DEP RECPT	204412209	882	20100	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	53428	453318	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	101536	861498	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	10136	86002	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2960	25112	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2226	18890	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	2194	18618	SH	DEFINE
CIGNA CORP	COMMON SHS	125509109	37	312	SH	DEFINE
CIMAREX ENERGY CO	COMMON SHS	171798101	336	7410	SH	DEFINE
CINCINNATI FINANCIAL CORP	COMMON SHS	172062101	268	6400	SH	DEFINE
CINCINNATI FINANCIAL CORP	COMMON SHS	172062101	4	99	SH	DEFINE
CINCINNATI FINANCIAL CORP	COMMON SHS	172062101	9	204	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	10041	226100	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	159	3570	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	568	12790	SH	DEFINE
CINERGY CORP	COMMON SHS	172474108	483159	10879500	SH	DEFINE
CINTAS CORP	COMMON SHS	172908105	1394	33950	SH	DEFINE
CIRCOR INTERNATIONAL INC	COMMON SHS	17273K109	24700	899800	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	1747	97450	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	14	800	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	6	348	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	24206	1350000	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	284	15830	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	120536	6722583	SH	DEFINE
CISCO SYSTEMS INC	COMMON SHS	17275R102	88085	4912711	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	100155	2216800	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	210	4650	SH	DEFINE
CIT GROUP INC	COMMON SHS	125581108	2485	55011	SH	DEFINE
CITADEL BROADCASTING CORP	COMMON SHS	17285T106	346	25223	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	2731	60000	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	40	870	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	8362	183700	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	11876	260902	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	22251	488826	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	263800	5795258	SH	DEFINE
CITIGROUP INC	COMMON SHS	172967101	127443	2799722	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	2668	196875	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COMMON SHS	17453B101	1150	84900	SH	DEFINE
CITRIX SYSTEMS INC	COMMON SHS	177376100	65305	2597665	SH	DEFINE
CITY INVESTING CO LIQUIDATING TRUS	COMMON SHS	177900107	914	6529648	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	6326	90253	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	2	35	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	540	7700	SH	DEFINE
CITY NATIONAL CORP	COMMON SHS	178566105	74136	1057720	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	12120	422005	SH	DEFINE
CLARCOR INC	COMMON SHS	179895107	7800	271600	SH	DEFINE
CLEAN HARBORS INC	COMMON SHS	184496107	2774	81700	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CLEAN HARBORS INC	COMMON SHS	184496107	65	1900	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	724	22000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	320957	9758505	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	2856	86842	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	16445	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	1310	39843	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COMMON SHS	184502102	15977	485775	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	6250	112535	SH	DEFINE
CLOROX CO	COMMON SHS	189054109	11	202	SH	DEFINE
CMGI INC	COMMON SHS	125750109	668	400000	SH	DEFINE
CMS ENERGY CORP	CONVERTIBLE BD	125896AW0	122725	95000000	PRN	DEFINE
CNA SURETY CORP	COMMON SHS	12612L108	199	14000	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	0	22	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	3	200	SH	DEFINE
CNET NETWORKS INC	COMMON SHS	12613R104	45842	3378220	SH	DEFINE
CNF INC	COMMON SHS	12612W104	5848	111386	SH	DEFINE
CNH GLOBAL NV	ORDINARY SHS	N20935206	39339	1996900	SH	DEFINE
CNOOC LTD	AMER DEP RECPT	126132109	4789	66340	SH	DEFINE
COACH INC	COMMON SHS	189754104	157	5000	SH	DEFINE
COACH INC	COMMON SHS	189754104	80145	2555642	SH	DEFINE
COACH INC	COMMON SHS	189754104	5019	160040	SH	DEFINE
COAST DISTRIBUTION SYSTEM INC	COMMON SHS	190345108	397	66800	SH	DEFINE
COCA COLA FEMSA SA DE CV	AMER DEP RECPT	191241108	216	8100	SH	DEFINE
COCA COLA FEMSA SA DE CV	AMER DEP RECPT	191241108	9	344	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	19	430	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	3044	70468	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	578	13390	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	113067	2617894	SH	DEFINE
COCA-COLA CO	COMMON SHS	191216100	59338	1373889	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	274727	14088575	SH	DEFINE
COCA-COLA ENTERPRISES INC	COMMON SHS	191219104	1	40	SH	DEFINE
COEUR D'ALENE MINES CORP	COMMON SHS	192108108	31326	7405700	SH	DEFINE
COGNEX CORP	COMMON SHS	192422103	2783	92544	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	97	2078	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	2338	50180	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COMMON SHS	192446102	205630	4413598	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	156	4000	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	1	37	SH	DEFINE
COGNOS INC	ORDINARY SHS	19244C109	2249	50000	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	67511	1575124	SH	DEFINE
COGNOS INC	COMMON SHS	19244C109	20788	533903	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	13874	473854	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	70	2400	SH	DEFINE
COHERENT INC	COMMON SHS	192479103	63532	2169820	SH	DEFINE
COHU INC	COMMON SHS	192576106	24915	1053500	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	2559	138226	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	172	9307	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	14732	795880	SH	DEFINE
COINSTAR INC	COMMON SHS	19259P300	16820	908700	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COMMON SHS	19388P106	919	50500	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COMMON SHS	19388P106	21563	1184800	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	332	6289	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	3	60	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	15975	302623	SH	DEFINE
COLGATE-PALMOLIVE CO	COMMON SHS	194162103	379	7172	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	3999	136103	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N101	652	22183	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	576	20000	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	129672	4505627	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	59737	2075641	SH	DEFINE
COMCAST CORP	COMMON SHS	20030N200	5037	175000	SH	DEFINE
COMERICA INC	COMMON SHS	200340107	502	8523	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COMERICA INC	COMMON SHS	200340107	245613	4170000	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	3613	117722	SH	DEFINE
COMMERCE BANCORP INC	COMMON SHS	200519106	45777	1491592	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COMMON SHS	202608105	6899	329464	SH	DEFINE
COMMONWEALTH TELEPHONE ENTERPRISES	COMMON SHS	203349105	7457	197793	SH	DEFINE
COMMONWEALTH TELEPHONE ENTERPRISES	COMMON SHS	203349105	75	2000	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	156	4031	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COMMON SHS	203668108	161791	4168790	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	CONVERTIBLE BD	203668AA6	14010	12000000	PRN	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	DEP RCPT PFD	20441B407	58518	7580029	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	1393	60000	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	14682	632300	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	AMER DEP RECPT	20440W105	14	600	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	AMER DEP RECPT	204448104	30708	988986	SH	DEFINE
COMPASS BANCSHARES INC	COMMON SHS	20449H109	623	13596	SH	DEFINE
COMPUTER ASSOCIATES INTERNATIONAL	COMMON SHS	204912109	667	24000	SH	DEFINE
COMPUTER ASSOCIATES INTERNATIONAL	COMMON SHS	204912109	746	26837	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	47310	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	484	10225	SH	DEFINE
COMPUTER SCIENCES CORP	COMMON SHS	205363104	2730	57703	SH	DEFINE
COMPUWARE CORP	COMMON SHS	205638109	113	11940	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	192	7308	SH	DEFINE
COMVERSE TECHNOLOGY INC	COMMON SHS	205862402	5253	199960	SH	DEFINE
COMVERSE TECHNOLOGY INC	CONVERT ZERO CP	205862AL9	751	5000	PRN	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	2	80	SH	DEFINE
CONAGRA FOODS INC	COMMON SHS	205887102	2123	85790	SH	DEFINE
CONCEPTUS INC	COMMON SHS	206016107	175	15100	SH	DEFINE
CONCUR TECHNOLOGIES INC	COMMON SHS	206708109	1536	124150	SH	DEFINE
CONEXANT SYSTEMS INC	COMMON SHS	207142100	537	300000	SH	DEFINE
CONEXANT SYSTEMS INC	CONVERTIBLE BD	207142AB6	17489	17800000	PRN	DEFINE
CONEXANT SYSTEMS INC	CONVERTIBLE BD	207142AF7	302252	311600000	PRN	DEFINE
CONNETICS CORP	COMMON SHS	208192104	0	19	SH	DEFINE
CONNETICS CORP	COMMON SHS	208192104	1001	59200	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	3565	51000	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	8054	115200	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	5411	77399	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	15540	222290	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	156273	2235348	SH	DEFINE
CONOCOPHILLIPS	COMMON SHS	20825C104	30280	433126	SH	DEFINE
CONSECO INC	CONVERT PEF	208464867	12094	450000	SH	DEFINE
CONSECO INC	COMMON SHS	208464883	108358	5133000	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	29097	381500	SH	DEFINE
CONSOL ENERGY INC	COMMON SHS	20854P109	8695	114000	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	3221	66348	SH	DEFINE
CONSOLIDATED EDISON INC	COMMON SHS	209115104	218475	4500000	SH	DEFINE
CONSTELLATION BRANDS INC	COMMON SHS	21036P108	9621	370041	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PEF	21036P306	6689	170418	SH	DEFINE
CONSTELLATION BRANDS INC	CONVERT PEF	21036P306	7528	191800	SH	DEFINE
CONSTELLATION ENERGY GROUP	COMMON SHS	210371100	556	9025	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	4830	500000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	10	1000	SH	DEFINE
CONTINENTAL AIRLINES INC	COMMON SHS	210795308	8	853	SH	DEFINE
CONTINENTAL MATERIAL CORP	COMMON SHS	211615307	3052	99500	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	15173	1055900	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	39417	2743000	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	15056	1047750	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	17357	1207850	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	43	3000	SH	DEFINE
CONVERGYS CORP	COMMON SHS	212485106	2607	181450	SH	DEFINE
COOPER CAMERON CORP	COMMON SHS	216640102	69435	939200	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	1	15	SH	DEFINE
COOPER COMPANIES INC	COMMON SHS	216648402	16171	211087	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COOPER COMPANIES INC	COMMON SHS	216648402	27015	352635	SH	DEFINE
COOPER INDUSTRIES LTD	COMMON SHS	G24182100	69916	1011224	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	4114	310000	SH	DEFINE
CORINTHIAN COLLEGES INC	COMMON SHS	218868107	23954	1805110	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	6	300	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	49771	2467600	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	803	39808	SH	DEFINE
CORN PRODUCTS INTL INC	COMMON SHS	219023108	2556	126700	SH	DEFINE
CORNING INC	COMMON SHS	219350105	34646	1792347	SH	DEFINE
CORNING INC	COMMON SHS	219350105	13457	696151	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	41	520	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	4106	52650	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COMMON SHS	21988R102	77114	988890	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	430	12297	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	REAL EST INV TR	22002T108	44411	1270700	SH	DEFINE
CORUS ENTERTAINMENT INC	ORDINARY SHS	220874101	238	7087	SH	DEFINE
COSI INC	COMMON SHS	22122P101	3334	339472	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	8	460	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	11243	619422	SH	DEFINE
COST PLUS INC	COMMON SHS	221485105	32950	1815450	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	28	650	SH	DEFINE
COSTCO WHOLESALE CORP	COMMON SHS	22160K105	69850	1621016	SH	DEFINE
COSTCO WHOLESALE CORP	CONVERT ZERO CP	22160QAC6	788	8000	PRN	DEFINE
COTHERIX INC	COMMON SHS	22163T103	3274	234700	SH	DEFINE
COTT CORP	ORDINARY SHS	22163N106	92855	4533936	SH	DEFINE
COTT CORP	COMMON SHS	22163N106	15718	888000	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	426	12915	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	6	171	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	138	4190	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	7234	219358	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COMMON SHS	222372104	40189	1218592	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	CONVERT ZERO CP	222372AG9	933750	6000000	PRN	DEFINE
COURIER CORP	COMMON SHS	222660102	7480	200000	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	110	3650	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	227	7500	SH	DEFINE
COUSINS PROPERTIES INC	REAL EST INV TR	222795106	9553	316100	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	133	1545	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	314	3653	SH	DEFINE
COVENTRY HEALTH CARE INC	COMMON SHS	222862104	118187	1373950	SH	DEFINE
COX RADIO INC	COMMON SHS	224051102	5530	363830	SH	DEFINE
COX RADIO INC	COMMON SHS	224051102	145	9524	SH	DEFINE
CRA INTERNATIONAL INC	COMMON SHS	12618T105	6413	153817	SH	DEFINE
CRA INTERNATIONAL INC	COMMON SHS	12618T105	54	1300	SH	DEFINE
CREDENCE SYSTEMS CORP	COMMON SHS	225302108	519	65000	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	13819	483700	SH	DEFINE
CREDICORP LTD	ORDINARY SHS	G2519Y108	6974	244100	SH	DEFINE
CREDIT SUISSE GROUP	AMER DEP RECPT	225401108	205	4600	SH	DEFINE
CREE INC	COMMON SHS	225447101	1238	49469	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COMMON SHS	228227104	4191	170171	SH	DEFINE
CSX CORP	COMMON SHS	126408103	548	11790	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	2154	100000	SH	DEFINE
CUBIST PHARMACEUTICALS INC	COMMON SHS	229678107	18133	841851	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	40	804	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	426	8632	SH	DEFINE
CULLEN FROST BANKERS INC	COMMON SHS	229899109	30721	622640	SH	DEFINE
CURIS INC	COMMON SHS	231269101	524	114100	SH	DEFINE
CURTISS WRIGHT CORP	COMMON SHS	231561101	257	4170	SH	DEFINE
CV THERAPEUTICS INC	COMMON SHS	126667104	3916	146400	SH	DEFINE
CV THERAPEUTICS INC	CONVERTIBLE BD	126667AG9	119	100000	PRN	DEFINE
CVS CORP	COMMON SHS	126650100	5410	186484	SH	DEFINE
CYMER INC	COMMON SHS	232572107	1	24	SH	DEFINE
CYMER INC	COMMON SHS	232572107	310	9900	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	216	40000	SH	DEFINE
CYPRESS BIOSCIENCE INC	COMMON SHS	232674507	1941	358800	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	920	21200	SH	DEFINE
CYTEC INDUSTRIES INC	COMMON SHS	232820100	165	3804	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	381	14200	SH	DEFINE
CYTYC CORP	COMMON SHS	232946103	76318	2842370	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	652	18000	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	83433	2303500	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	5544	153063	SH	DEFINE
D R HORTON INC	COMMON SHS	23331A109	3079	85000	SH	DEFINE
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	9	165	SH	DEFINE
DAIMLERCHRYSLER AG	ORDINARY SHS	D1668R123	6226	117215	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	364	6770	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	22458	417194	SH	DEFINE
DANAHER CORP	COMMON SHS	235851102	16383	304350	SH	DEFINE
DAVITA INC	COMMON SHS	23918K108	2018	43800	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	68	1752	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	265	6810	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	1516	39006	SH	DEFINE
DEAN FOODS INC	COMMON SHS	242370104	86540	2226960	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	551	9000	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	154487	2524300	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	12240	200000	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	1679	27436	SH	DEFINE
DEERE & CO	COMMON SHS	244199105	669	10937	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COMMON SHS	24522P103	1173	109365	SH	DEFINE
DELL INC	COMMON SHS	24702R101	391	11420	SH	DEFINE
DELL INC	COMMON SHS	24702R101	23	670	SH	DEFINE
DELL INC	COMMON SHS	24702R101	10	301	SH	DEFINE
DELL INC	COMMON SHS	24702R101	17100	500000	SH	DEFINE
DELL INC	COMMON SHS	24702R101	514	15030	SH	DEFINE
DELL INC	COMMON SHS	24702R101	97323	2845706	SH	DEFINE
DELL INC	COMMON SHS	24702R101	111055	3247233	SH	DEFINE
DELPHI CORP	COMMON SHS	247126105	28	10065	SH	DEFINE
DELTA APPAREL INC	COMMON SHS	247368103	9731	680000	SH	DEFINE
DELUXE CORP	COMMON SHS	248019101	229	5710	SH	DEFINE
DELUXE CORP	COMMON SHS	248019101	19	473	SH	DEFINE
DENBURY RESOURCES INC	COMMON SHS	247916208	1	14	SH	DEFINE
DENBURY RESOURCES INC	COMMON SHS	247916208	46016	912300	SH	DEFINE
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	5270	262322	SH	DEFINE
DENDRITE INTERNATIONAL INC	COMMON SHS	248239105	86	4300	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	88	1625	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COMMON SHS	249030107	24950	461860	SH	DEFINE
DESERT SUN MNG CORP	ORDINARY SHS	25043V107	134	63629	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	15240	195515	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	2426	31126	SH	DEFINE
DEUTSCHE BANK AG	ORDINARY SHS	D18190898	563	6050	SH	DEFINE
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	28	600	SH	DEFINE
DEVELOPERS DIVERSIFIED REALTY CORP	REAL EST INV TR	251591103	199895	4280400	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	588	8570	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	30	430	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	18	268	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	542	7890	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	3008	43830	SH	DEFINE
DEVON ENERGY CORP	COMMON SHS	25179M103	87447	1273990	SH	DEFINE
DEVON ENERGY CORP	CONVERTIBLE BD	25179MAA1	138	112000	PRN	DEFINE
DEVRY INC	COMMON SHS	251893103	229	12000	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	1494	53752	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	489	17600	SH	DEFINE
DEX MEDIA INC	COMMON SHS	25212E100	199031	7161970	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	3217	55462	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DIAGEO PLC	AMER DEP RECPT	25243Q205	4513	77797	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	11735	202300	SH	DEFINE
DIAGEO PLC	AMER DEP RECPT	25243Q205	12466	214900	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COMMON SHS	25271C102	325	5300	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COMMON SHS	25271C102	3	45	SH	DEFINE
DIAMONDS TRUST	OPEN END UT TR	252787106	537	5076	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	36414	1056700	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	155	4512	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	3121	90565	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	588	17050	SH	DEFINE
DIEBOLD INC	COMMON SHS	253651103	6167	178950	SH	DEFINE
DIGENE CORP	COMMON SHS	253752109	58849	2064860	SH	DEFINE
DIGI INTERNATIONAL INC	COMMON SHS	253798102	537	50000	SH	DEFINE
DIGITAL REALTY TRUST INC	REAL EST INV TR	253868103	298	16556	SH	DEFINE
DIGITAL REALTY TRUST INC	REAL EST INV TR	253868103	49500	2750000	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	43564	2086400	SH	DEFINE
DILLARDS INC	COMMON SHS	254067101	4	182	SH	DEFINE
DIODES INC	COMMON SHS	254543101	4087	112700	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	13563	250000	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	488	9000	SH	DEFINE
DIONEX CORP	COMMON SHS	254546104	1172	21600	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	92690	6187605	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	645489	43090029	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	22263	1486162	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	4798	320276	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	6474	432180	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	3409	227568	SH	DEFINE
DIRECTV GROUP INC	COMMON SHS	25459L106	4405	294090	SH	DEFINE
DISCOVERY HOLDING CO	COMMON SHS	25468Y107	60964	4221890	SH	DEFINE
DISCOVERY HOLDING CO	COMMON SHS	25468Y107	936	64831	SH	DEFINE
DISCOVERY HOLDING CO	COMMON SHS	25468Y107	579	40110	SH	DEFINE
DIXIE GROUP INC	COMMON SHS	255519100	6456	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	CLOSE END MUT F	23325P104	288	24864	SH	DEFINE
DOLBY LABORATORIES INC	COMMON SHS	25659T107	10637	664800	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	176	9590	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	200	10900	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	111	6071	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	318	17360	SH	DEFINE
DOLLAR GENERAL CORP	COMMON SHS	256669102	119543	6518154	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COMMON SHS	256743105	73882	2194300	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	18	820	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	9	418	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	361	16670	SH	DEFINE
DOLLAR TREE STORES INC	COMMON SHS	256747106	31414	1451000	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	775	9000	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	6549	76023	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	9819	113991	SH	DEFINE
DOMINION RESOURCES INC	COMMON SHS	25746U109	729933	8473800	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	10868	1454830	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	8899	1191300	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	62373	8349810	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	10264	1374035	SH	DEFINE
DOMTAR INC	ORDINARY SHS	257561100	175	23410	SH	DEFINE
DONALDSON CO INC	COMMON SHS	257651109	27508	901000	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	8	580	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	4653	356039	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	4	300	SH	DEFINE
DORAL FINANCIAL CORP	COMMON SHS	25811P100	107496	8224660	SH	DEFINE
DOREL INDUSTRIES INC	ORDINARY SHS	25822C205	158381	4949398	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	849	50000	SH	DEFINE
DOV PHARMACEUTICAL INC	COMMON SHS	259858108	5695	335400	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	100486	2463500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DOVER CORP	COMMON SHS	260003108	33	800	SH	DEFINE
DOVER CORP	COMMON SHS	260003108	40494	992740	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	42341	1016110	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	117610	2822423	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	16637	399260	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	10149	243565	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	8685	208430	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	18285	438809	SH	DEFINE
DOW CHEMICAL CO	COMMON SHS	260543103	192419	4617686	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	20138	527300	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	20	530	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	245	6420	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	301	7876	SH	DEFINE
DOW JONES & CO INC	COMMON SHS	260561105	72639	1902042	SH	DEFINE
DRESSER-RAND GROUP INC	COMMON SHS	261608103	25	1000	SH	DEFINE
DRESSER-RAND GROUP INC	COMMON SHS	261608103	20229	821300	SH	DEFINE
DRYSHIPS INC	COMMON SHS	Y2109Q101	86	5000	SH	DEFINE
DRYSHIPS INC	COMMON SHS	Y2109Q101	665	38597	SH	DEFINE
DST SYSTEMS INC	COMMON SHS	233326107	603	11000	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	21786	475053	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	419870	9155475	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	5073	110619	SH	DEFINE
DTE ENERGY COMPANY	COMMON SHS	233331107	280893	6125000	SH	DEFINE
DUCKWALL ALCO STORES INC	COMMON SHS	264142100	7643	330000	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	26352	903400	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	18	600	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	13152	450889	SH	DEFINE
DUKE ENERGY CORP	COMMON SHS	264399106	244313	8375500	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	58	1701	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	34	1000	SH	DEFINE
DUKE REALTY CORP	REAL EST INV TR	264411505	3938	116248	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	8036	122000	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	609	9238	SH	DEFINE
DUN & BRADSTREET CORP	COMMON SHS	26483E100	6	90	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	705	18000	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	2	50	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	102399	2614224	SH	DEFINE
DUPONT DE NEMOURS INC	COMMON SHS	263534109	834	21300	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	100	5672	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	104	5900	SH	DEFINE
E*TRADE FINANCIAL CORP	COMMON SHS	269246104	109951	6247198	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	6819	221770	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	22404	728575	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	1691	55000	SH	DEFINE
E.ON AG	AMER DEP RECPT	268780103	910	29580	SH	DEFINE
EARTHLINK INC	COMMON SHS	270321102	685	64000	SH	DEFINE
EARTHLINK INC	COMMON SHS	270321102	28	2590	SH	DEFINE
EAST WEST BANCORP INC	COMMON SHS	27579R104	50113	1472170	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	735	15653	SH	DEFINE
EASTMAN CHEMICAL CO	COMMON SHS	277432100	12	245	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	12165	500000	SH	DEFINE
EASTMAN KODAK CO	COMMON SHS	277461109	1395	57349	SH	DEFINE
EATON CORP	COMMON SHS	278058102	8051	126694	SH	DEFINE
EBAY INC	COMMON SHS	278642103	1	35	SH	DEFINE
EBAY INC	COMMON SHS	278642103	19240	466992	SH	DEFINE
EBAY INC	COMMON SHS	278642103	37304	905443	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	37728	1275900	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	95017	3213291	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	245	8300	SH	DEFINE
ECHOSTAR DBS CORP	COMMON SHS	278762109	27	903	SH	DEFINE
ECHOSTAR DBS CORP	CONVERTIBLE BD	278762AG4	10	10000	PRN	DEFINE
ECHOSTAR DBS CORP	CONVERTIBLE BD	278762AG4	25373	25500000	PRN	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ECOLAB INC	COMMON SHS	278865100	1	31	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	44057	1379800	SH	DEFINE
ECOLAB INC	COMMON SHS	278865100	16872	528400	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COMMON SHS	278878103	1763	215000	SH	DEFINE
EDISON INTERNATIONAL	COMMON SHS	281020107	97648	2065313	SH	DEFINE
EDUCATION MANAGEMENT CORP	COMMON SHS	28139T101	1	25	SH	DEFINE
EDUCATION MANAGEMENT CORP	COMMON SHS	28139T101	339	10500	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	2221	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COMMON SHS	28176E108	110	2469	SH	DEFINE
EGL INC	COMMON SHS	268484102	597	22000	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	34425	2476603	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	805694	57963619	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	17754	1277267	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	3782	272056	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	17744	1276560	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	293	21066	SH	DEFINE
EL PASO CORP	COMMON SHS	28336L109	3512	252680	SH	DEFINE
EL PASO CORP	CONVERT ZERO CP	28336LAC3	1523	28000	PRN	DEFINE
ELBIT SYSTEMS LTD	ORDINARY SHS	M3760D101	13200	130176	SH	DEFINE
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	21926	5334800	SH	DEFINE
ELDORADO GOLD CORP NEW	ORDINARY SHS	284902103	8816	2145000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	33412	1494291	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COMMON SHS	285229100	45110	2017438	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	393	6900	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	16	280	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	11	198	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	282	4950	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	87962	1546180	SH	DEFINE
ELECTRONIC ARTS INC	COMMON SHS	285512109	89509	1573363	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	45129	2011103	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	482367	21495864	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	12029	536052	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	20872	930140	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	2751	122578	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COMMON SHS	285661104	37834	1686000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	1028	19200	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	13	240	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	3607	67390	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	21408	400000	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	618	11540	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	20391	380998	SH	DEFINE
ELI LILLY & CO	COMMON SHS	532457108	295392	5519286	SH	DEFINE
EMAGEON INC	COMMON SHS	29076V109	388	28600	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	4460	115550	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	7662	198502	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	95426	2472178	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	38593	999826	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	173	4470	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	7924	205280	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	AMER DEP RECPT	29081M102	163668	4240100	SH	DEFINE
EMC CORP	COMMON SHS	268648102	224	17310	SH	DEFINE
EMC CORP	COMMON SHS	268648102	12940	1000000	SH	DEFINE
EMC CORP	COMMON SHS	268648102	60237	4655121	SH	DEFINE
EMC CORP	COMMON SHS	268648102	19373	1497125	SH	DEFINE
EMC INS GROUP INC	COMMON SHS	268664109	8553	473854	SH	DEFINE
EMCOR GROUP INC	COMMON SHS	29084Q100	13182	222300	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	CLOSE END MUT F	290890102	2815	250000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	832	11594	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	35900	500000	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	32	445	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	67571	941094	SH	DEFINE
EMERSON ELECTRIC CO	COMMON SHS	291011104	0	4	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

EMMIS COMMUNICATIONS CORP	COMMON SHS	291525103	212	9600	SH	DEFINE
ENBRIDGE INC	ORDINARY SHS	29250N105	93163	2500355	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	1255	18500	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	39884	684000	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	264522	3898624	SH	DEFINE
ENCANA CORP	COMMON SHS	292505104	147739	2212103	SH	DEFINE
ENCANA CORP	ORDINARY SHS	292505104	1333	20800	SH	DEFINE
ENCYSIVE PHARMACEUTICALS INC	COMMON SHS	29256X107	35	3000	SH	DEFINE
ENCYSIVE PHARMACEUTICALS INC	COMMON SHS	29256X107	2407	204300	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	25436	950152	SH	DEFINE
ENDESA SA	AMER DEP RECPT	29258N107	441	16482	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	4416	77885	SH	DEFINE
ENERGIZER HOLDINGS INC	COMMON SHS	29266R108	8	142	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	184	7291	SH	DEFINE
ENERGY EAST CORP	COMMON SHS	29266M109	144767	5747000	SH	DEFINE
ENERPLUS RESOURCES FUND	CLOSE END UT TR	29274D604	878	18605	SH	DEFINE
ENERSIS SA	AMER DEP RECPT	29274F104	10296	900000	SH	DEFINE
ENGELHARD CORP	COMMON SHS	292845104	386	13836	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	9237	62370	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	34849	235304	SH	DEFINE
ENI SPA	AMER DEP RECPT	26874R108	6353	42895	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	3266	70100	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	1607	34500	SH	DEFINE
ENSCO INTERNATIONAL INC	COMMON SHS	26874Q100	5964	128000	SH	DEFINE
ENTEGRIS INC	COMMON SHS	29362U104	1	53	SH	DEFINE
ENTEGRIS INC	COMMON SHS	29362U104	4252	376307	SH	DEFINE
ENTEGRIS INC	COMMON SHS	29362U104	16	1400	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	58713	790000	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	3868	52045	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	4124	55496	SH	DEFINE
ENERGY CORP	COMMON SHS	29364G103	440569	5928000	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	LTD PARTNERSHIP	293792107	4415	175341	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	424	9500	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	188	4212	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	REAL EST INV TR	29380T105	29300	656500	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	11967	1520548	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COMMON SHS	29382R107	26722	3395400	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	6953	1241676	SH	DEFINE
ENTRUST INC	COMMON SHS	293848107	24097	4303100	SH	DEFINE
ENZON PHARMACEUTICALS INC	CONVERTIBLE BD	293904AB4	113150	124000000	PRN	DEFINE
EOG RESOURCES INC	COMMON SHS	26875P101	590	7876	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	4	110	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	13976	400000	SH	DEFINE
EQUIFAX INC	COMMON SHS	294429105	200	5717	SH	DEFINE
EQUITY INNS INC	REAL EST INV TR	294703103	3250	240715	SH	DEFINE
EQUITY OFFICE PROPERTIES TRUST	REAL EST INV TR	294741103	1726	52773	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	493	13031	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	2643	69832	SH	DEFINE
EQUITY RESIDENTIAL	REAL EST INV TR	29476L107	67036	1771100	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	AMER DEP RECPT	294821608	6987	189652	SH	DEFINE
ERIE INDY CO	COMMON SHS	29530P102	59481	1127610	SH	DEFINE
ESB FINANCIAL CORP	COMMON SHS	26884F102	1376	116159	SH	DEFINE
ESCO TECHNOLOGIES INC	COMMON SHS	296315104	61927	1236800	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COMMON SHS	296650104	2728	78000	SH	DEFINE
ESSEX CORP	COMMON SHS	296744105	26756	1234700	SH	DEFINE
ESSEX PROPERTY TRUST INC	REAL EST INV TR	297178105	6300	70000	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	87	2500	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	77797	2233623	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COMMON SHS	518439104	244	7000	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COMMON SHS	297602104	21246	677700	SH	DEFINE
EVEREST RE GROUP LTD	ORDINARY SHS	G3223R108	3606	36833	SH	DEFINE
EVERGREEN SOLAR INC	COMMON SHS	30033R108	755	80900	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

EW SCRIPPS CO	COMMON SHS	811054204	87328	1747604	SH	DEFINE
EW SCRIPPS CO	COMMON SHS	811054204	2	45	SH	DEFINE
EW SCRIPPS CO	COMMON SHS	811054204	62	1242	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	24159	1723153	SH	DEFINE
EXAR CORP	COMMON SHS	300645108	12261	874524	SH	DEFINE
EXELIXIS INC	COMMON SHS	30161Q104	0	61	SH	DEFINE
EXELIXIS INC	COMMON SHS	30161Q104	4782	623500	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	13	240	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	10195	190781	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	12159	227532	SH	DEFINE
EXELON CORP	COMMON SHS	30161N101	372090	6962760	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	5945	300100	SH	DEFINE
EXPEDIA INC	COMMON SHS	30212P105	56	2811	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	304	5350	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	91	1609	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	182	3210	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	57916	1020000	SH	DEFINE
EXPEDITORS INT'L WAS INC	COMMON SHS	302130109	197882	3485060	SH	DEFINE
EXPONENT INC	COMMON SHS	30214U102	2668	85000	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	81	1299	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	1205	19365	SH	DEFINE
EXPRESS SCRIPTS INC	COMMON SHS	302182100	105478	1695791	SH	DEFINE
EXTRA SPACE STORAGE INC	REAL EST INV TR	30225T102	36912	2400000	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	3304	52000	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	68	1070	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	12313	193786	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	22936	360966	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	726997	11441561	SH	DEFINE
EXXON MOBIL CORP	COMMON SHS	30231G102	238969	3760917	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	6102	140364	SH	DEFINE
F5 NETWORKS INC	COMMON SHS	315616102	87	2000	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	0	1	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	511	11400	SH	DEFINE
FAIR ISAAC INC	COMMON SHS	303250104	77198	1723178	SH	DEFINE
FAIRCHILD SEMICONDUCTOR CORP	CONVERTIBLE BD	303727AJ0	3366	3400000	PRN	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	4178	125000	SH	DEFINE
FAIRMONT HOTELS & RESORTS INC	COMMON SHS	305204109	83	2475	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	14	720	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	133131	6700100	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	145	7288	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	3150	158525	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	267	13460	SH	DEFINE
FAMILY DOLLAR STORES INC	COMMON SHS	307000109	19071	959800	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	10900	243196	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	67108	1497280	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	4344	96912	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	79264	1768500	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	2890	64489	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	157	3505	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	7625	170119	SH	DEFINE
FANNIE MAE	COMMON SHS	313586109	61855	1380085	SH	DEFINE
FARMER BROS CO	COMMON SHS	307675108	42268	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COMMON SHS	311642102	10488	538120	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	134	2200	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	19468	318679	SH	DEFINE
FASTENAL CO	COMMON SHS	311900104	367	6000	SH	DEFINE
FAVRILLE INC	COMMON SHS	312088404	929	204200	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	15724	525000	SH	DEFINE
FBL FINANCIAL GROUP INC	COMMON SHS	30239F106	3	111	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	14937	613697	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COMMON SHS	313148306	640	26300	SH	DEFINE
FEDERAL REALTY INVESTMENT TRUST	REAL EST INV TR	313747206	5331	87500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FEDERAL SIGNAL CORP	COMMON SHS	313855108	74537	4361420	SH	DEFINE
FEDERAL SIGNAL CORP	COMMON SHS	313855108	82	4800	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	2006	30000	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COMMON SHS	31410H101	6191	92585	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	16	470	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	8	251	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	249	7480	SH	DEFINE
FEDERATED INVESTORS INC	COMMON SHS	314211103	134086	4035097	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	1073	12310	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	16	180	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	559	6420	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	3432	39386	SH	DEFINE
FEDEX CORP	COMMON SHS	31428X106	41194	472783	SH	DEFINE
FEI CO	COMMON SHS	30241L109	1059	55000	SH	DEFINE
FELCOR LODGING TRUST INC	REAL EST INV TR	31430F101	11408	753027	SH	DEFINE
FELCOR LODGING TRUST INC	CONVERT PREF	31430F200	84974	3450000	SH	DEFINE
FERRO CORP	COMMON SHS	315405100	204	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	930	20884	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COMMON SHS	316326107	14	304	SH	DEFINE
FIELDSTONE INVESTMENT CORP	REAL EST INV TR	31659U300	38768	3324900	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	18	480	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	9	244	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	358	9740	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	1301	35408	SH	DEFINE
FIFTH THIRD BANCORP	COMMON SHS	316773100	318597	8674020	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	18449	661258	SH	DEFINE
FILENET CORP	COMMON SHS	316869106	76891	2755960	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	11628	292159	SH	DEFINE
FINANCIAL FEDERAL CORP	COMMON SHS	317492106	35541	893000	SH	DEFINE
FIRST AVENUE NETWORKS INC	COMMON SHS	31865X106	2257	347173	SH	DEFINE
FIRST COMMUNITY BANCORP	COMMON SHS	31983B101	15648	327160	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	374	9340	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	21	530	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	22	545	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	4521	113025	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	10188	254706	SH	DEFINE
FIRST DATA CORP	COMMON SHS	319963104	74746	1868640	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COMMON SHS	32006W106	6446	235000	SH	DEFINE
FIRST HORIZON PHARMACEUTICAL CORP	COMMON SHS	32051K106	3147	158400	SH	DEFINE
FIRST INDIANA CORP	COMMON SHS	32054R108	7730	226900	SH	DEFINE
FIRST INDUSTRIAL REALTY TRUST INC	REAL EST INV TR	32054K103	431	10750	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	1444	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	9567	662563	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COMMON SHS	33582V108	5872	406652	SH	DEFINE
FIRST POTOMAC REALTY TRUST	REAL EST INV TR	33610F109	20858	811600	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COMMON SHS	336312103	4382	445600	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COMMON SHS	336312103	99	10100	SH	DEFINE
FIRST ST BANCORPORATION	COMMON SHS	336453105	20374	961506	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	293	5620	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	14	260	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	3194	61285	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	355	6820	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	665	12750	SH	DEFINE
FIRSTENERGY CORP	COMMON SHS	337932107	932734	17895894	SH	DEFINE
FISERV INC	COMMON SHS	337738108	1799	39211	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	74	1193	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	120	1933	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COMMON SHS	338032204	122691	1977292	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COMMON SHS	339382103	1212	80700	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORDINARY SHS	Y2573F102	1449	112800	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	10064	340243	SH	DEFINE
FLIR SYSTEMS INC	COMMON SHS	302445101	412	13940	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FLIR SYSTEMS INC	COMMON SHS	302445101	41211	1393200	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	310295	517567	12029310	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	21311	470546	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	1	12	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COMMON SHS	340632108	328	7244	SH	DEFINE
FLOTEK INDUSTRIES INC	COMMON SHS	343389102	1546	80800	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	32554	895577	SH	DEFINE
FLOWSERVE CORP	COMMON SHS	34354P105	73780	2029700	SH	DEFINE
FLUOR CORP	COMMON SHS	343412102	470	7300	SH	DEFINE
FMC CORP	COMMON SHS	302491303	14085	246149	SH	DEFINE
FMC CORP	COMMON SHS	302491303	49884	871786	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	21440	509154	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	168	4000	SH	DEFINE
FMC TECHNOLOGIES INC	COMMON SHS	30249U101	37901	900036	SH	DEFINE
FOCUS MEDIA HOLDING LTD	AMER DEP RECPT	34415V109	4073	152300	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	179317	2564599	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	79218	1132978	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	AMER DEP RECPT	344419106	420	6010	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	9	915	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	709	71882	SH	DEFINE
FORD MOTOR CO	COMMON SHS	345370860	38	3823	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	759	20830	SH	DEFINE
FORD MOTOR CO CAP TR II	CONVERT PREF	345395206	576639	15820000	SH	DEFINE
FORDING CANADIAN COAL TR	COMMON SHS	345425102	18619	437305	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	365	9588	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	76	2000	SH	DEFINE
FOREST CITY ENTERPRISES INC	COMMON SHS	345550107	80566	2114600	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	13	323	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	2010	51567	SH	DEFINE
FOREST LABORATORIES INC	COMMON SHS	345838106	1824	46800	SH	DEFINE
FORMFACTOR INC	COMMON SHS	346375108	63928	2801393	SH	DEFINE
FORRESTER RESEARCH INC	COMMON SHS	346563109	6455	310047	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	126	1544	SH	DEFINE
FORTUNE BRANDS INC	COMMON SHS	349631101	1821	22392	SH	DEFINE
FORWARD AIR CORP	COMMON SHS	349853101	60240	1635172	SH	DEFINE
FOSSIL INC	COMMON SHS	349882100	292	16050	SH	DEFINE
FOSSIL INC	COMMON SHS	349882100	294	16142	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	1	19	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	38	1000	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COMMON SHS	35039W100	3653	95000	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	5	90	SH	DEFINE
FOUR SEASONS HOTELS INC	COMMON SHS	35100E104	25199	439000	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	77936	1637315	SH	DEFINE
FPL GROUP INC	COMMON SHS	302571104	303593	6378000	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	19380	1199979	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COMMON SHS	352451108	9284	574882	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	1133	13500	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	65627	781648	SH	DEFINE
FRANKLIN RESOURCES INC	COMMON SHS	354613101	64381	766811	SH	DEFINE
FRANKLIN RESOURCES INC	CONVERT ZERO CP	354613AC5	870	11000	PRN	DEFINE
FRED'S INC	COMMON SHS	356108100	5004	400000	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	15	1200	SH	DEFINE
FRED'S INC	COMMON SHS	356108100	2469	197400	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	15	270	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	233863	4142100	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	3284	58170	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	2543	45035	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	4823	85425	SH	DEFINE
FREDDIE MAC	COMMON SHS	313400301	365391	6471678	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	60757	1250400	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	1495	30771	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	317	6520	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FREEMPORT MCMORAN COPPER & GOLD INC	COMMON SHS	35671D857	48330	994642	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	0	18	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	0	4	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	407	17276	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COMMON SHS	35687M206	18	784	SH	DEFINE
FRESENIUS MEDICAL CARE AG	AMER DEP RECPT	358029106	1823	60000	SH	DEFINE
FRESH BRANDS INC	COMMON SHS	35803U108	6480	900000	SH	DEFINE
FSI INTERNATIONAL INC	COMMON SHS	302633102	2526	600000	SH	DEFINE
FTI CONSULTING INC	COMMON SHS	302941109	4956	196192	SH	DEFINE
FUJI PHOTO FILM CO LTD	AMER DEP RECPT	359586302	21318	642695	SH	DEFINE
FUJI PHOTO FILM CO LTD	AMER DEP RECPT	359586302	2	50	SH	DEFINE
FUJI PHOTO FILM CO LTD	AMER DEP RECPT	359586302	88	2662	SH	DEFINE
G & K SERVICES INC	COMMON SHS	361268105	405	10283	SH	DEFINE
GALLAHER GROUP PLC	AMER DEP RECPT	363595109	587	9456	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	1	18	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	12015	381800	SH	DEFINE
GAMESTOP CORP	COMMON SHS	36466R101	673	21370	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	57433	6039200	SH	DEFINE
GAMMON LAKE RESOURCES INC	ORDINARY SHS	364915108	15083	1586000	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	36659	532600	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	30	440	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	8494	123400	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	15	213	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	585	8500	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	8167	118655	SH	DEFINE
GANNETT CO INC	COMMON SHS	364730101	37816	549411	SH	DEFINE
GAP INC	COMMON SHS	364760108	15	840	SH	DEFINE
GAP INC	COMMON SHS	364760108	327	18750	SH	DEFINE
GAP INC	COMMON SHS	364760108	1909	109548	SH	DEFINE
GAP INC	COMMON SHS	364760108	18631	1068880	SH	DEFINE
GATEWAY INC	COMMON SHS	367626108	1350	500000	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COMMON SHS	367905106	2	34	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COMMON SHS	367905106	14266	299400	SH	DEFINE
GEHL CO	COMMON SHS	368483103	8946	321000	SH	DEFINE
GEHL CO	COMMON SHS	368483103	2090	75000	SH	DEFINE
GEMSTAR-TV GUIDE INTERNATIONAL INC	COMMON SHS	36866W106	651	220000	SH	DEFINE
GEN-PROBE INC	COMMON SHS	36866T103	59	1200	SH	DEFINE
GEN-PROBE INC	COMMON SHS	36866T103	14554	294320	SH	DEFINE
GENCORP INC	COMMON SHS	368682100	15866	850700	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	2	23	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	84210	1000000	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	108078	1283437	SH	DEFINE
GENENTECH INC	COMMON SHS	368710406	94782	1125546	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	59775	500000	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	6387	53429	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	442	3700	SH	DEFINE
GENERAL DYNAMICS CORP	COMMON SHS	369550108	799	6681	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	2795	83000	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	62	1850	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	169656	5038800	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	6825	202700	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	27884	828156	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	562193	16697145	SH	DEFINE
GENERAL ELECTRIC CO	COMMON SHS	369604103	136430	4051986	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	451	10032	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	2391	53212	SH	DEFINE
GENERAL GROWTH PROPERTIES	REAL EST INV TR	370021107	107337	2388990	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	32261	669318	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	90409	1875715	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	3305	68574	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	12702	263531	SH	DEFINE
GENERAL MILLS INC	COMMON SHS	370334104	3895	80818	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GENERAL MILLS INC	COMMON SHS	370334104	586834	12174986	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	3	85	SH	DEFINE
GENERAL MOTORS CORP	COMMON SHS	370442105	684	22353	SH	DEFINE
GENERAL MOTORS CORP	CONVERT PREF	370442717	40	2000	SH	DEFINE
GENERAL MOTORS CORP	CONVERT PREF	370442717	4641	235000	SH	DEFINE
GENESE & WYOMING INC	COMMON SHS	371559105	3766	118800	SH	DEFINE
GENESIS HEALTHCARE CORP	COMMON SHS	37184D101	869	21550	SH	DEFINE
GENITOPE CORP	COMMON SHS	37229P507	1459	210200	SH	DEFINE
GENLYTE GROUP INC	COMMON SHS	372302109	12760	265400	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	13	720	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	150	8603	SH	DEFINE
GENTEX CORP	COMMON SHS	371901109	129493	7442100	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	16881	393500	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	45	1050	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	17160	400000	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	14231	331718	SH	DEFINE
GENUINE PARTS CO	COMMON SHS	372460105	704	16409	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	51584	1600000	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	10	300	SH	DEFINE
GENWORTH FINANCIAL INC	COMMON SHS	37247D106	7	219	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	1189	16590	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COMMON SHS	372917104	40405	564000	SH	DEFINE
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	6584	193300	SH	DEFINE
GEORGIA-PACIFIC (GEORGIA-PAC CORP)	COMMON SHS	373298108	1314	38573	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	123	1435	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	9	100	SH	DEFINE
GETTY IMAGES INC	COMMON SHS	374276103	96442	1120900	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	4757	115554	SH	DEFINE
GFI GROUP INC	COMMON SHS	361652209	20923	508200	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	30090	1315700	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COMMON SHS	374689107	39725	1737000	SH	DEFINE
GILDAN ACTIVEWEAR INC	ORDINARY SHS	375916103	186703	4213554	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	146	3000	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	2	43	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	103515	2122947	SH	DEFINE
GILEAD SCIENCES INC	COMMON SHS	375558103	76212	1563000	SH	DEFINE
GILLETTE CO	COMMON SHS	375766102	14606	250970	SH	DEFINE
GLAMIS GOLD LTD	ORDINARY SHS	376775102	99634	3907200	SH	DEFINE
GLAMIS GOLD LTD	COMMON SHS	376775102	20962	948500	SH	DEFINE
GLATFELTER	COMMON SHS	377316104	18750	1330700	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	36111	704187	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	3749	73115	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	4162	81167	SH	DEFINE
GLAXOSMITHKLINE PLC	AMER DEP RECPT	37733W105	22958	447700	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	425	22150	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	REAL EST INV TR	37803P105	48079	2504100	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	221	8782	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	CONVERT PREF	37803P204	36756	1463203	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	108	4429	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	76	3100	SH	DEFINE
GLIMCHER REALTY TRUST	REAL EST INV TR	379302102	10243	418600	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	17978	1219700	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	41	2800	SH	DEFINE
GLOBAL INDUSTRIES LTD	COMMON SHS	379336100	2948	200000	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	106	1361	SH	DEFINE
GLOBAL PAYMENTS INC	COMMON SHS	37940X102	77300	994600	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	88	1927	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	544	11920	SH	DEFINE
GLOBALSANTAFE CORP	COMMON SHS	G3930E101	58456	1281370	SH	DEFINE
GLOBESPAN VIRATA INC	CONVERTIBLE BD	379571AB8	9913	1000000	PRN	DEFINE
GMH COMMUNITIES TRUST	REAL EST INV TR	36188G102	416	28370	SH	DEFINE
GMH COMMUNITIES TRUST	REAL EST INV TR	36188G102	49878	3400000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GOLD FIELDS LTD	AMER DEP RECPT	38059T106	12416	854528	SH	DEFINE
GOLDCORP INC	WTS TO EQUITY	380956144	18792	4474285	SH	DEFINE
GOLDCORP INC	WTS TO EQUITY	380956144	3833	912500	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	68876	3052038	SH	DEFINE
GOLDCORP INC	COMMON SHS	380956409	30518	1350000	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	373	6280	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	1	22	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	264	4441	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COMMON SHS	381317106	52022	875939	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	97	800	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	108049	888709	SH	DEFINE
GOLDMAN SACHS GROUP INC	COMMON SHS	38141G104	1605	13200	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	42995	969655	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	4053	91400	SH	DEFINE
GOODRICH CORP	COMMON SHS	382388106	155	3500	SH	DEFINE
GOODYS FAMILY CLOTHING INC	COMMON SHS	382588101	75	9905	SH	DEFINE
GOODYS FAMILY CLOTHING INC	COMMON SHS	382588101	3011	397700	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	389	1230	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	3	10	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	312	985	SH	DEFINE
GOOGLE INC	COMMON SHS	38259P508	107016	338166	SH	DEFINE
GRACO INC	COMMON SHS	384109104	76840	2241549	SH	DEFINE
GRACO INC	COMMON SHS	384109104	153	4453	SH	DEFINE
GRACO INC	COMMON SHS	384109104	347	10125	SH	DEFINE
GRACO INC	COMMON SHS	384109104	1	28	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	277	4400	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	31460	500000	SH	DEFINE
GRAINGER W W INC	COMMON SHS	384802104	911	14476	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	72	1780	SH	DEFINE
GRANT PRIDECO INC	COMMON SHS	38821G101	5894	145000	SH	DEFINE
GREATBATCH INC	COMMON SHS	39153L106	26500	965729	SH	DEFINE
GREATBATCH INC	COMMON SHS	39153L106	41599	1516000	SH	DEFINE
GREATER BAY BANCORP	COMMON SHS	391648102	20210	820221	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	6642	201700	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COMMON SHS	393154109	29	890	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	5585	133963	SH	DEFINE
GREENHILL & CO INC	COMMON SHS	395259104	83	2000	SH	DEFINE
GREY WOLF INC	COMMON SHS	397888108	3161	375000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	4239	173000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COMMON SHS	398231100	0	12	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	AMER DEP RECPT	40051E202	8098	202953	SH	DEFINE
GRUPO TELEVISIA S A	AMER DEP RECPT	40049J206	17451	243350	SH	DEFINE
GRUPO TELEVISIA S A	AMER DEP RECPT	40049J206	5027	70100	SH	DEFINE
GSI COMPANIES INC	ORDINARY SHS	36229U102	3614	299700	SH	DEFINE
GSI COMPANIES INC	ORDINARY SHS	36229U102	199	16485	SH	DEFINE
GSI COMPANIES INC	ORDINARY SHS	36229U102	38487	3191308	SH	DEFINE
GSI COMPANIES INC	ORDINARY SHS	36229U102	11373	943010	SH	DEFINE
GTSI CORP	COMMON SHS	36238K103	1949	265200	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	14253	206900	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	389601	5655400	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	1499	21765	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	6	89	SH	DEFINE
GUIDANT CORP	COMMON SHS	401698105	525	3500	SH	CALL DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	168	5200	SH	DEFINE
GULFMARK OFFSHORE INC	COMMON SHS	402629109	2420	75000	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	17045	1249600	SH	DEFINE
GYMBOREE CORP	COMMON SHS	403777105	1172	85900	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	CLOSE END MUT F	404052102	2796	150000	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	50280	2096768	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	374866	15632426	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	11623	484684	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	77	3200	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

H & R BLOCK INC	COMMON SHS	093671105	1672	69736	SH	DEFINE
H & R BLOCK INC	COMMON SHS	093671105	5	206	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	36094	987803	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	324062	8868705	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	7641	209100	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	219	6000	SH	DEFINE
H J HEINZ CO	COMMON SHS	423074103	14447	395380	SH	DEFINE
HAGGAR CORP	COMMON SHS	405173105	11941	420000	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	128	1870	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	2063	30105	SH	DEFINE
HALLIBURTON CO	COMMON SHS	406216101	13960	203730	SH	DEFINE
HALLIBURTON CO	CONVERTIBLE BD	406216AM3	28	15000	PRN	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	1727	50600	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	2417	70788	SH	DEFINE
HANCOCK HOLDING CO	COMMON SHS	410120109	11935	349600	SH	DEFINE
HANDLEMAN CO	COMMON SHS	410252100	13893	1100000	SH	DEFINE
HANOVER COMPRESSOR CO	COMMON SHS	410768105	20790	1500000	SH	DEFINE
HANOVER COMPRESSOR CO	CONVERTIBLE BD	410768AC9	112366	117200000	PRN	DEFINE
HANSEN NATURAL CORP	COMMON SHS	411310105	471	10000	SH	DEFINE
HANSEN NATURAL CORP	COMMON SHS	411310105	141	3000	SH	DEFINE
HANSON PLC	AMER DEP RECPT	411349103	579	11125	SH	DEFINE
HARDINGE INC	COMMON SHS	412324303	13595	925600	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	9688	200000	SH	DEFINE
HARLEY-DAVIDSON INC	COMMON SHS	412822108	417	8600	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	1207	50300	SH	DEFINE
HARLEYSVILLE GROUP INC	COMMON SHS	412824104	29	1200	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	88	857	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	1769	17300	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COMMON SHS	413086109	118159	1155365	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	23012	2103500	SH	DEFINE
HARMONY GOLD MINING CO LTD	AMER DEP RECPT	413216300	2188	200000	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	81	1940	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	111	2648	SH	DEFINE
HARRIS CORP	COMMON SHS	413875105	130136	3113300	SH	DEFINE
HARTE HANKS INC	COMMON SHS	416196103	1487	56250	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	320217	4149500	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	3	35	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	20193	261663	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COMMON SHS	416515104	2	24	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	35625	1813000	SH	DEFINE
HASBRO INC	COMMON SHS	418056107	1	40	SH	DEFINE
HAUPPAUGE DIGITAL INC	COMMON SHS	419131107	268	80000	SH	DEFINE
HAVERTY FURNITURE COS INC	COMMON SHS	419596101	12328	1008000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	14	500	SH	DEFINE
HAWAIIAN ELECTRIC INC	COMMON SHS	419870100	62451	2240000	SH	DEFINE
HCA INC	COMMON SHS	404119109	1831	38200	SH	DEFINE
HCA INC	COMMON SHS	404119109	269059	5614750	SH	DEFINE
HCA INC	COMMON SHS	404119109	6	133	SH	DEFINE
HCA INC	COMMON SHS	404119109	288	6000	SH	DEFINE
HCA INC	COMMON SHS	404119109	757	15801	SH	DEFINE
HCA INC	COMMON SHS	404119109	6406	133676	SH	DEFINE
HCC INSURANCE HOLDINGS INC	COMMON SHS	404132102	232	8124	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	1	31	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	1156	30900	SH	DEFINE
HEADWATERS INC	COMMON SHS	42210P102	95871	2563388	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	837	31000	SH	DEFINE
HEALTH CARE PROPERTY INVESTORS INC	REAL EST INV TR	421915109	4386	162500	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COMMON SHS	421933102	4099	174664	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	CONVERTIBLE BD	421933AF9	10	10000	PRN	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	18	370	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	19	395	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	347	7340	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HEALTH NET INC	COMMON SHS	42222G108	24	500	SH	DEFINE
HEALTH NET INC	COMMON SHS	42222G108	114278	2415011	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	7519	390600	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COMMON SHS	421906108	8618	447695	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COMMON SHS	42235N108	3171	132900	SH	DEFINE
HELMERICH & PAYNE INC	COMMON SHS	423452101	785	13000	SH	DEFINE
HENRY SCHEIN INC	COMMON SHS	806407102	215	5040	SH	DEFINE
HERITAGE PPTY INVT TR INC	REAL EST INV TR	42725M107	700	20000	SH	DEFINE
HERSHA HOSPITALITY TRUST	REAL EST INV TR	427825104	611	61500	SH	DEFINE
HEWITT ASSOCIATES, INC.	COMMON SHS	42822Q100	45793	1678620	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	58272	1995602	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	1702	58300	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	2567	87920	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	32595	1116250	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	26	885	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	18397	630021	SH	DEFINE
HEWLETT PACKARD CO	COMMON SHS	428236103	31239	1069819	SH	DEFINE
HIGHWOODS PROPERTIES INC	REAL EST INV TR	431284108	4491	152200	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	135278	2875200	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	186422	3962200	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	1202	25546	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	63	1340	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COMMON SHS	431573104	8723	185400	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	204	9130	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	108	4852	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	571	25564	SH	DEFINE
HILTON HOTELS CORP	COMMON SHS	432848109	28619	1282208	SH	DEFINE
HILTON HOTELS CORP	CONVERTIBLE BD	432848AZ2	16	14000	PRN	DEFINE
HILTON HOTELS CORP	CONVERTIBLE BD	432848AZ2	12036	10500000	PRN	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	144	2275	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	88	1395	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	740	11670	SH	DEFINE
HITACHI LTD	AMER DEP RECPT	433578507	38	600	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	20979	550050	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	5	130	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	4860	127425	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	54538	1429941	SH	DEFINE
HOME DEPOT INC	COMMON SHS	437076102	5768	151224	SH	DEFINE
HOMEBANC CORP	REAL EST INV TR	43738R109	1818	235500	SH	DEFINE
HOMESTORE INC	COMMON SHS	437852106	221	50832	SH	DEFINE
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	1846	65000	SH	DEFINE
HONDA MOTOR CO LTD	AMER DEP RECPT	438128308	2278	80210	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	5444	145161	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	26	700	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	85254	2273450	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COMMON SHS	438516106	23527	627393	SH	DEFINE
HOOKER FURNITURE CORP	COMMON SHS	439038100	12189	733371	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COMMON SHS	440543106	2198	60000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1391	33963	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2	49	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	1639	40000	SH	DEFINE
HOSPIRA INC	COMMON SHS	441060100	2105	51385	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	REAL EST INV TR	44106M102	1787	41700	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	250	14776	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	1621	95910	SH	DEFINE
HOST MARRIOTT CORP	REAL EST INV TR	44107P104	31797	1881500	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	25505	1660500	SH	DEFINE
HOT TOPIC INC	COMMON SHS	441339108	20494	1334250	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COMMON SHS	442487203	49	963	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COMMON SHS	442487203	51	1000	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COMMON SHS	442487203	33489	654090	SH	DEFINE
HRPT PROPERTIES TRUST	REAL EST INV TR	40426W101	470	37850	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	1394	17155	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	16537	203586	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	4664	57420	SH	DEFINE
HSBC HOLDINGS PLC	AMER DEP RECPT	404280406	15010	184785	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	AMER DEP RECPT	443304100	4177	140600	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	1633	34806	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	1653	35224	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	5239	111630	SH	DEFINE
HUBBELL INC	COMMON SHS	443510201	916	19522	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	10710	900000	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	243515	20463443	SH	DEFINE
HUDSON CITY BANCORP INC	COMMON SHS	443683107	569	47848	SH	DEFINE
HUDSON UNITED BANCORP	COMMON SHS	444165104	596	14076	SH	DEFINE
HUGHES SUPPLY INC	COMMON SHS	444482103	27710	850000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	680	50037	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	109	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COMMON SHS	444903108	11069	814500	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	532	28000	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	3274	172200	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	78	4103	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	66535	3500000	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COMMON SHS	445658107	83433	4388910	SH	DEFINE
HUNTSMAN CORP	CONVERT PREF	447011206	19324	436700	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	84	1724	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	292	6000	SH	DEFINE
HYPERION SOLUTIONS CORP	COMMON SHS	44914M104	135768	2790710	SH	DEFINE
I2 TECHNOLOGIES INC	CONVERTIBLE BD	465754AF6	87	89998	PRN	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	7608	300100	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	70	2772	SH	DEFINE
IAC/INTERACTIVECORP	COMMON SHS	44919P300	15	597	SH	DEFINE
IAMGOLD CORP	ORDINARY SHS	450913108	3305	387400	SH	DEFINE
ICICI BANK LTD	AMER DEP RECPT	45104G104	23910	846385	SH	DEFINE
ICOS CORP	COMMON SHS	449295104	1381	50000	SH	DEFINE
ICOS CORP	COMMON SHS	449295104	31	1140	SH	DEFINE
ICOS CORP	COMMON SHS	449295104	3408	123400	SH	DEFINE
IDX SYSTEMS CORP	COMMON SHS	449491109	17648	408700	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	165	2000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	7566	91900	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	41165	500000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	24624	299088	SH	DEFINE
ILLINOIS TOOL WORKS INC	COMMON SHS	452308109	412	5000	SH	DEFINE
ILLUMINA INC	COMMON SHS	452327109	1	48	SH	DEFINE
ILLUMINA INC	COMMON SHS	452327109	1322	103220	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	101	3200	SH	DEFINE
IMCLONE SYSTEMS INC	COMMON SHS	45245W109	4636	147400	SH	DEFINE
IMPERIAL OIL LTD	ORDINARY SHS	453038408	25982	193881	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	840	7300	SH	DEFINE
IMPERIAL OIL LTD	COMMON SHS	453038408	403	3500	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	12585	500000	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	2199	87364	SH	DEFINE
IMS HEALTH INC	COMMON SHS	449934108	14	547	SH	DEFINE
INAMED CORP	COMMON SHS	453235103	127	1676	SH	DEFINE
INAMED CORP	COMMON SHS	453235103	73586	972330	SH	DEFINE
INCO LTD	ORDINARY SHS	453258402	389	7065	SH	DEFINE
INCO LTD	COMMON SHS	453258402	22662	478600	SH	DEFINE
INCYTE CORP	COMMON SHS	45337C102	235	50000	SH	DEFINE
INCYTE CORP	COMMON SHS	45337C102	4090	870200	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COMMON SHS	454072109	720	250000	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COMMON SHS	454072109	4249	1475500	SH	DEFINE
INDYMAC BANCORP INC	REAL EST INV TR	456607100	592	14950	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	251	3380	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	0	1	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	3723	50125	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	AMER DEP RECPT	456788108	48318	650480	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	1492	50075	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	26261	881544	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	3309	111074	SH	DEFINE
ING GROEP NV	AMER DEP RECPT	456837103	397	13310	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	329	8600	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	38306	1002000	SH	DEFINE
INGERSOLL RAND CO	ORDINARY SHS	G4776G101	1467	38380	SH	DEFINE
INHIBITEX INC	COMMON SHS	45719T103	2406	236300	SH	DEFINE
INLAND REAL ESTATE CORP	REAL EST INV TR	457461200	443	28300	SH	DEFINE
INNKEEPERS USA TRUST	REAL EST INV TR	4576J0104	108	7000	SH	DEFINE
INNKEEPERS USA TRUST	REAL EST INV TR	4576J0104	17795	1151800	SH	DEFINE
INPHONIC INC	COMMON SHS	45772G105	550	40000	SH	DEFINE
INPHONIC INC	COMMON SHS	45772G105	14	1000	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	2891	362310	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	366	45910	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	4277	535940	SH	DEFINE
INPUT/OUTPUT INC	COMMON SHS	457652105	2132	267210	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COMMON SHS	457733103	14373	1891171	SH	DEFINE
INSTEEL INDUSTRIES INC	COMMON SHS	45774W108	5734	375000	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	OPEN END MUT FD	45809F104	171	13000	SH	DEFINE
INTEGRA LIFESCIENCES HOLDINGS CORP	COMMON SHS	457985208	237	6200	SH	DEFINE
INTEGRATED ALARM SERVICES	COMMON SHS	45890M109	9824	2619600	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COMMON SHS	458118106	22849	2127490	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	1747	70890	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	24	990	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	17	677	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	19720	800000	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	4943	200520	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	272974	11073978	SH	DEFINE
INTEL CORP	COMMON SHS	458140100	115221	4674268	SH	DEFINE
INTELLISYNC CORP	COMMON SHS	458176104	3352	754900	SH	DEFINE
INTELLISYNC CORP	COMMON SHS	458176104	23	5100	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	38004	850000	SH	DEFINE
INTERGRAPH CORP	COMMON SHS	458683109	23	510	SH	DEFINE
INTERMIX MEDIA INC	COMMON SHS	45881X106	232	19425	SH	DEFINE
INTERMUNE INC	COMMON SHS	45884X103	4814	290900	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	1524	19000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	13	160	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	8263	103000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	12	152	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	44923	560000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	12931	161198	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	283562	3534808	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COMMON SHS	459200101	27789	346412	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	1130	41870	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	815	30193	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COMMON SHS	459902102	35546	1316530	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	CONVERT ZERO CP	459902AL6	896	14000	PRN	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	30848	1035163	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	191701	6432907	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	5422	181960	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	203159	6817400	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	2834	95103	SH	DEFINE
INTERNATIONAL PAPER CO	COMMON SHS	460146103	1742	58453	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP	COMMON SHS	460321201	8095	474800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	17592	1511366	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	248448	21344370	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1968	169100	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	1451	124673	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	250	21500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

INTERPUBLIC GROUP OF COMPANIES INC	COMMON SHS	460690100	706	60668	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	CONVERT PREF	460690308	2792	65000	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	11	522	SH	DEFINE
INTERSIL CORP	COMMON SHS	46069S109	104118	4780435	SH	DEFINE
INTERTAPE POLYMER GROUP INC	ORDINARY SHS	460919103	12635	1522270	SH	DEFINE
INTERVOICE-BRITE INC	COMMON SHS	461142101	15029	1668031	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	6	167	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	3564	100000	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COMMON SHS	459506101	328	9200	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	361	8000	SH	DEFINE
INTL RECTIFIER CORP	COMMON SHS	460254105	8114	180000	SH	DEFINE
INTRALASE CORP	COMMON SHS	461169104	530	36000	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	16618	608700	SH	DEFINE
INTRAWEST CORP	ORDINARY SHS	460915200	18691	591300	SH	DEFINE
INTRAWEST CORP	COMMON SHS	460915200	8	293	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	1767	39425	SH	DEFINE
INTUIT INC	COMMON SHS	461202103	3	68	SH	DEFINE
INTUITIVE SURGICAL INC	COMMON SHS	46120E602	1774	24200	SH	DEFINE
INVERSIONES Y REPRESENTACION SA	GLBL DEP RECPT	450047204	39868	3308517	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COMMON SHS	46145F105	400	13500	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	41	1240	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	1	26	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	351	10668	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COMMON SHS	461915100	20168	613000	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	939	12480	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	110	1459	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	1494	19864	SH	DEFINE
INVITROGEN CORP	COMMON SHS	46185R100	116509	1548698	SH	DEFINE
INVITROGEN CORP	CONVERTIBLE BD	46185RAD2	10	10000	PRN	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	64830	1985600	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	12582	385359	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	16709	511766	SH	DEFINE
IPC HOLDINGS LTD	COMMON SHS	G4933P101	9886	302800	SH	DEFINE
IPSCO INC	ORDINARY SHS	462622101	3453	41775	SH	DEFINE
IRON MOUNTAIN INC	COMMON SHS	462846106	6318	172142	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	1618	79360	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	70	3440	SH	DEFINE
IRWIN FINANCIAL CORP	COMMON SHS	464119106	6927	339730	SH	DEFINE
ISHARES COHEN & STEERS REALTY MAJO	CLOSE END MUT F	464287564	423	5758	SH	DEFINE
ISHARES FTSE/XINHUA CHINA 25	CLOSE END MUT F	464287184	1452	22610	SH	DEFINE
ISHARES LEHMAN	CLOSE END MUT F	464287457	242	3000	SH	DEFINE
ISHARES LEHMAN AGG BOND FUND	OPEN END MUT FD	464287226	203	2000	SH	DEFINE
ISHARES MSCI EAFE INDEX FUND	CLOSE END MUT F	464287465	14	245	SH	DEFINE
ISHARES MSCI EAFE INDEX FUND	CLOSE END MUT F	464287465	5065	87176	SH	DEFINE
ISHARES MSCI EMERGING MARKETS INDE	OPEN END MUT FD	464287234	18825	221785	SH	DEFINE
ISHARES MSCI JAPAN INDEX FUND	CLOSE END MUT F	464286848	634	52048	SH	DEFINE
ISHARES S&P EUROPE 350 INDEX FUND	OPEN END MUT FD	464287861	236	2925	SH	DEFINE
ISHARES S&P INDEX 500 FUND	CLOSE END MUT F	464287200	2208	17951	SH	DEFINE
ISHARES TR DOW JONES SELECT DIVIDE	OPEN END MUT FD	464287168	7155	114890	SH	DEFINE
ISHARES TR RUSSELL 2000 INDEX FUND	CLOSE END MUT F	464287655	4	62	SH	DEFINE
ISHARES TR RUSSELL 2000 INDEX FUND	CLOSE END MUT F	464287655	434	6530	SH	DEFINE
ISHARES TR RUSSELL 3000 INDEX FUND	OPEN END MUT FD	464287689	782	11000	SH	DEFINE
ISHARES TRUST DJ UTILITIES SECTOR	CLOSE END MUT F	464287697	770	9375	SH	DEFINE
ISHARES TRUST LEHMAN TIPS BOND FUN	CLOSE END MUT F	464287176	2806	26655	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	664	100000	SH	DEFINE
ISTA PHARMACEUTICALS INC	COMMON SHS	45031X204	2662	400900	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	132976	3289034	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	2261	55925	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	1922	47550	SH	DEFINE
ISTAR FINANCIAL INC	REAL EST INV TR	45031U101	138986	3437700	SH	DEFINE
ITC HOLDINGS CORPORATION	COMMON SHS	465685105	4373	150900	SH	DEFINE
ITLA CAPITAL CORP	COMMON SHS	450565106	23400	445796	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ITT INDUSTRIES INC	COMMON SHS	450911102	1485	13070	SH	DEFINE
IVANHOE MINES LTD	ORDINARY SHS	46579N103	15960	1628600	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	83822	3179900	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	114	4343	SH	DEFINE
IVAX CORP	COMMON SHS	465823102	48175	1827571	SH	DEFINE
IVAX CORP	CONVERTIBLE BD	465823AG7	5019	5000000	PRN	DEFINE
IXIA	COMMON SHS	45071R109	891	60600	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	388	20000	SH	DEFINE
JACK HENRY & ASSOCIATES INC	COMMON SHS	426281101	20808	1072600	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COMMON SHS	468202106	3	108	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COMMON SHS	468202106	21469	897900	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	1	15	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	3688	54723	SH	DEFINE
JACOBS ENGINEERING GROUP	COMMON SHS	469814107	23162	343654	SH	DEFINE
JACUZZI BRANDS	COMMON SHS	469865109	487	60364	SH	DEFINE
JAKKS PACIFIC INC	COMMON SHS	47012E106	48	2949	SH	DEFINE
JAKKS PACIFIC INC	COMMON SHS	47012E106	10149	625300	SH	DEFINE
JAMDAT MOBILE INC	COMMON SHS	47023T100	20969	998540	SH	DEFINE
JARDEN CORP	COMMON SHS	471109108	7712	187781	SH	DEFINE
JARDEN CORP	COMMON SHS	471109108	70	1700	SH	DEFINE
JDS UNIPHASE CORP	COMMON SHS	46612J101	144	65019	SH	DEFINE
JEFFERSON PILOT CORP	COMMON SHS	475070108	1312	25645	SH	DEFINE
JER INVESTORS TRUST	REAL EST INV TR	46614H301	5418	300000	SH	DEFINE
JER INVESTORS TRUST	REAL EST INV TR	46614H301	90	5000	SH	DEFINE
JLG INDUSTRIES INC	COMMON SHS	466210101	16740	457500	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	CLOSE END MUT F	409735107	15510	1650000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	2870	45355	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	46	720	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	28	442	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	63027	996000	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	14532	229641	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	403444	6375531	SH	DEFINE
JOHNSON & JOHNSON	COMMON SHS	478160104	290826	4595865	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	4573	73700	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	24820	400000	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	4043	65155	SH	DEFINE
JOHNSON CONTROLS INC	COMMON SHS	478366107	43	700	SH	DEFINE
JONES LANG LASALLE INC	COMMON SHS	48020Q107	39561	858900	SH	DEFINE
JOS A BANK CLOTHIERS INC	COMMON SHS	480838101	1	19	SH	DEFINE
JOS A BANK CLOTHIERS INC	COMMON SHS	480838101	662	15323	SH	DEFINE
JOURNAL COMMUNICATIONS INC	COMMON SHS	481130102	435	29200	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	40769	1201572	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	116883	3444840	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	10361	305360	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	8329	245471	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	12984	382665	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	41034	1209376	SH	DEFINE
JPMORGAN CHASE & CO	COMMON SHS	46625H100	502625	14813583	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	214	9000	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	21860	918865	SH	DEFINE
JUNIPER NETWORKS INC	COMMON SHS	48203R104	3371	141700	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	8745	465161	SH	DEFINE
KANBAY INTERNATIONAL INC	COMMON SHS	48369P207	18219	969110	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	11400	222789	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COMMON SHS	484836101	102	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	583	25000	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	72841	3124900	SH	DEFINE
KANSAS CITY SOUTHERN	COMMON SHS	485170302	8	360	SH	DEFINE
KAYDON CORP	COMMON SHS	486587108	11461	403400	SH	DEFINE
KB HOME	COMMON SHS	48666K109	842	11500	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	6796	246875	SH	DEFINE
KCS ENERGY INC	COMMON SHS	482434206	7257	263600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KELLOGG CO	COMMON SHS	487836108	915	19826	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	19431	751700	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	19822	766800	SH	DEFINE
KELLWOOD CO	COMMON SHS	488044108	47	1800	SH	DEFINE
KELLY SERVICES INC	COMMON SHS	488152208	46198	1506800	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	29723	606100	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	14662	298990	SH	DEFINE
KENNAMETAL INC	COMMON SHS	489170100	58406	1190990	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	4	41	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	421	4336	SH	DEFINE
KERR-MCGEE CORP	COMMON SHS	492386107	2913	29993	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COMMON SHS	492515101	1261	80000	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COMMON SHS	492515101	25741	1633290	SH	DEFINE
KEYCORP	COMMON SHS	493267108	781	24223	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	705	19157	SH	DEFINE
KEYSPAN CORP	COMMON SHS	49337W100	237231	6450000	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	265	4724	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	1171	20900	SH	DEFINE
KILROY REALTY CORP	REAL EST INV TR	49427F108	26620	475100	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	27104	455300	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	4977	83600	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	1	25	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	527	8855	SH	DEFINE
KIMBERLY-CLARK CORP	COMMON SHS	494368103	5592	93930	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	267	8500	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	1122	35700	SH	DEFINE
KIMCO REALTY CORP	REAL EST INV TR	49446R109	30572	973000	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	LTD PARTNERSHIP	494550106	10202	193043	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	34271	356400	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	3510	36504	SH	DEFINE
KINDER MORGAN INC	COMMON SHS	49455P101	28848	300000	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	17020	571155	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	1445	48500	SH	DEFINE
KINDRED HEALTHCARE INC	COMMON SHS	494580103	162	29000	SH	CALL DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	55	962	SH	DEFINE
KINETIC CONCEPTS INC	COMMON SHS	49460W208	67421	1186990	SH	DEFINE
KING PHARMACEUTICALS INC	COMMON SHS	495582108	1154	75000	SH	DEFINE
KING PHARMACEUTICALS INC	COMMON SHS	495582108	3	217	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	ORDINARY SHS	496904103	106067	5087123	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	6606	739800	SH	DEFINE
KINROSS GOLD CORP	COMMON SHS	496902404	31	4050	SH	DEFINE
KINROSS GOLD CORP	ORDINARY SHS	496902404	31371	3513012	SH	DEFINE
KITE REALTY GROUP TRUST	REAL EST INV TR	49803T102	191	12776	SH	DEFINE
KITE REALTY GROUP TRUST	REAL EST INV TR	49803T102	36463	2443900	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	323	6630	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	1	28	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	59	1205	SH	DEFINE
KLA-TENCOR CORP	COMMON SHS	482480100	46721	958191	SH	DEFINE
KNIGHT TRANSPORTATION INC	COMMON SHS	499064103	28255	1159910	SH	DEFINE
KNIGHT-RIDDER INC	COMMON SHS	499040103	1215	20700	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	1351	26930	SH	DEFINE
KOHL'S CORP	COMMON SHS	500255104	2241	44667	SH	DEFINE
KONINKLIJKE KPN NV	AMER DEP RECPT	780641205	144	16000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	5434	203684	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	1452	54436	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	9863	369684	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	28882	1082552	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	455	17048	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	4503	76006	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	51292	865686	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	173462	2927626	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	25670	433252	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KOOKMIN BANK	AMER DEP RECPT	50049M109	10432	176060	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	2451	41373	SH	DEFINE
KOOKMIN BANK	AMER DEP RECPT	50049M109	44	740	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	34937	1972700	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	21544	1216481	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	12676	715756	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	5	265	SH	DEFINE
KOREA ELECTRIC POWER CORP	AMER DEP RECPT	500631106	527	29760	SH	DEFINE
KOSAN BIOSCIENCES INC	COMMON SHS	50064W107	11630	1599791	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	3405	111300	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	3151	103000	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	1562	51073	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	7623	249189	SH	DEFINE
KRAFT FOODS INC	COMMON SHS	50075N104	1835	60000	SH	DEFINE
KROGER CO	COMMON SHS	501044101	43207	2098455	SH	DEFINE
KROGER CO	COMMON SHS	501044101	298121	14478911	SH	DEFINE
KROGER CO	COMMON SHS	501044101	4701	228300	SH	DEFINE
KROGER CO	COMMON SHS	501044101	70716	3434485	SH	DEFINE
KROGER CO	COMMON SHS	501044101	17045	827827	SH	DEFINE
KROGER CO	COMMON SHS	501044101	412	20000	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	22652	1006764	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	663645	29495350	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	182939	8130609	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	11084	492642	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	66345	2948659	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	1236	54930	SH	DEFINE
KT CORP	AMER DEP RECPT	48268K101	3006	133620	SH	DEFINE
KYPHON INC	COMMON SHS	501577100	1	18	SH	DEFINE
KYPHON INC	COMMON SHS	501577100	2374	54020	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	2049	25920	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	109	1379	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	4761	60210	SH	DEFINE
L-3 COMMUNICATIONS CORP	COMMON SHS	502424104	152729	1931569	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	37090	4268100	SH	DEFINE
LA QUINTA CORPORATION	COMMON SHS	50419U202	25205	2900500	SH	DEFINE
LA-Z-BOY INC	COMMON SHS	505336107	20923	1586300	SH	DEFINE
LABONE INC	COMMON SHS	50540L105	11388	261800	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COMMON SHS	50540R409	779	16000	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COMMON SHS	50540R409	578	11866	SH	DEFINE
LABRANCHE & CO INC	COMMON SHS	505447102	115	13200	SH	DEFINE
LADISH CO INC	COMMON SHS	505754200	1221	70000	SH	DEFINE
LAIDLAW INTL INC	COMMON SHS	50730R102	423	17500	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	74	2444	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	70	2300	SH	DEFINE
LAM RESEARCH CORP	COMMON SHS	512807108	92422	3033215	SH	DEFINE
LAMAR ADVERTISING CO	COMMON SHS	512815101	1285	28325	SH	DEFINE
LAMAR ADVERTISING CO	COMMON SHS	512815101	1910	42100	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	18961	440956	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	107	2485	SH	DEFINE
LANCASTER COLONY CORP	COMMON SHS	513847103	23	530	SH	DEFINE
LANDSTAR SYSTEM INC	COMMON SHS	515098101	36429	910048	SH	DEFINE
LAS VEGAS SANDS CORP	COMMON SHS	517834107	691	21000	SH	DEFINE
LASALLE HOTEL PROPERTIES	REAL EST INV TR	517942108	28249	820000	SH	DEFINE
LASERCARD CORP	COMMON SHS	51807U101	392	44230	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	CLOSE END MUT F	51827Q106	6882	222015	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	65	1333	SH	DEFINE
LAUREATE EDUCATION INC	COMMON SHS	518613104	50011	1021260	SH	DEFINE
LAWSON SOFTWARE INC	COMMON SHS	520780107	74	10700	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COMMON SHS	521050104	10598	450000	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	2167	63800	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	37105	1092300	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	441	12990	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LEAR CORP	COMMON SHS	521865105	163	4800	SH	DEFINE
LEAR CORP	COMMON SHS	521865105	195	5733	SH	DEFINE
LECG CORP	COMMON SHS	523234102	11804	513206	SH	DEFINE
LECG CORP	COMMON SHS	523234102	19725	857600	SH	DEFINE
LECROY CORP	COMMON SHS	52324W109	446	30000	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	110	1000	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	11513	104960	SH	DEFINE
LEGG MASON INC	COMMON SHS	524901105	230	2100	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	78802	3901100	SH	DEFINE
LEGGETT & PLATT INC	COMMON SHS	524660107	77	3800	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	2854	24500	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	4556	39115	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COMMON SHS	524908100	3623	31100	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	28930	484100	SH	DEFINE
LENNAR CORP	COMMON SHS	526057104	120	2012	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	2660	48000	SH	DEFINE
LENNAR CORP	COMMON SHS	526057302	13	230	SH	DEFINE
LENNOX INTERNATIONAL INC	COMMON SHS	526107107	27410	1000000	SH	DEFINE
LENNOX INTERNATIONAL INC	CONVERTIBLE BD	526107AB3	8236	5500000	PRN	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	273745	6351388	SH	DEFINE
LEUCADIA NATIONAL CORP	COMMON SHS	527288104	207	4800	SH	DEFINE
LEUCADIA NATIONAL CORP	CONVERTIBLE BD	527288AX2	3929	3600000	PRN	DEFINE
LEVITT CORP	COMMON SHS	52742P108	574	25000	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	114	4857	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	25	1065	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	REAL EST INV TR	529043101	18131	769900	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	CONVERT PREF	529043309	75000	1500000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	31	510	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	3553	58200	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	14	233	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	745	12210	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	270	4430	SH	DEFINE
LEXMARK INTERNATIONAL INC	COMMON SHS	529771107	41155	674120	SH	DEFINE
LG PHILIPS LCD CO LTD	AMER DEP RECPT	50186V102	222	10816	SH	DEFINE
LHC GROUP INC	COMMON SHS	50187A107	867	56100	SH	DEFINE
LIBERTY GLOBAL INC	COMMON SHS	530555101	367	13548	SH	DEFINE
LIBERTY GLOBAL INC	COMMON SHS	530555101	406	15000	SH	DEFINE
LIBERTY GLOBAL INC	COMMON SHS	530555309	349	13548	SH	DEFINE
LIBERTY GLOBAL INC	COMMON SHS	530555309	386	15000	SH	DEFINE
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	4	5000	PRN	DEFINE
LIBERTY MEDIA CORP	CONVERTIBLE BD	530715AR2	7800	10000000	PRN	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	340023	42238838	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	4645	577007	SH	DEFINE
LIBERTY MEDIA CORP	COMMON SHS	530718105	3228	401000	SH	DEFINE
LIBERTY MEDIA CORP	CONVERT ZERO CP	530718AF2	1115	10000	PRN	DEFINE
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	5	5000	PRN	DEFINE
LIBERTY MEDIA INTO MOTOROLA	CONVERTIBLE BD	530715AN1	12852	12900000	PRN	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	357	8387	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	12021	282587	SH	DEFINE
LIBERTY PROPERTY TRUST	REAL EST INV TR	531172104	38784	911700	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	62	1429	SH	DEFINE
LIFEPOINT HOSPITALS INC	COMMON SHS	53219L109	39004	891930	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	70	1700	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	534	13000	SH	DEFINE
LINCARE HOLDINGS INC	COMMON SHS	532791100	23673	576690	SH	DEFINE
LINCOLN EDUCATIONAL SERVICES	COMMON SHS	533535100	10165	862200	SH	DEFINE
LINCOLN NATIONAL CORP	COMMON SHS	534187109	19865	381863	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	392	10420	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	1	34	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	3684	97995	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	599	15925	SH	DEFINE
LINEAR TECHNOLOGY CORP	COMMON SHS	535678106	100655	2677705	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LINENS N THINGS INC	COMMON SHS	535679104	11815	442500	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	1	97	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	5713	598805	SH	DEFINE
LIONS GATE ENTMT CORP	COMMON SHS	535919203	76	8000	SH	DEFINE
LIZ CLAIBORNE INC	COMMON SHS	539320101	758	19286	SH	DEFINE
LLOYDS TSB GROUP PLC	AMER DEP RECPT	539439109	5223	157185	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	34375	563150	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	15	240	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	28	462	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	30520	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	7091	116167	SH	DEFINE
LOCKHEED MARTIN CORP	COMMON SHS	539830109	20691	338978	SH	DEFINE
LOCKHEED MARTIN CORP	CONV FLT RATE	539830AP4	1049	10000	PRN	DEFINE
LOEWS CORP	COMMON SHS	540424108	333	3600	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	45	1099	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	1168	28665	SH	DEFINE
LOGITECH INTERNATIONAL SA	AMER DEP RECPT	541419107	17502	429500	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COMMON SHS	542312103	29024	522100	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	604	9380	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	7	106	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	222	3440	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	111577	1732568	SH	DEFINE
LOWE'S COMPANIES INC	COMMON SHS	548661107	71410	1108848	SH	DEFINE
LOWE'S COMPANIES INC	CONVERT ZERO CP	548661CF2	1378650	13000000	PRN	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	3	860	SH	DEFINE
LUCENT TECHNOLOGIES INC	COMMON SHS	549463107	1100	338558	SH	DEFINE
LUCENT TECHNOLOGIES INC	CONVERTIBLE BD	549463AG2	574	500000	PRN	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	947	38000	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	1744	70000	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	16823	675342	SH	DEFINE
LUXOTTICA GROUP SPA	AMER DEP RECPT	55068R202	17	700	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	447	15620	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	24	840	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	91	3176	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	433	15140	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	2027	70839	SH	DEFINE
LYONDELL CHEMICAL CO	COMMON SHS	552078107	259760	9076182	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	2477	23436	SH	DEFINE
M & T BANK CORP	COMMON SHS	55261F104	10	91	SH	DEFINE
M/I HOMES INC	COMMON SHS	55305B101	21796	401700	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	511	7876	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	792	12200	SH	DEFINE
MACERICH CO	REAL EST INV TR	554382101	84344	1298800	SH	DEFINE
MACROMEDIA INC	COMMON SHS	556100105	61131	1503100	SH	DEFINE
MACROMEDIA INC	COMMON SHS	556100105	260	6400	SH	DEFINE
MAGNA INTERNATIONAL INC	ORDINARY SHS	559222401	256294	2931750	SH	DEFINE
MAGNA INTERNATIONAL INC	COMMON SHS	559222401	23829	272600	SH	DEFINE
MAGUIRE PPTYS INC	REAL EST INV TR	559775101	400	13300	SH	DEFINE
MAINE & MARITIMES CORP	COMMON SHS	560377103	534	27100	SH	DEFINE
MAJESCO ENTERTAINMENT CO	COMMON SHS	560690208	80	60000	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	6	110	SH	DEFINE
MANITOWOC CO INC	COMMON SHS	563571108	22587	449500	SH	DEFINE
MANNKIND CORP	COMMON SHS	56400P201	342	25000	SH	DEFINE
MANPOWER INC	COMMON SHS	56418H100	5857	131940	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	26660	500000	SH	DEFINE
MANULIFE FINANCIAL CORP	ORDINARY SHS	56501R106	282414	4555061	SH	DEFINE
MANULIFE FINANCIAL CORP	COMMON SHS	56501R106	21641	350527	SH	DEFINE
MARATHON OIL CORP	COMMON SHS	565849106	2092	30354	SH	DEFINE
MARCHEX INC	COMMON SHS	56624R108	53235	3214690	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	6342	248820	SH	DEFINE
MARINEMAX INC	COMMON SHS	567908108	69	2700	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	1475	23420	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MARRIOTT INTERNATIONAL INC	COMMON SHS	571903202	66	1052	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	300	9870	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	21	700	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	11	362	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	480	15810	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	854	28095	SH	DEFINE
MARSH & MCLENNAN COS INC	COMMON SHS	571748102	144836	4765915	SH	DEFINE
MARSHALL & ILSLEY CORP	COMMON SHS	571834100	1875	43089	SH	DEFINE
MARTEK BIOSCIENCES CORP	COMMON SHS	572901106	281	8000	SH	DEFINE
MARTEK BIOSCIENCES CORP	COMMON SHS	572901106	0	6	SH	DEFINE
MARTEK BIOSCIENCES CORP	COMMON SHS	572901106	5616	159875	SH	DEFINE
MARTEK BIOSCIENCES CORP	COMMON SHS	572901106	88	2500	SH	DEFINE
MARTHA STEWART LIVING OMNIMEDIA IN	COMMON SHS	573083102	3317	7587	SH	PUT DEFINE
MARTIN MARIETTA MATERIALS INC	COMMON SHS	573284106	2740	34919	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	0	2	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	9	200	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORDINARY SHS	G5876H105	51639	1119900	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	5949	193900	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	10	316	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	8178	266559	SH	DEFINE
MASCO CORP	COMMON SHS	574599106	9165	298720	SH	DEFINE
MASSEY ENERGY CO	COMMON SHS	576206106	245	4800	SH	DEFINE
MATRIX SERVICE CO	COMMON SHS	576853105	3220	400000	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	17608	1055614	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	4299	257707	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	4908	294215	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	153281	9189500	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	13143	787967	SH	DEFINE
MATTEL INC	COMMON SHS	577081102	27254	1633953	SH	DEFINE
MAVERICK TUBE CORP	COMMON SHS	577914104	755	25157	SH	DEFINE
MAX RE CAPITAL LTD	ORDINARY SHS	G6052F103	2242	90443	SH	DEFINE
MAX RE CAPITAL LTD	ORDINARY SHS	G6052F103	84	3400	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	306	7173	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	8	190	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	87	2037	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COMMON SHS	57772K101	26765	627557	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	12514	350028	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	250	7000	SH	DEFINE
MAXIMUS INC	COMMON SHS	577933104	30366	849400	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	4672	1061890	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	108470	24652207	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	13418	3049624	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	2455	557999	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	159	36200	SH	DEFINE
MAXTOR CORP	COMMON SHS	577729205	15	3313	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	11	180	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	7881	130000	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	10	170	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	286	4720	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	1007	16615	SH	DEFINE
MBIA INC	COMMON SHS	55262C100	7885	130080	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	20	810	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	146054	5927500	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	1211	49135	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	5165	209600	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	12085	490447	SH	DEFINE
MBNA CORP	COMMON SHS	55262L100	304749	12368080	SH	DEFINE
MCAFEE INC	COMMON SHS	579064106	47	1500	SH	DEFINE
MCAFEE INC	COMMON SHS	579064106	1078	34300	SH	DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	49301	1510900	SH	DEFINE
MCCORMICK & CO INC	COMMON SHS	579780206	300	9185	SH	DEFINE
MCDONALD'S CORP	COMMON SHS	580135101	5884	175700	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MCDONALD'S CORP	COMMON SHS	580135101	15867	473782	SH	DEFINE
MCG CAPITAL CORP	COMMON SHS	58047P107	22287	1321082	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COMMON SHS	580645109	103800	2160700	SH	DEFINE
MCI INC	COMMON SHS	552691107	235926	9299424	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	16	340	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	5	113	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	254	5360	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	179	3765	SH	DEFINE
MCKESSON CORP	COMMON SHS	58155Q103	15499	326630	SH	DEFINE
MCMORAN EXPLORATION CO	COMMON SHS	582411104	4	189	SH	DEFINE
MCMORAN EXPLORATION CO	COMMON SHS	582411104	504	25937	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	37591	476500	SH	DEFINE
MDC HOLDINGS INC	COMMON SHS	552676108	858	10877	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	16556	792900	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	589	28195	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	46180	2211690	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	44437	2128200	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	13869	664203	SH	DEFINE
MDS INC	ORDINARY SHS	55269P302	4072	195013	SH	DEFINE
MDU RESOURCES GROUP INC	COMMON SHS	552690109	682	19130	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	23455	849200	SH	DEFINE
MEADWESTVACO CORP	COMMON SHS	583334107	89	3240	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	4233	444610	SH	DEFINE
MEDAREX INC	COMMON SHS	583916101	4439	466300	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	2645	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	12770	232897	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COMMON SHS	58405U102	1155	21065	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	1151	50000	SH	DEFINE
MEDICINES CO	COMMON SHS	584688105	55711	2421170	SH	DEFINE
MEDICIS PHARMACEUTICAL CORP	COMMON SHS	584690309	638	19600	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	1010	30016	SH	DEFINE
MEDIMMUNE INC	COMMON SHS	584699102	25025	743682	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	251	4684	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	8141	151832	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	104836	1955171	SH	DEFINE
MEDTRONIC INC	COMMON SHS	585055106	30515	569097	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	9166	286700	SH	DEFINE
MELLON FINANCIAL CORP	COMMON SHS	58551A108	790	24696	SH	DEFINE
MENS WEARHOUSE INC	COMMON SHS	587118100	14395	539150	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	43302	803675	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	164	3050	SH	DEFINE
MERCANTILE BANKSHARES CORP	COMMON SHS	587405101	881	16350	SH	DEFINE
MERCER INS GROUP INC	COMMON SHS	587902107	329	25000	SH	DEFINE
MERCER INTERNATIONAL INC	COMMON SHS	588056101	17649	2134100	SH	DEFINE
MERCHANTS GROUP INC	COMMON SHS	588539106	5073	190000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	44252	1626307	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	668672	24574491	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	6254	229837	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	3860	141877	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	13605	500000	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	8543	313965	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	101508	3730542	SH	DEFINE
MERCK & CO INC	COMMON SHS	589331107	1140967	41931898	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	36138	602400	SH	DEFINE
MERCURY GENERAL CORP	COMMON SHS	589400100	276	4600	SH	DEFINE
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	87	2201	SH	DEFINE
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	12228	308782	SH	DEFINE
MERCURY INTERACTIVE CORP	COMMON SHS	589405109	41089	1037610	SH	DEFINE
MERCURY INTERACTIVE CORP	CONVERTIBLE BD	589405AB5	10	10000	PRN	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	11	500	SH	DEFINE
MERIDIAN GOLD INC	COMMON SHS	589975101	41189	1799260	SH	DEFINE
MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	9143	1001469	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MERISTAR HOSPITALITY CORP	REAL EST INV TR	58984Y103	33381	3656200	SH	DEFINE
MERISTAR HOSPITALITY CORP	CONVERTIBLE BD	58984YAJ2	161850	124500000	PRN	DEFINE
MERIT MEDICAL SYSTEMS INC	COMMON SHS	589889104	22052	1243067	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	3636	47425	SH	DEFINE
MERITAGE HOMES CORP	COMMON SHS	59001A102	7	93	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	47291	770837	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	216777	3533447	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	2458	40072	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	160	2600	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	2096	34162	SH	DEFINE
MERRILL LYNCH & CO INC	COMMON SHS	590188108	3817	62220	SH	DEFINE
MESA AIR GROUP INC	COMMON SHS	590479101	3713	450000	SH	DEFINE
METALLICA RESOURCES INC	ORDINARY SHS	59125J104	2680	1488998	SH	DEFINE
METHANEX CORP	ORDINARY SHS	59151K108	85670	4975008	SH	DEFINE
METHODE ELECTRONICS INC	COMMON SHS	591520200	13733	1192125	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	24083	483300	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	872	17490	SH	DEFINE
METLIFE INC	COMMON SHS	59156R108	3	57	SH	DEFINE
METSO OYJ	AMER DEP RECPT	592671101	4001	157200	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	301	5910	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	21967	430900	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	36148	709069	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	76	1500	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COMMON SHS	592688105	136534	2678183	SH	DEFINE
MEXICO FUND INC	CLOSE END MUT F	592835102	17656	620800	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	1166	50020	SH	DEFINE
MGI PHARMA INC	COMMON SHS	552880106	43327	1858730	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	28486	443700	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	209	3256	SH	DEFINE
MGIC INVESTMENT CORP	COMMON SHS	552848103	2	38	SH	DEFINE
MICHAEL BAKER CORP	COMMON SHS	057149106	938	36000	SH	DEFINE
MICREL INC	COMMON SHS	594793101	281	25000	SH	DEFINE
MICREL INC	COMMON SHS	594793101	6252	556761	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	151	5004	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	437	14500	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COMMON SHS	595017104	161445	5360070	SH	DEFINE
MICROMUSE INC	COMMON SHS	595094103	0	26	SH	DEFINE
MICROMUSE INC	COMMON SHS	595094103	18393	2334100	SH	DEFINE
MICROS SYSTEMS INC	COMMON SHS	594901100	22304	509800	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	1	46	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	614	24040	SH	DEFINE
MICROSEMI CORP	COMMON SHS	595137100	43995	1722600	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	19339	751600	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	45	1760	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	5226	203100	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	191821	7455159	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	3557	138255	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	25730	1000000	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	14966	581647	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	340870	13247972	SH	DEFINE
MICROSOFT CORP	COMMON SHS	594918104	167895	6525279	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	7443	1194656	SH	DEFINE
MICROTUNE INC	COMMON SHS	59514P109	17930	2878000	SH	DEFINE
MIDCAP SPDR TRUST	OPEN END UT TR	595635103	5071	38734	SH	DEFINE
MIDLAND CO	COMMON SHS	597486109	13872	385000	SH	DEFINE
MILACRON INC	COMMON SHS	598709103	38	21200	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	9	998	SH	DEFINE
MILLENNIUM PHARMACEUTICALS INC	COMMON SHS	599902103	21377	2291203	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	10335	164330	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	13328	211921	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	25156	400000	SH	DEFINE
MILLIPORE CORP	COMMON SHS	601073109	11474	182450	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MILLIPORE CORP	COMMON SHS	601073109	406	6461	SH	DEFINE
MILLS CORP	REAL EST INV TR	601148109	188	3408	SH	DEFINE
MILLS CORP	REAL EST INV TR	601148109	479	8700	SH	DEFINE
MINDSPEED TECHNOLOGIES INC	COMMON SHS	602682106	241	100000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	581	15000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	27775	717700	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	1	15	SH	DEFINE
MINE SAFETY APPLIANCES CO	COMMON SHS	602720104	1409	36400	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	14789	258506	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	29	500	SH	DEFINE
MINERALS TECHNOLOGIES INC	COMMON SHS	603158106	39549	691300	SH	DEFINE
MIRAMAR MNG CORP (CAD)	ORDINARY SHS	60466E100	2421	1330000	SH	DEFINE
MITTAL STEEL COMPANY N.V	NEW YORK SHARES	60684P101	246938	8574227	SH	DEFINE
MOBILE TELESYSTEMS OJSC	AMER DEP RECPT	607409109	220665	5424400	SH	DEFINE
MOBILE TELESYSTEMS OJSC	AMER DEP RECPT	607409109	321	7900	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	11772	563505	SH	DEFINE
MOLECULAR DEVICES CORP	COMMON SHS	60851C107	19236	920807	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	3908	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554101	322	12072	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	3766	146483	SH	DEFINE
MOLEX INC	COMMON SHS	608554200	147	5718	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	1536	61470	SH	DEFINE
MOLINA HEALTHCARE INC	COMMON SHS	60855R100	2374	95000	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	15618	244000	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	17	270	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	8	122	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	632	9880	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	10	150	SH	DEFINE
MOLSON COORS BREWING CO	COMMON SHS	60871R209	18399	287440	SH	DEFINE
MONACO COACH CORP	COMMON SHS	60886R103	22788	1546000	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	52396	835000	SH	DEFINE
MONSANTO CO	COMMON SHS	61166W101	561	8934	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	9	350	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	35523	1429500	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	63390	2550921	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	10601	426611	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	2642	106330	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COMMON SHS	G62185106	124593	5013784	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	2	33	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	24927	488000	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	2311	45236	SH	DEFINE
MOODY'S CORP	COMMON SHS	615369105	128610	2517816	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	36764	681570	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	11631	215626	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	8720	161654	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	4132	76600	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	7596	140831	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	501	9280	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	10574	196034	SH	DEFINE
MORGAN STANLEY	COMMON SHS	617446448	32968	611200	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	442	20000	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	7835	354704	SH	DEFINE
MOTOROLA INC	COMMON SHS	620076109	15064	681922	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	49731	1790800	SH	DEFINE
MUELLER INDUSTRIES INC	COMMON SHS	624756102	281	10125	SH	DEFINE
MULTI FINELINE ELECTRONIX INC	COMMON SHS	62541B101	6334	216405	SH	DEFINE
MULTI FINELINE ELECTRONIX INC	COMMON SHS	62541B101	114	3900	SH	DEFINE
MUNI HOLDINGS INSURED FUND INC	CLOSE END MUT F	625930102	183	13000	SH	DEFINE
MUNIYIELD CALIFORNIA INSURED INC	CLOSE END MUT F	62629L104	404	27700	SH	DEFINE
MUNIYIELD NEW YORK INSURED FUND	CLOSE END MUT F	626301105	198	14512	SH	DEFINE
MURPHY OIL CORP	COMMON SHS	626717102	854	17116	SH	DEFINE
MWI VETERINARY SUPPLY INC	COMMON SHS	55402X105	40	2000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MWI VETERINARY SUPPLY INC	COMMON SHS	55402X105	1927	96594	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	1612	83707	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	347	18000	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	753	39090	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	7812	405587	SH	DEFINE
MYLAN LABORATORIES INC	COMMON SHS	628530107	364	18920	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	470	20000	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	221	9400	SH	DEFINE
MYOGEN INC	COMMON SHS	62856E104	1763	75000	SH	DEFINE
NABI BIOPHARMACEUTICALS	COMMON SHS	629519109	5678	433400	SH	DEFINE
NABORS INDUSTRIES INC	CONVERT ZERO CP	629568A0	913	8000	PRN	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	8357	116345	SH	DEFINE
NABORS INDUSTRIES LTD	COMMON SHS	G6359F103	6935	96550	SH	DEFINE
NACCO INDUSTRIES INC	COMMON SHS	629579103	54524	476400	SH	DEFINE
NASDAQ 100 INDEX	OPEN END UT TR	631100104	1863	47290	SH	DEFINE
NASDAQ STOCK MARKET INC	COMMON SHS	631103108	4459	175883	SH	DEFINE
NASHUA CORP	COMMON SHS	631226107	2945	475000	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	CONVERT PREF	632525309	2738	66775	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	27195	216432	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	AMER DEP RECPT	632525408	151	1200	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	2914	87135	SH	DEFINE
NATIONAL CITY CORP	COMMON SHS	635405103	809	24179	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	1968	43600	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	16496	365434	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	2264	50148	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COMMON SHS	63607P208	58650	1299300	SH	DEFINE
NATIONAL FUEL GAS CO	COMMON SHS	636180101	261	7628	SH	DEFINE
NATIONAL GRID PLC	AMER DEP RECPT	636274300	10260	218523	SH	DEFINE
NATIONAL GRID PLC	AMER DEP RECPT	636274300	5	102	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	12253	497276	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COMMON SHS	636518102	48548	1970302	SH	DEFINE
NATIONAL LAMPOON INC	COMMON SHS	636637100	331	116000	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	1130	17178	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	59914	910541	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	154	2344	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	132	2003	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	120113	1825419	SH	DEFINE
NATIONAL OILWELL VARCO INC	COMMON SHS	637071101	193812	2945473	SH	DEFINE
NATIONAL RV HOLDINGS INC	COMMON SHS	637277104	1549	295000	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COMMON SHS	638522102	31688	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	113183	2826050	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	66	1652	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COMMON SHS	638612101	9	235	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	REAL EST INV TR	638620104	1389	59600	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	90	1801	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	1613	32300	SH	DEFINE
NAVTEQ CORP	COMMON SHS	63936L100	81980	1641232	SH	DEFINE
NBTY INC	COMMON SHS	628782104	23051	980900	SH	DEFINE
NBTY INC	COMMON SHS	628782104	56	2400	SH	DEFINE
NCO GROUP INC	COMMON SHS	628858102	496	24000	SH	DEFINE
NCO GROUP INC	COMMON SHS	628858102	31990	1548400	SH	DEFINE
NCO GROUP INC	CONVERTIBLE BD	628858AB8	14981	15000000	PRN	DEFINE
NCR CORP	COMMON SHS	62886E108	638	20000	SH	DEFINE
NCR CORP	COMMON SHS	62886E108	13	396	SH	DEFINE
NEC CORP	AMER DEP RECPT	629050204	80	14825	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	244	8332	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	4	137	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	0	17	SH	DEFINE
NEENAH PAPER INC	COMMON SHS	640079109	29	995	SH	DEFINE
NEKTAR THERAPEUTIC	COMMON SHS	640268108	6185	364900	SH	DEFINE
NETFLIX COM INC	COMMON SHS	64110L106	1440	55400	SH	DEFINE
NETFLIX COM INC	COMMON SHS	64110L106	1	21	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NETIQ CORP	COMMON SHS	64115P102	17771	1451882	SH	DEFINE
NETIQ CORP	COMMON SHS	64115P102	14584	1191500	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	145	6100	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	11	450	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	91	3837	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	288	12130	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	306	12900	SH	DEFINE
NETWORK APPLIANCE INC	COMMON SHS	64120L104	114460	4821399	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COMMON SHS	64125C109	17421	354150	SH	DEFINE
NEUSTAR INC	COMMON SHS	64126X201	32	1000	SH	DEFINE
NEUSTAR INC	COMMON SHS	64126X201	11528	360370	SH	DEFINE
NEVSUN RESOURCES LTD	ORDINARY SHS	64156L101	2157	877000	SH	DEFINE
NEW IRELAND FUND INC	CLOSE END MUT F	645673104	3146	135000	SH	DEFINE
NEW YORK & CO. INC	COMMON SHS	649295102	5293	322753	SH	DEFINE
NEW YORK COMMUNITY BANCORP INC	COMMON SHS	649445103	738	45000	SH	DEFINE
NEW YORK COMMUNITY BANCORP INC	COMMON SHS	649445103	149	9100	SH	DEFINE
NEW YORK MORTGAGE TRUST INC	REAL EST INV TR	649604105	4284	573483	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	5841	196320	SH	DEFINE
NEW YORK TIMES CO	COMMON SHS	650111107	3177	106800	SH	DEFINE
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	216	7738	SH	DEFINE
NEWCASTLE INVESTMENT CORP	REAL EST INV TR	65105M108	38960	1396400	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	811	35824	SH	DEFINE
NEWELL RUBBERMAID INC	COMMON SHS	651229106	319	14082	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	152	3089	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	20	400	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COMMON SHS	651290108	178045	3626165	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	463615	9828594	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	41805	886263	SH	DEFINE
NEWMONT MINING CORP	COMMON SHS	651639106	38241	810714	SH	DEFINE
NEWPARK RESOURCES INC	COMMON SHS	651718504	1895	225000	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	24572	1576139	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	837493	53719881	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	49190	3155233	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	524451	33640222	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	9107	584180	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	10229	656095	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E104	1231	78940	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	116	7000	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	6129	371476	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	213	12925	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	1889	114506	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	32510	1970284	SH	DEFINE
NEWS CORP INC	COMMON SHS	65248E203	5247	318000	SH	DEFINE
NEXEN INC	ORDINARY SHS	65334H102	278080	5014967	SH	DEFINE
NEXTEL PARTNERS INC	COMMON SHS	65333F107	1132	45100	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	71	842	SH	DEFINE
NII HOLDINGS INC	COMMON SHS	62913F201	153640	1819299	SH	DEFINE
NIKE INC	COMMON SHS	654106103	14781	180964	SH	DEFINE
NIKE INC	COMMON SHS	654106103	2	30	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	4933	198758	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	15964	643210	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	26133	1052894	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	318	12828	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	AMER DEP RECPT	654624105	38	1525	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	11	440	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	3715	153204	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	544	22453	SH	DEFINE
NISOURCE INC	COMMON SHS	65473P105	258929	10677500	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	271852	3970960	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	60	876	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	984	14369	SH	DEFINE
NOBLE CORP	COMMON SHS	G65422100	7065	103192	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NOBLE ENERGY INC	COMMON SHS	655044105	56	1200	SH	DEFINE
NOBLE ENERGY INC	COMMON SHS	655044105	9380	200000	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	313	18510	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	12	710	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	2669	157851	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	442	26150	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	13064	772574	SH	DEFINE
NOKIA CORP	AMER DEP RECPT	654902204	68791	4068043	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	103	6600	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	26723	1719631	SH	DEFINE
NOMURA HOLDINGS INC	AMER DEP RECPT	65535H208	43	2750	SH	DEFINE
NORDIC AMERICAN TANKER SHIPPING LT	COMMON SHS	G65773106	1209	32000	SH	DEFINE
NORDSON CORP	COMMON SHS	655663102	17840	469100	SH	DEFINE
NORDSTROM INC	COMMON SHS	655664100	2600	75754	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	1014	25000	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	55105	1358600	SH	DEFINE
NORFOLK SOUTHERN CORP	COMMON SHS	655844108	5026	123923	SH	DEFINE
NORSK HYDRO ASA	AMER DEP RECPT	656531605	200	1800	SH	DEFINE
NORTEL NETWORKS CORP	ORDINARY SHS	656568102	5	1228	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	131	40292	SH	DEFINE
NORTEL NETWORKS CORP	COMMON SHS	656568102	515	157900	SH	DEFINE
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	5	5000	PRN	DEFINE
NORTEL NETWORKS CORP	CONVERTIBLE BD	656568AB8	418716	442500000	PRN	DEFINE
NORTH AMERICAN PALLADIUM LTD	ORDINARY SHS	656912102	792	132000	SH	DEFINE
NORTH FORK BANCORP INC	COMMON SHS	659424105	5078	199155	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	34005	1704500	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	78	3900	SH	DEFINE
NORTHEAST UTILITIES	COMMON SHS	664397106	27930	1400000	SH	DEFINE
NORTHERN BORDER PARTNERS	COMMON SHS	664785102	251	5250	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	74525	1474281	SH	DEFINE
NORTHERN TRUST CORP	COMMON SHS	665859104	4	77	SH	DEFINE
NORTHGATE MINERALS CORP	COMMON SHS	666416102	0	2	SH	DEFINE
NORTHGATE MINERALS CORP	ORDINARY SHS	666416102	1806	1150000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	139502	2566740	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	54350	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COMMON SHS	666807102	8779	161528	SH	DEFINE
NORTHWEST PIPE COMPANY	COMMON SHS	667746101	8621	333000	SH	DEFINE
NORTHWESTERN CORP	COMMON SHS	668074305	57073	1890468	SH	DEFINE
NORTHWESTERN CORP	COMMON SHS	668074305	11	365	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	11709	318182	SH	DEFINE
NOVA CHEMICALS CORP	ORDINARY SHS	66977W109	3	63	SH	DEFINE
NOVA CHEMICALS CORP	COMMON SHS	66977W109	1	33	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	7095	139120	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	573	11227	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	6170	120989	SH	DEFINE
NOVARTIS AG	AMER DEP RECPT	66987V109	1554	30467	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	482	19361	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	535	21502	SH	DEFINE
NOVELIS INC	ORDINARY SHS	67000X106	13738	552380	SH	DEFINE
NOVELIS INC	COMMON SHS	67000X106	1643	66455	SH	DEFINE
NS GROUP INC	COMMON SHS	628916108	8085	205997	SH	DEFINE
NS GROUP INC	COMMON SHS	628916108	86	2200	SH	DEFINE
NSTAR	COMMON SHS	67019E107	448	15480	SH	DEFINE
NSTAR	COMMON SHS	67019E107	897	31000	SH	DEFINE
NTL INC	COMMON SHS	62940M104	461219	6904470	SH	DEFINE
NTL INC	COMMON SHS	62940M104	85	1277	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	201398	3414100	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	224	3800	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	7102	120400	SH	DEFINE
NUCOR CORP	COMMON SHS	670346105	21	362	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	CLOSE END MUT F	670656107	541	38600	SH	DEFINE
NUVEEN INVESTMENTS INC	COMMON SHS	67090F106	0	1	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NUVEEN INVESTMENTS INC	COMMON SHS	67090F106	23831	605000	SH	DEFINE
NUVEEN NEW JERSEY PREMIUM INCOME M	CLOSE END MUT F	67101N106	190	12598	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	CLOSE END MUT F	6706K4105	320	25000	SH	DEFINE
NUVELO INC	COMMON SHS	67072M301	14483	1508665	SH	DEFINE
NVR INC	COMMON SHS	62944T105	65	74	SH	DEFINE
NVR INC	COMMON SHS	62944T105	3274	3700	SH	DEFINE
NVR INC	COMMON SHS	62944T105	78459	88659	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	6365	74500	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	489	5726	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COMMON SHS	674599105	10483	122713	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	12839	432280	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	264	8880	SH	DEFINE
OFFICE DEPOT INC	COMMON SHS	676220106	15	500	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	13147	415130	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	7784	245800	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	696	21978	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	234	7400	SH	DEFINE
OFFICEMAX INCORPRATED	COMMON SHS	67622P101	320	10100	SH	DEFINE
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	44241	1195700	SH	DEFINE
OFFSHORE LOGISTICS INC	COMMON SHS	676255102	654	17675	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	18493	509300	SH	DEFINE
OIL STATES INTERNATIONAL INC	COMMON SHS	678026105	29858	822300	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	7	250	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	229217	8594550	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	367228	13769316	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	2773	103980	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	213	8000	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COMMON SHS	680223104	23505	881311	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	12291	687800	SH	DEFINE
OMI CORP	COMMON SHS	Y6476W104	3098	173381	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	397	7060	SH	DEFINE
OMNICARE INC	COMMON SHS	681904108	3087	54900	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	82404	985335	SH	DEFINE
OMNICOM GROUP INC	COMMON SHS	681919106	50688	606102	SH	DEFINE
OMNICOM GROUP INC	CONVERT ZERO CP	681919AR7	492	5000	PRN	DEFINE
OMNIVISION TECHNOLOGIES INC	COMMON SHS	682128103	20677	1638400	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	68	2000	SH	DEFINE
ONEOK INC	COMMON SHS	682680103	181983	5349300	SH	DEFINE
ONYX PHARMACEUTICALS INC	COMMON SHS	683399109	9245	370100	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	4653	284600	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	132	8100	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	29798	1822500	SH	DEFINE
OPEN TEXT CORP	ORDINARY SHS	683715106	16996	1039500	SH	DEFINE
OPENWAVE SYSTEMS INC	COMMON SHS	683718308	1140	63400	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	6195	500000	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	39460	3184825	SH	DEFINE
ORACLE CORP	COMMON SHS	68389X105	2938	237147	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	750	60000	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	16745	1339613	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	50	3961	SH	DEFINE
ORBITAL SCIENCES CORP	COMMON SHS	685564106	26804	2144300	SH	DEFINE
ORBOTECH LTD	ORDINARY SHS	M75253100	31799	1270940	SH	DEFINE
ORCHID CELLMARK INC	COMMON SHS	68573C107	4098	482123	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	28	1000	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COMMON SHS	G67743107	58478	2057630	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	9	210	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	41723	966700	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	76	1770	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	518	12000	SH	DEFINE
OSHKOSH TRUCK CORP	COMMON SHS	688239201	118943	2755870	SH	DEFINE
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	0	11	SH	DEFINE
OSI PHARMACEUTICALS INC	COMMON SHS	671040103	3437	117550	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

OUTDOOR CHANNEL HOLDINGS INC	COMMON SHS	690027206	1240	84000	SH	DEFINE
OUTDOOR CHANNEL HOLDINGS INC	COMMON SHS	690027206	1900	128700	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	55396	949700	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	87	1500	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COMMON SHS	690368105	38	645	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	13076	445504	SH	DEFINE
OWENS & MINOR INC	COMMON SHS	690732102	191	6500	SH	DEFINE
P T INDOSAT TBK	AMER DEP RECPT	744383100	1105	44200	SH	DEFINE
P.F. CHANG'S CHINA BISTRO INC	COMMON SHS	69333Y108	47753	1065197	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	475	7000	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	0	5	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	131	1925	SH	DEFINE
PACCAR INC	COMMON SHS	693718108	8673	127747	SH	DEFINE
PACER INTERNATIONAL INC	COMMON SHS	69373H106	21702	823302	SH	DEFINE
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	357	10709	SH	DEFINE
PACIFIC CAPITAL BANCORP	COMMON SHS	69404P101	9	275	SH	DEFINE
PACIFIC SUNWEAR OF CALIFORNIA INC	COMMON SHS	694873100	0	1	SH	DEFINE
PACIFIC SUNWEAR OF CALIFORNIA INC	COMMON SHS	694873100	11898	554964	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	138402	1734800	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	15043	188559	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	COMMON SHS	695112102	1875	23500	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	CONVERTIBLE BD	695112AG7	7620	2000000	PRN	DEFINE
PACKETEER INC	COMMON SHS	695210104	1	46	SH	DEFINE
PACKETEER INC	COMMON SHS	695210104	3939	313848	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	9097	519222	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	35183	2008177	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	1647	94024	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	157	8944	SH	DEFINE
PACTIV CORP	COMMON SHS	695257105	8	464	SH	DEFINE
PALL CORP	COMMON SHS	696429307	523	19000	SH	DEFINE
PALL CORP	COMMON SHS	696429307	13750	500000	SH	DEFINE
PALL CORP	COMMON SHS	696429307	643	23365	SH	DEFINE
PALL CORP	COMMON SHS	696429307	115124	4186314	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	779	80000	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	78	7967	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COMMON SHS	69811Q106	3697	379600	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	51	1000	SH	DEFINE
PANERA BREAD CO	COMMON SHS	69840W108	22396	437600	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COMMON SHS	69888P106	16297	612216	SH	DEFINE
PARALLEL PETROLEUM CORP	COMMON SHS	699157103	4900	350000	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	11777	1689631	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	17	2400	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COMMON SHS	699173100	12	1760	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	2	87	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COMMON SHS	699462107	18145	903200	SH	DEFINE
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	88	1874	SH	DEFINE
PARKWAY PROPERTIES INC	REAL EST INV TR	70159Q104	19003	405000	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	72	1120	SH	DEFINE
PARTNERRE LTD	ORDINARY SHS	G6852T105	477	7450	SH	DEFINE
PATHMARK STORES INC	WTS TO EQUITY	70322A119	8	20000	SH	DEFINE
PATRIOT CAPITAL FUNDING INC	COMMON SHS	70335Y104	6046	440000	SH	DEFINE
PATTERSON COS INC	COMMON SHS	703395103	5621	140430	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	206	5700	SH	DEFINE
PATTERSON UTI ENERGY INC	COMMON SHS	703481101	3431	95100	SH	DEFINE
PAXSON COMMUNICATIONS CORP	COMMON SHS	704231109	122	270000	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	469	12640	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	14	390	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	18	494	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	321	8660	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	20448	551463	SH	DEFINE
PAYCHEX INC	COMMON SHS	704326107	77002	2076639	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	24	290	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PEABODY ENERGY CORP	COMMON SHS	704549104	173989	2062700	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	87	1031	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	24584	291450	SH	DEFINE
PEABODY ENERGY CORP	COMMON SHS	704549104	170604	2022572	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COMMON SHS	705324101	9059	117925	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	9	300	SH	DEFINE
PENN NATIONAL GAMING INC	COMMON SHS	707569109	40675	1307444	SH	DEFINE
PENN VIRGINIA CORP	COMMON SHS	707882106	231	4000	SH	DEFINE
PENN VIRGINIA RESOURCES PARTNERS L	LTD PARTNERSHIP	707884102	246	4600	SH	DEFINE
PENNEY JC CO INC	COMMON SHS	708160106	1677	35371	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	REAL EST INV TR	709102107	219	5200	SH	DEFINE
PENNSYLVANIA REAL ESTATE INVESTMEN	REAL EST INV TR	709102107	5926	140500	SH	DEFINE
PENTAIR INC	COMMON SHS	709631105	730	20000	SH	DEFINE
PENTAIR INC	COMMON SHS	709631105	55626	1524000	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	25109	908747	SH	DEFINE
PEOPLES BANCORP INC	COMMON SHS	709789101	75	2700	SH	DEFINE
PEOPLES ENERGY CORP	COMMON SHS	711030106	254	6449	SH	DEFINE
PEOPLES FINANCIAL CORP	COMMON SHS	71103B102	191	10752	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	2244	96452	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	44	1900	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	118	5056	SH	DEFINE
PEPCO HOLDINGS INC	COMMON SHS	713291102	186211	8002200	SH	DEFINE
PEPSIAMERICAS INC	COMMON SHS	71343P200	517	22733	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	372	6560	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	10	169	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	10403	183438	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	223279	3937215	SH	DEFINE
PEPSICO INC	COMMON SHS	713448108	46886	826762	SH	DEFINE
PERKINELMER INC	COMMON SHS	714046109	578	28362	SH	DEFINE
PETRO-CANADA	ORDINARY SHS	71644E102	271005	5569363	SH	DEFINE
PETRO-CANADA	COMMON SHS	71644E102	20609	423620	SH	DEFINE
PETROCHINA CO LTD	AMER DEP RECPT	71646E100	8739	104818	SH	DEFINE
PETROKAZAKHSTAN INC	ORDINARY SHS	71649P102	7675	122017	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	292397	4586622	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	1596	25040	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	794	12459	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	DEP RCPT PFD	71654V101	829	13000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	10781	150800	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	AMER DEP RECPT	71654V408	3074	43000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	5243	150000	SH	DEFINE
PETROLEUM & RESOURCES CORP	CLOSE END MUT F	716549100	98	2798	SH	DEFINE
PETROLEUM HELICOPTERS	COMMON SHS	716604103	3151	95100	SH	DEFINE
PETROLEUM HELICOPTERS	COMMON SHS	716604202	17526	565000	SH	DEFINE
PETROLEUM HELICOPTERS	COMMON SHS	716604202	1551	50000	SH	DEFINE
PETSMART INC	COMMON SHS	716768106	26371	1210769	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	140380	5621929	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	664252	26602021	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	27094	1085046	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	141108	5651100	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	63114	2527590	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	9419	377217	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	49940	2000000	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	30497	1221365	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	243725	9760718	SH	DEFINE
PFIZER INC	COMMON SHS	717081103	1006596	40312232	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	41	1041	SH	DEFINE
PG&E CORP	COMMON SHS	69331C108	471020	12000511	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	20870	362900	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	24321	422899	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	132	2300	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COMMON SHS	717124101	150475	2616510	SH	DEFINE
PHARMION CORP	COMMON SHS	71715B409	981	45000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PHARMION CORP	COMMON SHS	71715B409	30609	1403420	SH	DEFINE
PHASE FORWARD INC	COMMON SHS	71721R406	1636	149700	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	94786	729518	SH	DEFINE
PHELPS DODGE CORP	COMMON SHS	717265102	128	982	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	2961	97253	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	382	12530	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	5779	189790	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	AMER DEP RECPT	718252604	8147	267559	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	CONVERT PREF	718252703	14	260	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	CONVERT PREF	718252703	1958	37300	SH	DEFINE
PHOTRONICS INC	COMMON SHS	719405102	11180	576300	SH	DEFINE
PIER 1 IMPORTS INC	COMMON SHS	720279108	17120	1519100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	1	25	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	19	425	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	93	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COMMON SHS	723484101	253460	5750000	SH	DEFINE
PIONEER DRILLING CO	COMMON SHS	723655106	2733	140000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	5195	94600	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COMMON SHS	723787107	30	550	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	3666	87820	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	5672	135898	SH	DEFINE
PITNEY BOWES INC	COMMON SHS	724479100	18942	453800	SH	DEFINE
PIXAR	COMMON SHS	725811103	59	1320	SH	DEFINE
PIXAR	COMMON SHS	725811103	38	850	SH	DEFINE
PIXAR	COMMON SHS	725811103	87374	1963020	SH	DEFINE
PLACER DOME INC	ORDINARY SHS	725906101	55165	2773500	SH	DEFINE
PLACER DOME INC	COMMON SHS	725906101	155	9065	SH	DEFINE
PLACER DOME INC	COMMON SHS	725906101	45270	2639655	SH	DEFINE
PLAINS EXPL & PRODTN CO	COMMON SHS	726505100	324	7575	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	9461	249569	SH	DEFINE
PLUM CREEK TIMBER CO INC	REAL EST INV TR	729251108	14433	380715	SH	DEFINE
PMC-SIERRA INC	COMMON SHS	69344F106	89	10100	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	55152	1383300	SH	DEFINE
PMI GROUP INC	COMMON SHS	69344M101	10534	264200	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COMMON SHS	693475105	4439	76505	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	53421	1863300	SH	DEFINE
PNM RESOURCES INC	COMMON SHS	69349H107	237	8250	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	155490	2638100	SH	DEFINE
POGO PRODUCING CO	COMMON SHS	730448107	884	15000	SH	DEFINE
POLARIS INDUSTRIES INC	COMMON SHS	731068102	595	12000	SH	DEFINE
POLARIS INDUSTRIES INC	COMMON SHS	731068102	7	132	SH	DEFINE
POLARIS INDUSTRIES INC	COMMON SHS	731068102	45	900	SH	DEFINE
POLARIS INDUSTRIES INC	COMMON SHS	731068102	3740	75486	SH	DEFINE
POLO RALPH LAUREN CORP	COMMON SHS	731572103	64570	1283700	SH	DEFINE
POLYONE CORP	COMMON SHS	73179P106	8484	1400000	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	65	7162	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	20281	2228684	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	6	712	SH	DEFINE
PORTUGAL TELECOM SGPS SA	AMER DEP RECPT	737273102	62	6800	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	1009	17844	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	1687	29834	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	49769	879937	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	11	190	SH	DEFINE
POSCO	AMER DEP RECPT	693483109	1608	28425	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	ORDINARY SHS	73755L107	223	2062	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COMMON SHS	73755L107	196	2100	SH	DEFINE
POTLATCH CORP	COMMON SHS	737628107	221518	4250160	SH	DEFINE
POTLATCH CORP	COMMON SHS	737628107	5	88	SH	DEFINE
POWELL INDUSTRIES INC	COMMON SHS	739128106	5052	230800	SH	DEFINE
POWER INTEGRATIONS INC	COMMON SHS	739276103	28730	1320900	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	1649	150000	SH	DEFINE
POZEN INC	COMMON SHS	73941U102	11288	1027086	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PPG INDUSTRIES INC	COMMON SHS	693506107	1006	17000	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	50	850	SH	DEFINE
PPG INDUSTRIES INC	COMMON SHS	693506107	2754	46524	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	3	80	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	376	11642	SH	DEFINE
PPL CORP	COMMON SHS	69351T106	231496	7160400	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	170890	3565400	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	213	4446	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	13177	274925	SH	DEFINE
PRAXAIR INC	COMMON SHS	74005P104	24181	504500	SH	DEFINE
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	3591	62772	SH	DEFINE
PRECISION DRILLING CORP	ORDINARY SHS	74022D100	7267	127020	SH	DEFINE
PRECISION DRILLING CORP	COMMON SHS	74022D100	2263	46000	SH	DEFINE
PREMIUM STANDARD FARMS INC	COMMON SHS	74060C105	25194	1700000	SH	DEFINE
PREPAID LEGAL SERVICES INC	COMMON SHS	740065107	321	8300	SH	DEFINE
PRESIDENTIAL LIFE CORP	COMMON SHS	740884101	12733	707400	SH	DEFINE
PRESTIGE BRANDS HOLDINGS INC	COMMON SHS	74112D101	15352	1246100	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COMMON SHS	74251V102	10658	225000	SH	DEFINE
PRINTRONIX INC	COMMON SHS	742578107	2035	130000	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	1783	29980	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	22	370	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	149946	2521800	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	1006	16920	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	492	8278	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	26335	442910	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	283763	4772326	SH	DEFINE
PROCTER & GAMBLE CO	COMMON SHS	742718109	84216	1416352	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	3686	82379	SH	DEFINE
PROGRESS ENERGY INC	COMMON SHS	743263105	440564	9845000	SH	DEFINE
PROGRESSIVE CORP	COMMON SHS	743315103	1303	12434	SH	DEFINE
PROGRESSIVE CORP	COMMON SHS	743315103	11	102	SH	DEFINE
PROLIANCE INTERNATIONAL INC	COMMON SHS	74340R104	1117	203800	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	537	12128	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	2428	54785	SH	DEFINE
PROLOGIS	REAL EST INV TR	743410102	122580	2766415	SH	DEFINE
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	4623	152837	SH	DEFINE
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	1	17	SH	DEFINE
PROSPERITY BANCSHARES INC	COMMON SHS	743606105	177	5850	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	9723	236100	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	74	1800	SH	DEFINE
PROTECTIVE LIFE CORP	COMMON SHS	743674103	4	101	SH	DEFINE
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	1681	60028	SH	DEFINE
PROTEIN DESIGN LABS INC	COMMON SHS	74369L103	43397	1549900	SH	DEFINE
PROTEIN DESIGN LABS INC	CONVERTIBLE BD	74369LAD5	16655	11150000	PRN	DEFINE
PROVIDENCE & WORCHESTER RAILROAD C	COMMON SHS	743737108	2868	205000	SH	DEFINE
PROVIDENCE SERVICE CORP	COMMON SHS	743815102	245	8000	SH	DEFINE
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	35217	1991900	SH	DEFINE
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	112	6350	SH	DEFINE
PROVIDIAN FINANCIAL CORP	COMMON SHS	74406A102	1	48	SH	DEFINE
PROVIDIAN FINANCIAL CORP	CONVERTIBLE BD	74406AAC6	12229	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	97962	1450000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	197730	2926736	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	1	15	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	38577	571006	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COMMON SHS	744320102	4	65	SH	DEFINE
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	266	5810	SH	DEFINE
PS BUSINESS PARKS INC	REAL EST INV TR	69360J107	49052	1071000	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COMMON SHS	74439H108	30433	561190	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	169	2630	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	4239	65865	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COMMON SHS	744573106	535359	8318202	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	275	4106	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PUBLIC STORAGE INC	REAL EST INV TR	74460D109	1175	17542	SH	DEFINE
PUBLIC STORAGE INC	REAL EST INV TR	74460D109	44843	669300	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	728	31000	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	52	2200	SH	DEFINE
PUGET ENERGY INC	COMMON SHS	745310102	150554	6412000	SH	DEFINE
PULTE HOMES INC	COMMON SHS	745867101	111837	2605700	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	CLOSE END MUT F	746922103	356	30000	SH	DEFINE
QLT INC	ORDINARY SHS	746927102	7938	1034968	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	595	13300	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	18	410	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	12	263	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	605	13530	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	127489	2848915	SH	DEFINE
QUALCOMM INC	COMMON SHS	747525103	118737	2653343	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	4396	66386	SH	DEFINE
QUANEX CORP	COMMON SHS	747620102	85	1288	SH	DEFINE
QUANTA SERVICES INC	COMMON SHS	74762E102	19140	1500000	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	15877	728300	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	69921	3207368	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	25299	1160513	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	11616	532826	SH	DEFINE
QUEBECOR WORLD INC	ORDINARY SHS	748203106	19538	896255	SH	DEFINE
QUEENSTAKE RES LTD YUKON	ORDINARY SHS	748314101	1875	7500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	1	27	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	10108	200000	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	29328	580285	SH	DEFINE
QUEST DIAGNOSTICS INC	COMMON SHS	74834L100	21378	422982	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	9502	630505	SH	DEFINE
QUEST SOFTWARE INC	COMMON SHS	74834T103	29579	1962800	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	705	8000	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	9	97	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	2733	31013	SH	DEFINE
QUESTAR CORP	COMMON SHS	748356102	26753	303600	SH	DEFINE
QUINENCO SA	AMER DEP RECPT	748718103	1284	98003	SH	DEFINE
R & G FINANCIAL CORP	COMMON SHS	749136107	722	52485	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	37395	1008776	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	84775	2286900	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	3843	103660	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	7086	191156	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	8737	235700	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	1086	29303	SH	DEFINE
R R DONNELLEY & SONS CO	COMMON SHS	257867101	28388	765800	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	17	273	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	313	4952	SH	DEFINE
R.H. DONNELLEY CORP	COMMON SHS	74955W307	21	328	SH	DEFINE
RACKABLE SYSTEMS INC	COMMON SHS	750077109	2215	168279	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	42714	804400	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	3823	72000	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	451	8500	SH	DEFINE
RADIAN GROUP INC	COMMON SHS	750236101	5647	106354	SH	DEFINE
RADIO ONE INC	COMMON SHS	75040P108	520	39500	SH	DEFINE
RADIO ONE INC	COMMON SHS	75040P405	1	64	SH	DEFINE
RADIO ONE INC	COMMON SHS	75040P405	8068	613500	SH	DEFINE
RADIO SHACK CORP	COMMON SHS	750438103	595	24000	SH	DEFINE
RADIO SHACK CORP	COMMON SHS	750438103	18	730	SH	DEFINE
RADIO SHACK CORP	COMMON SHS	750438103	346	13940	SH	DEFINE
RADIO SHACK CORP	COMMON SHS	750438103	1668	67250	SH	DEFINE
RADIO SHACK CORP	COMMON SHS	750438103	17225	694550	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	146	4999	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	REAL EST INV TR	751452202	13200	452200	SH	DEFINE
RANDGOLD RESOURCES LTD	AMER DEP RECPT	752344309	22442	1427600	SH	DEFINE
RAYONIER INC	REAL EST INV TR	754907103	461	8000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

RAYONIER INC	REAL EST INV TR	754907103	68	1178	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	19145	503550	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	475684	12511417	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	4901	128900	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	8975	236047	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	22812	600000	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	236	6200	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	5896	155086	SH	DEFINE
RAYTHEON CO	COMMON SHS	755111507	31568	830290	SH	DEFINE
REALNETWORKS INC	COMMON SHS	75605L104	82	14312	SH	DEFINE
RED ROBIN GOURMET BURGERS	COMMON SHS	75689M101	2064	45021	SH	DEFINE
REEBOK INTERNATIONAL LTD	COMMON SHS	758110100	70226	1241400	SH	DEFINE
REEBOK INTERNATIONAL LTD	COMMON SHS	758110100	221	3900	SH	DEFINE
REEBOK INTERNATIONAL LTD	CONVERTIBLE BD	758110AH3	11	10000	PRN	DEFINE
REED ELSEVIER NV	AMER DEP RECPT	758204101	32	1150	SH	DEFINE
REED ELSEVIER NV	AMER DEP RECPT	758204101	22609	817692	SH	DEFINE
REED ELSEVIER PLC	AMER DEP RECPT	758205108	263	7118	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	561	28000	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	6603	329500	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COMMON SHS	758766109	9	452	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	201	3495	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	804	14000	SH	DEFINE
REGENCY CENTERS CORP	REAL EST INV TR	758849103	34309	597200	SH	DEFINE
REGENERATION TECHNOLOGIES INC	COMMON SHS	75886N100	301	36800	SH	DEFINE
REGIONS FINANCIAL CORP	COMMON SHS	7591EP100	947	30440	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	27117	717000	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	340	9000	SH	DEFINE
REGIS CORP	COMMON SHS	758932107	14092	372600	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	13363	651221	SH	DEFINE
REHABCARE GROUP INC	COMMON SHS	759148109	15129	737300	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COMMON SHS	759509102	93660	1769500	SH	DEFINE
RENAISSANCE HOLDINGS LTD	ORDINARY SHS	G7496G103	868	19850	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	15	770	SH	DEFINE
RENT-A-CENTER INC	COMMON SHS	76009N100	14762	764470	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	28963	896404	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	24326	752905	SH	DEFINE
REPSOL YPF SA	AMER DEP RECPT	76026T205	228	7050	SH	DEFINE
REPUBLIC AIRWAYS HOLDINGS INC	COMMON SHS	760276105	15005	1048600	SH	DEFINE
REPUBLIC BANCORP INC	COMMON SHS	760282103	167	11791	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	212557	6023150	SH	DEFINE
REPUBLIC SERVICES INC	COMMON SHS	760759100	53328	1511150	SH	DEFINE
RESEARCH IN MOTION LTD	ORDINARY SHS	760975102	51713	652123	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	45	655	SH	DEFINE
RESEARCH IN MOTION LTD	COMMON SHS	760975102	1676	24500	SH	DEFINE
RESMED INC	COMMON SHS	761152107	2	19	SH	DEFINE
RESMED INC	COMMON SHS	761152107	64230	806400	SH	DEFINE
RESPIRONICS INC	COMMON SHS	761230101	1	21	SH	DEFINE
RESPIRONICS INC	COMMON SHS	761230101	4286	101620	SH	DEFINE
REUTERS GROUP PLC	AMER DEP RECPT	76132M102	742	18743	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	101343	3697300	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	56	2044	SH	DEFINE
REYNOLDS & REYNOLDS CO	COMMON SHS	761695105	1083	39516	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	503676	6066918	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	274	3300	SH	DEFINE
REYNOLDS AMERICAN INC	COMMON SHS	761713106	2	24	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	1189	50000	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	71	3000	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COMMON SHS	766559603	6537	275000	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COMMON SHS	76657R106	13113	890800	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	13234	8169400	SH	DEFINE
RIO NARCEA GOLD MINES LTD	ORDINARY SHS	766909105	1782	1100000	SH	DEFINE
RIO TINTO PLC	AMER DEP RECPT	767204100	10386	63216	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

RITCHIE BROTHERS AUCTIONEERS INC	COMMON SHS	767744105	6936	157674	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	77589	1677236	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	204	4400	SH	DEFINE
RLI CORPORATION	COMMON SHS	749607107	6	137	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	374	10510	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	83	2330	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	10677	300000	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	2278	64000	SH	DEFINE
ROBERT HALF INTL INC	COMMON SHS	770323103	96640	2715364	SH	DEFINE
ROCKFORD CORP	COMMON SHS	77316P101	1938	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	2731	51635	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	510	9635	SH	DEFINE
ROCKWELL AUTOMATION INC	COMMON SHS	773903109	71290	1347630	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	112	2325	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	4832	100000	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	369	7635	SH	DEFINE
ROCKWELL COLLINS INC	COMMON SHS	774341101	158457	3279320	SH	DEFINE
ROCKWOOD HOLDINGS INC	COMMON SHS	774415103	25070	1316030	SH	DEFINE
ROGERS COMMUNICATIONS INC	ORDINARY SHS	775109200	6	135	SH	DEFINE
ROGERS COMMUNICATIONS INC	COMMON SHS	775109200	20	500	SH	DEFINE
ROGERS COMMUNICATIONS INC	ORDINARY SHS	775109200	11943	261000	SH	DEFINE
ROHM & HAAS CO	COMMON SHS	775371107	1432	34818	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	212001	5395800	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	220	5600	SH	DEFINE
ROPER INDUSTRIES INC	COMMON SHS	776696106	82	2076	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	12	510	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	4	174	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	164	6920	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	1315	55483	SH	DEFINE
ROSS STORES INC	COMMON SHS	778296103	44791	1889929	SH	DEFINE
ROSTELECOM	AMER DEP RECPT	778529107	3842	256460	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	18032	508100	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	14	400	SH	DEFINE
ROWAN COMPANIES INC	COMMON SHS	779382100	91416	2575838	SH	DEFINE
ROYAL BANK OF CANADA	ORDINARY SHS	780087102	395694	4672265	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	40967	484320	SH	DEFINE
ROYAL BANK OF CANADA	COMMON SHS	780087102	679	9300	SH	DEFINE
ROYAL BANK OF SCOTLAND GROUP PLC	AMER DEP RECPT	780097788	660	27280	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COMMON SHS	V7780T103	4661	107892	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	494	7870	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	387	6160	SH	DEFINE
ROYAL DUTCH PETROLEUM CO	NEW YORK SHARES	780257804	692	11016	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	17810	258599	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	160307	2327680	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	38769	562924	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	7836	113782	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	1555	22582	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259107	38606	560557	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	11546	175900	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	3615	55080	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	288	4394	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	18379	280000	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	46566	709412	SH	DEFINE
ROYAL DUTCH SHELL	AMER DEP RECPT	780259206	441536	6726633	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	3696	315900	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	ORDINARY SHS	779915107	39258	3355400	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	27383	1488200	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	7	393	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	12769	693969	SH	DEFINE
RPM INTERNATIONAL INC	COMMON SHS	749685103	410	22291	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	14490	1140008	SH	DEFINE
RSA SECURITY INC	COMMON SHS	749719100	48	3760	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

RSA SECURITY INC	COMMON SHS	749719100	2567	202000	SH	DEFINE
RTI INTERNATIONAL METALS INC	COMMON SHS	74973W107	12592	320000	SH	DEFINE
RUSS BERRIE & CO INC	COMMON SHS	782233100	31527	2232800	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	29092	2072100	SH	DEFINE
RUSSELL CORP	COMMON SHS	782352108	5	385	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COMMON SHS	783332109	5119	278531	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COMMON SHS	783332109	70	3800	SH	DEFINE
RYLAND GROUP INC	COMMON SHS	783764103	52	757	SH	DEFINE
RYLAND GROUP INC	COMMON SHS	783764103	66177	967210	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	721	5857	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	OPEN END UT TR	78462F103	6049	49163	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	256	4800	SH	DEFINE
SAFECO CORP	COMMON SHS	786429100	17	314	SH	DEFINE
SAFENET INC	COMMON SHS	78645R107	363	10000	SH	DEFINE
SAFENET INC	COMMON SHS	78645R107	115	3154	SH	DEFINE
SAFENET INC	COMMON SHS	78645R107	1699	46800	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	3025	85000	SH	DEFINE
SAFETY INSURANCE GROUP INC	COMMON SHS	78648T100	23994	674180	SH	DEFINE
SAFeway INC	COMMON SHS	786514208	12	465	SH	DEFINE
SAFeway INC	COMMON SHS	786514208	502	19625	SH	DEFINE
SAKS INC	COMMON SHS	79377W108	32375	1750000	SH	DEFINE
SAKS INC	COMMON SHS	79377W108	19	1000	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	4187	181086	SH	DEFINE
SALESFORCE.COM INC	COMMON SHS	79466L302	15922	688680	SH	DEFINE
SALISBURY BANCORP INC	COMMON SHS	795226109	354	9310	SH	DEFINE
SANDERS MORRIS HARRIS GROUP INC	COMMON SHS	80000Q104	242	14790	SH	DEFINE
SANDISK CORP	COMMON SHS	80004C101	100	2080	SH	DEFINE
SANDISK CORP	COMMON SHS	80004C101	2615	54200	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	5793	139413	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	25926	623981	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	1	20	SH	DEFINE
SANOFI-AVENTIS	AMER DEP RECPT	80105N105	1356	32639	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	506	11670	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	200	4620	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	21647	499589	SH	DEFINE
SAP AG	AMER DEP RECPT	803054204	35308	814873	SH	DEFINE
SAPIENT CORP	COMMON SHS	803062108	18509	2961500	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	535	45382	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	29937	2539195	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	12710	1078065	SH	DEFINE
SAPPI LTD	AMER DEP RECPT	803069202	1462	124000	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	15	770	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	5	253	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	621	32760	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	3914	206534	SH	DEFINE
SARA LEE CORP	COMMON SHS	803111103	21187	1118060	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	656	21710	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	26919	890756	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	6	208	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	AMER DEP RECPT	804098101	1248	41294	SH	DEFINE
SAXON CAPITAL INC	REAL EST INV TR	80556T106	41566	3507685	SH	DEFINE
SAXON CAPITAL INC	REAL EST INV TR	80556T106	0	17	SH	DEFINE
SBA COMMUNICATIONS CORP	COMMON SHS	78388J106	1	54	SH	DEFINE
SBA COMMUNICATIONS CORP	COMMON SHS	78388J106	4635	300000	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	49932	2083091	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	10577	441280	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	8052	335930	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	4930	205693	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	9800	408855	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	30551	1274531	SH	DEFINE
SBC COMMUNICATIONS INC	COMMON SHS	78387G103	462576	19298107	SH	DEFINE
SCANA CORP	COMMON SHS	80589M102	856	20262	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SCANSOFT INC	COMMON SHS	80603P107	5869	1101138	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	370	17560	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	1643	78031	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	2105	100000	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	238	11305	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	4295	204022	SH	DEFINE
SCHERING-PLOUGH CORP	COMMON SHS	806605101	26712	1268970	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	4720	87030	SH	DEFINE
SCHERING-PLOUGH CORP	CONVERT PREF	806605606	233672	4308900	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	506	6000	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	59	700	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	33752	400000	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	267	3160	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	190242	2254584	SH	DEFINE
SCHLUMBERGER LTD	COMMON SHS	806857108	18787	222650	SH	DEFINE
SCHLUMBERGER LTD	CONVERTIBLE BD	806857AC2	12	10000	PRN	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	5818	157400	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	445	12050	SH	DEFINE
SCHOLASTIC CORP	COMMON SHS	807066105	5145	139200	SH	DEFINE
SCI SYSTEMS INC	CONVERTIBLE BD	783890AF3	63855	66000000	PRN	DEFINE
SCIENTIFIC ATLANTA INC	COMMON SHS	808655104	15	400	SH	DEFINE
SCIENTIFIC ATLANTA INC	COMMON SHS	808655104	30654	817220	SH	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	1	17	SH	DEFINE
SCIENTIFIC GAMES CORP	COMMON SHS	80874P109	765	24668	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	1984	49294	SH	DEFINE
SCOTTISH POWER PLC	AMER DEP RECPT	81013T705	479	11895	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	55994	3532737	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	333640	21049835	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	2475	156168	SH	DEFINE
SEAGATE TECHNOLOGY	COMMON SHS	G7945J104	6111	385580	SH	DEFINE
SEALED AIR CORP	COMMON SHS	81211K100	620	13055	SH	DEFINE
SEARS HOLDING CORP	COMMON SHS	812350106	747	6000	SH	DEFINE
SEARS HOLDING CORP	COMMON SHS	812350106	316	2543	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	0	43	SH	DEFINE
SECURE COMPUTING CORP	COMMON SHS	813705100	5674	499879	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	31785	650000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	0	10	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	18	378	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COMMON SHS	816300107	17	341	SH	DEFINE
SEMCO ENERGY INC	COMMON SHS	78412D109	855	129700	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	388	8253	SH	DEFINE
SEMPRA ENERGY	COMMON SHS	816851109	311052	6609700	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	19814	1203045	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	7	400	SH	DEFINE
SEMTECH CORP	COMMON SHS	816850101	59040	3584670	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070105	2175	121500	SH	DEFINE
SENECA FOODS CORP	COMMON SHS	817070501	4491	256600	SH	DEFINE
SENIOR HOUSING PROPERTIES TRUST	REAL EST INV TR	81721M109	931	49000	SH	DEFINE
SENSIENT TECHNOLOGIES CORP	COMMON SHS	81725T100	625	33000	SH	DEFINE
SENSIENT TECHNOLOGIES CORP	COMMON SHS	81725T100	16	840	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	1267	21474	SH	DEFINE
SEPRACOR INC	COMMON SHS	817315104	38960	660448	SH	DEFINE
SEROLOGICALS CORP	COMMON SHS	817523103	21019	931700	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	62333	7519000	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	743	89580	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	16836	2030900	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	1103	133100	SH	DEFINE
SERVICE CORP INTERNATIONAL	COMMON SHS	817565104	14	1700	SH	DEFINE
SERVICEMASTER CO	COMMON SHS	81760N109	516	38087	SH	DEFINE
SHAMIR OPTICAL INDUSTRY LTD	COMMON SHS	M83683108	102	10000	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	3498	277600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SHARPER IMAGE CORP	COMMON SHS	820013100	392	31150	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	11811	937400	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	11343	900219	SH	DEFINE
SHARPER IMAGE CORP	COMMON SHS	820013100	3277	260110	SH	DEFINE
SHAW GROUP INC	COMMON SHS	820280105	13427	544500	SH	DEFINE
SHAW GROUP INC	COMMON SHS	820280105	12	500	SH	DEFINE
SHERWIN-WILLIAMS CO	COMMON SHS	824348106	416	9433	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	AMER DEP RECPT	824596100	10278	148205	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	318	8590	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	19613	530233	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	245	6625	SH	DEFINE
SHIRE PHARMACEUTICALS GROUP PLC	AMER DEP RECPT	82481R106	2482	67100	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	6153	232785	SH	DEFINE
SHUFFLE MASTER INC	COMMON SHS	825549108	83	3150	SH	DEFINE
SHURGARD STORAGE CENTERS INC	REAL EST INV TR	82567D104	26242	469700	SH	DEFINE
SIEBEL SYSTEMS INC	COMMON SHS	826170102	207	20087	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	15229	196940	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	15093	195171	SH	DEFINE
SIEMENS AG	AMER DEP RECPT	826197501	387	5000	SH	DEFINE
SIERRA HEALTH SERVICES INC	COMMON SHS	826322109	58728	852730	SH	DEFINE
SIERRA HEALTH SERVICES INC	CONVERTIBLE BD	826322AB5	11363	3000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	93619	6304300	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	22	1468	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COMMON SHS	826428104	58075	3910800	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	275	4300	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	12812	200000	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	2109	32916	SH	DEFINE
SIGMA-ALDRICH CORP	COMMON SHS	826552101	8008	125000	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	398	19680	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	9026	445940	SH	DEFINE
SIGMATEL INC	COMMON SHS	82661W107	2030	100300	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	13899	514981	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	3907	144768	SH	DEFINE
SIGNATURE BANK	COMMON SHS	82669G104	9521	352747	SH	DEFINE
SIGNET GROUP PLC	AMER DEP RECPT	82668L872	1554	85000	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	91	2990	SH	DEFINE
SILICON LABORATORIES INC	COMMON SHS	826919102	85798	2823224	SH	DEFINE
SILICONWARE PRECISION INDUSTRIES C	AMER DEP RECPT	827084864	604	116595	SH	DEFINE
SILVER WHEATON CORP	ORDINARY SHS	828336107	226	44500	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	677	9136	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	9052	122122	SH	DEFINE
SIMON PROPERTY GROUP INC	REAL EST INV TR	828806109	89953	1213608	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PEF	828806802	635	10069	SH	DEFINE
SIMON PROPERTY GROUP INC	CONVERT PEF	828806802	63099	999980	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COMMON SHS	82967H101	521	17300	SH	DEFINE
SIRIUS SATELLITE RADIO INC	COMMON SHS	82966U103	77	11710	SH	DEFINE
SIRIUS SATELLITE RADIO INC	COMMON SHS	82966U103	2028	309600	SH	DEFINE
SIX FLAGS INC	CONVERTIBLE BD	83001PAJ8	125370	99500000	PRN	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	3324	152210	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	432100	19784776	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	127542	5839820	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	13749	629519	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	28325	1296930	SH	DEFINE
SK TELECOM CO LTD	AMER DEP RECPT	78440P108	1241	56820	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	33230	1239000	SH	DEFINE
SKYWEST INC	COMMON SHS	830879102	21	800	SH	DEFINE
SLM CORP	COMMON SHS	78442P106	68856	1283669	SH	DEFINE
SMITH & NEPHEW PLC	AMER DEP RECPT	83175M205	3259	76760	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	1	43	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	356	10700	SH	DEFINE
SMITH INTERNATIONAL INC	COMMON SHS	832110100	31979	960036	SH	DEFINE
SMITHFIELD FOODS INC	COMMON SHS	832248108	137	4616	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SMITHFIELD FOODS INC	COMMON SHS	832248108	286	9637	SH	DEFINE
SMITHTOWN BANCORP INC	COMMON SHS	832449102	1274	47968	SH	DEFINE
SMUCKER J M CO (THE)	COMMON SHS	832696405	4887	100681	SH	DEFINE
SOCIEDAD QUIMICA Y MINERA DE CHILE	DEP RCPT PFD	833635105	10907	86400	SH	DEFINE
SOLETRON CORP	COMMON SHS	834182107	163	41700	SH	DEFINE
SOLETRON CORP	COMMON SHS	834182107	189	48324	SH	DEFINE
SOLETRON CORP	COMMON SHS	834182107	22760	5820900	SH	DEFINE
SONOCO PRODUCTS CO	COMMON SHS	835495102	18787	687900	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	7992	1377947	SH	DEFINE
SONUS NETWORKS INC	COMMON SHS	835916107	81	14000	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	26031	784305	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	19138	576610	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	53	1605	SH	DEFINE
SONY CORP	AMER DEP RECPT	835699307	798	24040	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COMMON SHS	838518108	498	17074	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	2888	80768	SH	DEFINE
SOUTHERN CO	COMMON SHS	842587107	586929	16413000	SH	DEFINE
SOUTHERN PERU COPPER CORPORATION	COMMON SHS	843611104	134	2400	SH	DEFINE
SOUTHERN PERU COPPER CORPORATION	COMMON SHS	843611104	113081	2020741	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	516	34740	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	20	1380	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	11	719	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	968	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	511	34420	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	4085	275056	SH	DEFINE
SOUTHWEST AIRLINES CO	COMMON SHS	844741108	57390	3864647	SH	DEFINE
SOUTHWESTERN ENERGY CO	COMMON SHS	845467109	3083	42000	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	381727	17319745	SH	DEFINE
SOVEREIGN BANCORP INC	COMMON SHS	845905108	969	43983	SH	DEFINE
SOVRAN SELF STORAGE INC	REAL EST INV TR	84610H108	908	18550	SH	DEFINE
SPARTON CORP	COMMON SHS	847235108	1887	188657	SH	DEFINE
SPINNAKER EXPLORATION CO	COMMON SHS	84855W109	55252	854100	SH	DEFINE
SPIRENT PLC	AMER DEP RECPT	84856M209	3029	846084	SH	DEFINE
SPIRIT FINANCE CORP	REAL EST INV TR	848568309	383	34000	SH	DEFINE
SPIRIT FINANCE CORP	REAL EST INV TR	848568309	669	59500	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	11	444	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	20372	856668	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	1174	49385	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	568	23899	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	77748	3269452	SH	DEFINE
SPRINT NEXTEL CORP	COMMON SHS	852061100	32341	1359990	SH	DEFINE
SPSS INC	COMMON SHS	78462K102	14686	611920	SH	DEFINE
SRA INTL INC	COMMON SHS	78464R105	3482	98130	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	88410	1415700	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	115420	1848203	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	246	3934	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	187	3000	SH	DEFINE
ST JOE COMPANY	COMMON SHS	790148100	56205	900000	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	1	30	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	2329	49762	SH	DEFINE
ST JUDE MEDICAL INC	COMMON SHS	790849103	42310	904050	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	25800	575000	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	2677	59652	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	2878	64151	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COMMON SHS	792860108	24373	543200	SH	DEFINE
STAAR SURGICAL CO	COMMON SHS	852312305	594	107800	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	59504	706700	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COMMON SHS	852891100	1	13	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COMMON SHS	853626109	11267	376700	SH	DEFINE
STANDARD PACIFIC CORP	COMMON SHS	85375C101	766	18442	SH	DEFINE
STANLEY WORKS	COMMON SHS	854616109	330	7080	SH	DEFINE
STANTEC INC	ORDINARY SHS	85472N109	29706	825157	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

STAPLES INC	COMMON SHS	855030102	92310	4329715	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	2578	51457	SH	DEFINE
STARBUCKS CORP	COMMON SHS	855244109	4416	88140	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COMMON SHS	85590A203	1153	20160	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	137935	2819600	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	68	1400	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	179876	3676948	SH	DEFINE
STATE STREET CORP	COMMON SHS	857477103	758	15500	SH	DEFINE
STATE STREET CORP	CONVERT PREF	857477202	3055	14182	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	77	1155	SH	DEFINE
STATION CASINOS INC	COMMON SHS	857689103	31725	478070	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	408	12000	SH	DEFINE
STEEL DYNAMICS INC	COMMON SHS	858119100	30177	888600	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	3004	88420	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	11072	325940	SH	DEFINE
STEINER LEISURE LTD	ORDINARY SHS	P8744Y102	14712	433100	SH	DEFINE
STEREOTAXIS INC	COMMON SHS	85916J102	11241	1516970	SH	DEFINE
STERICYCLE INC	COMMON SHS	858912108	1	11	SH	DEFINE
STERICYCLE INC	COMMON SHS	858912108	31458	550450	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	20785	873700	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	10194	428513	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	283	11900	SH	DEFINE
STERIS CORP	COMMON SHS	859152100	33958	1427400	SH	DEFINE
STILLWATER MINING CO	COMMON SHS	86074Q102	2317	253246	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	32	2300	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	23103	1670516	SH	DEFINE
STORA ENSO OYJ	AMER DEP RECPT	86210M106	110	7966	SH	DEFINE
STRATEGIC HOTEL CAPITAL INC	REAL EST INV TR	86272T106	352	19300	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	15342	310381	SH	DEFINE
STRYKER CORP	COMMON SHS	863667101	13840	280000	SH	DEFINE
SUBURBAN PROPANE PARTNERS L P	LTD PARTNERSHIP	864482104	476	16590	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	5129	176750	SH	DEFINE
SUEZ SA	AMER DEP RECPT	864686100	14919	514080	SH	DEFINE
SUN LIFE FINANCIAL INC	ORDINARY SHS	866796105	230640	5283842	SH	DEFINE
SUN LIFE FINANCIAL INC	COMMON SHS	866796105	233	6224	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	6272	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	1	375	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	977	249245	SH	DEFINE
SUN MICROSYSTEMS INC	COMMON SHS	866810104	98	25000	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	272025	3862900	SH	DEFINE
SUNCOR ENERGY INC	ORDINARY SHS	867229106	236049	3352022	SH	DEFINE
SUNCOR ENERGY INC	COMMON SHS	867229106	442	7300	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	739	9446	SH	DEFINE
SUNOCO INC	COMMON SHS	86764P109	31	400	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	12990	2672916	SH	DEFINE
SUNOPTA INC	ORDINARY SHS	8676EP108	15	3000	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	6904	103450	SH	DEFINE
SUNRISE SENIOR LIVING INC	COMMON SHS	86768K106	80	1200	SH	DEFINE
SUNRISE SENIOR LIVING INC	CONVERTIBLE BD	86768KAE6	94	50000	PRN	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	91689	1320209	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	190	2736	SH	DEFINE
SUNTRUST BANKS INC	COMMON SHS	867914103	3001	43210	SH	DEFINE
SUPERGEN INC	COMMON SHS	868059106	5928	940900	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	7601	329203	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COMMON SHS	868157108	59575	2580100	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	52683	2448100	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COMMON SHS	868168105	99	4600	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COMMON SHS	868358102	5951	461300	SH	DEFINE
SUPERIOR WELL SERVICES INC	COMMON SHS	86837X105	1458	63100	SH	DEFINE
SVB FINANCIAL GROUP	COMMON SHS	78486Q101	9524	195800	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	141	6230	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	24	1050	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SYMANTEC CORP	COMMON SHS	871503108	10	461	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	417	18400	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	58532	2583036	SH	DEFINE
SYMANTEC CORP	COMMON SHS	871503108	34483	1521777	SH	DEFINE
SYMBION INC	COMMON SHS	871507109	18717	723500	SH	DEFINE
SYMMETRY MEDICAL INC	COMMON SHS	871546206	11639	491100	SH	DEFINE
SYMS CORP	COMMON SHS	871551107	19148	1430000	SH	DEFINE
SYNAGRO TECHNOLOGIES INC	COMMON SHS	871562203	1175	250000	SH	DEFINE
SYNGENTA AG	AMER DEP RECPT	87160A100	1251	59585	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	23975	1268514	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	29465	1559000	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	7321	387330	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	5529	292524	SH	DEFINE
SYNOPSIS INC	COMMON SHS	871607107	9	500	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	399	12710	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	20	650	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	9	292	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	4740	151091	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	160862	5127907	SH	DEFINE
SYSCO CORP	COMMON SHS	871829107	63897	2036892	SH	DEFINE
T ROWE PRICE GROUP INC	COMMON SHS	74144T108	349	5341	SH	DEFINE
TAIWAN FUND INC	CLOSE END MUT F	874036106	95	7000	SH	DEFINE
TAIWAN FUND INC	CLOSE END MUT F	874036106	6084	450000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	188	22899	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	0	0	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	2221	270201	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	62772	7636448	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	AMER DEP RECPT	874039100	455	55297	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	30564	543697	SH	DEFINE
TALISMAN ENERGY INC	COMMON SHS	87425E103	22408	396500	SH	DEFINE
TALISMAN ENERGY INC	ORDINARY SHS	87425E103	4272	87400	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COMMON SHS	875378101	4559	394700	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	128	4612	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	153	5500	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	REAL EST INV TR	875465106	12464	448200	SH	DEFINE
TANOX INC	COMMON SHS	87588Q109	3759	256600	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	47049	906012	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	480	9250	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	22607	435330	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	4732	91118	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	5480	105520	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	81056	1560864	SH	DEFINE
TARGET CORP	COMMON SHS	87612E106	10944	210738	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	14271	554638	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COMMON SHS	M8737E108	21150	822000	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	468	37995	SH	DEFINE
TATA MOTORS LTD	AMER DEP RECPT	876568502	3005	243708	SH	DEFINE
TCF FINANCIAL CORP	COMMON SHS	872275102	511	19100	SH	DEFINE
TECHNE CORP	COMMON SHS	878377100	285	5000	SH	DEFINE
TECHNIP SA	AMER DEP RECPT	878546209	2735	46000	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	9095	504700	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	144252	8005090	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	59	3300	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	491	27260	SH	DEFINE
TECO ENERGY INC	COMMON SHS	872375100	165784	9200000	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	6177	300000	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895101	1	65	SH	DEFINE
TECUMSEH PRODUCTS CO	COMMON SHS	878895200	16762	778900	SH	DEFINE
TEEKAY SHIPPING CORP	COMMON SHS	Y8564W103	73120	1698500	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	24776	982009	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	204	8098	SH	DEFINE
TEKTRONIX INC	COMMON SHS	879131100	170198	6745840	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	383	23160	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	143233	8665020	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	21517	1301710	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	11	690	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	22090	1336370	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	DEP RCPT PFD	879246106	527	31860	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	130763	1854800	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	238	3377	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	35250	500000	SH	DEFINE
TELEFLEX INC	COMMON SHS	879369106	212	3000	SH	DEFINE
TELEFONICA MOVILES SA	AMER DEP RECPT	87938V105	1891	170833	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	3182	64514	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	1271	25773	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	182094	3692100	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	25750	522099	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	93911	1904108	SH	DEFINE
TELEFONICA SA	AMER DEP RECPT	879382208	2130	43190	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	152687	7178524	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	713505	33545114	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	299378	14075109	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	17462	820970	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	93685	4404550	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	12590	591922	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	AMER DEP RECPT	879403780	43	2022	SH	DEFINE
TELENOR ASA	AMER DEP RECPT	87944W105	23	866	SH	DEFINE
TELENOR ASA	AMER DEP RECPT	87944W105	13930	516886	SH	DEFINE
TELENOR ASA	AMER DEP RECPT	87944W105	208	7700	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433100	256	6575	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433860	22695	604400	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COMMON SHS	879433860	247	6575	SH	DEFINE
TELEWEST GLOBAL INC	COMMON SHS	87956T107	444705	19377125	SH	DEFINE
TELEWEST GLOBAL INC	COMMON SHS	87956T107	10946	476951	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	982	60000	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	4405	269227	SH	DEFINE
TELIK INC	COMMON SHS	87959M109	77854	4758827	SH	DEFINE
TELLABS INC	COMMON SHS	879664100	0	45	SH	DEFINE
TELLABS INC	COMMON SHS	879664100	136	12950	SH	DEFINE
TELLABS INC	COMMON SHS	879664100	175	16680	SH	DEFINE
TELUS CORP	ORDINARY SHS	87971M202	131173	2770276	SH	DEFINE
TELUS CORP	COMMON SHS	87971M202	7622	187100	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	402953	9864220	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	7582	185600	SH	DEFINE
TEMPLE INLAND INC	COMMON SHS	879868107	5675	138935	SH	DEFINE
TEMPLETON EMERGING MARKETS FUND	CLOSE END MUT F	880191101	885	44628	SH	DEFINE
TEMPLETON GLOBAL INCOME FUND INC	CLOSE END MUT F	880198106	282	32472	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	36253	3228195	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	624462	55606602	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	20534	1828529	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	4378	389821	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	13499	1202061	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	334	29700	SH	DEFINE
TENET HEALTHCARE CORP	COMMON SHS	88033G100	1819	162010	SH	DEFINE
TEPPCO PARTNERS L.P.	LTD PARTNERSHIP	872384102	386	9500	SH	DEFINE
TERADYNE INC	COMMON SHS	880770102	173	10500	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	39	793	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	3	65	SH	DEFINE
TEREX CORP	COMMON SHS	880779103	52101	1054035	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	1036	31000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	3342	100000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	112249	3358730	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	AMER DEP RECPT	881624209	10587	316800	SH	DEFINE
TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	5964	282000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TEXAS CAPITAL BANCSHARES INC	COMMON SHS	88224Q107	1	28	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	43520	800000	SH	DEFINE
TEXAS INDUSTRIES INC	COMMON SHS	882491103	10	182	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	780	23000	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	17459	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	135747	4004326	SH	DEFINE
TEXAS INSTRUMENTS INC	COMMON SHS	882508104	1	33	SH	DEFINE
TEXAS ROADHOUSE INC	COMMON SHS	882681109	149	10000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	37653	525000	SH	DEFINE
TEXTRON INC	COMMON SHS	883203101	294	4100	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	29078	516400	SH	DEFINE
THE HERSHEY CO	COMMON SHS	427866108	2055	36496	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	1052	50000	SH	DEFINE
THERAVANCE INC	COMMON SHS	88338T104	8464	402270	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	208	6731	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	401	12963	SH	DEFINE
THERMO ELECTRON CORP	COMMON SHS	883556102	80084	2591710	SH	DEFINE
THERMOGENESIS CORP	COMMON SHS	883623209	576	108700	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	111	3240	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	17205	500000	SH	DEFINE
THOMAS & BETTS CORP	COMMON SHS	884315102	23	660	SH	DEFINE
THOMSON CORP	ORDINARY SHS	884903105	34186	787689	SH	DEFINE
THOMSON CORP	COMMON SHS	884903105	43610	1005600	SH	DEFINE
THOR INDUSTRIES INC	COMMON SHS	885160101	39647	1166100	SH	DEFINE
THORATEC CORP	COMMON SHS	885175307	6646	374203	SH	DEFINE
THORNBURG MORTGAGE INC	REAL EST INV TR	885218107	486	19400	SH	DEFINE
THQ INC	COMMON SHS	872443403	310	14550	SH	DEFINE
THQ INC	COMMON SHS	872443403	20768	974100	SH	DEFINE
TIBCO SOFTWARE INC	COMMON SHS	88632Q103	9189	1099119	SH	DEFINE
TIBCO SOFTWARE INC	COMMON SHS	88632Q103	93	11100	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	12752	262000	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	10	200	SH	DEFINE
TIDEWATER INC	COMMON SHS	886423102	2653	54500	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	4378	110072	SH	DEFINE
TIFFANY & CO	COMMON SHS	886547108	2784	70000	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	15708	465000	SH	DEFINE
TIMBERLAND COMPANY	COMMON SHS	887100105	25	740	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	5543	306059	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	46400	2562100	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	4383	242000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	14	800	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	24449	1350000	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	10830	598011	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	3278	181028	SH	DEFINE
TIME WARNER INC	COMMON SHS	887317105	71464	88930	SH	CALL DEFINE
TIME WARNER TELECOM INC	COMMON SHS	887319101	2030	260300	SH	DEFINE
TIMKEN CO	COMMON SHS	887389104	42913	1448300	SH	DEFINE
TITAN PHARMACEUTICALS INC	COMMON SHS	888314101	867	489700	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	2886	140900	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	6146	300120	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	675	32980	SH	DEFINE
TJX COMPANIES INC	COMMON SHS	872540109	0	3	SH	DEFINE
TNS INC	COMMON SHS	872960109	5442	224400	SH	DEFINE
TNS INC	COMMON SHS	872960109	17778	733100	SH	DEFINE
TNT NV	AMER DEP RECPT	87260W101	1631	65000	SH	DEFINE
TODCO-A	COMMON SHS	88889T107	209	5000	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	3890	87075	SH	DEFINE
TOLL BROTHERS INC	COMMON SHS	889478103	0	4	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	3733	215170	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	45110	2600000	SH	DEFINE
TOMMY HILFIGER CORP	COMMON SHS	G8915Z102	8	454	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	714	22487	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TOOTSIE ROLL INDUSTRIES INC	COMMON SHS	890516107	818	25750	SH	DEFINE
TOP TANKERS INC	COMMON SHS	Y8897Y107	2116	140905	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	72476	1371870	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	141785	2683790	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	1712	32400	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	990	18730	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	685	12970	SH	DEFINE
TORCHMARK CORP	COMMON SHS	891027104	2451	46400	SH	DEFINE
TORONTO DOMINION BANK	ORDINARY SHS	891160509	53541	934064	SH	DEFINE
TORONTO DOMINION BANK	COMMON SHS	891160509	46324	809493	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	29652	218318	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	5968	43938	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	9277	68301	SH	DEFINE
TOTAL SA	AMER DEP RECPT	89151E109	11466	84421	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	1820	19700	SH	DEFINE
TOYOTA MOTOR CORP	AMER DEP RECPT	892331307	434	4700	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	57	1250	SH	DEFINE
TRACTOR SUPPLY CO	COMMON SHS	892356106	20807	455800	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	5346	527252	SH	DEFINE
TRADESTATION GROUP INC	COMMON SHS	89267P105	57	5600	SH	DEFINE
TRAMMELL CROW CO	COMMON SHS	89288R106	4785	193891	SH	DEFINE
TRAMMELL CROW CO	COMMON SHS	89288R106	94	3800	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COMMON SHS	893521104	1076	18871	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	3191	89875	SH	DEFINE
TRANSCANADA CORP	ORDINARY SHS	89353D107	42513	1197561	SH	DEFINE
TRANSCANADA CORP	COMMON SHS	89353D107	27473	802050	SH	DEFINE
TRANSGLOBE ENERGY CORP	ORDINARY SHS	893662106	85	11650	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	6	96	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	4748	77440	SH	DEFINE
TRANSOCEAN INC	COMMON SHS	G90078109	5415	88318	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PREF	89420G307	205	8500	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	CONVERT PREF	89420G307	7218	300000	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	5727	440174	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	7732	594300	SH	DEFINE
TREDEGAR CORP	COMMON SHS	894650100	1751	134600	SH	DEFINE
TREEHOUSE FOODS INC	COMMON SHS	89469A104	212	7888	SH	DEFINE
TREX COMPANY INC	COMMON SHS	89531P105	432	18000	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	5	120	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	4959	109533	SH	DEFINE
TRIAD HOSPITALS INC	COMMON SHS	89579K109	4576	101086	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	70085	2068022	SH	DEFINE
TRIBUNE CO	COMMON SHS	896047107	2610	77000	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	68	2015	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	1474	43750	SH	DEFINE
TRIMBLE NAVIGATION LTD	COMMON SHS	896239100	112782	3347639	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	5913	385443	SH	DEFINE
TRIMERIS INC	COMMON SHS	896263100	32307	2106045	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	73161	1806900	SH	DEFINE
TRINITY INDUSTRIES INC	COMMON SHS	896522109	150	3698	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	103	4478	SH	DEFINE
TRIZEC PROPERTIES INC	REAL EST INV TR	89687P107	1005	43600	SH	DEFINE
TRUE RELIGION APPAREL INC	COMMON SHS	89784N104	5201	312547	SH	DEFINE
TRUE RELIGION APPAREL INC	COMMON SHS	89784N104	87	5200	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	12614	1006709	SH	DEFINE
TRUSTCO BANK CORP NY	COMMON SHS	898349105	163	12985	SH	DEFINE
TRUSTEE PROPERTIES INC	REAL EST INV TR	898404108	1089	69606	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	11734	453589	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	157	6070	SH	DEFINE
TUESDAY MORNING CORP	COMMON SHS	899035505	77306	2988244	SH	DEFINE
TUMBLEWEED SOFTWARE CORP	COMMON SHS	899690101	3679	865758	SH	DEFINE
TUPPERWARE CORP	COMMON SHS	899896104	366	16050	SH	DEFINE
TXU CORP	COMMON SHS	873168108	5472	48474	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TXU CORP	COMMON SHS	873168108	63357	561275	SH	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BE7	664	500000	PRN	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	10	8000	PRN	DEFINE
TYCO INTERNATIONAL GROUP SA	CONVERTIBLE BD	902118BF4	7403	6000000	PRN	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	19911	714925	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	435134	15624203	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	2951	105966	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	243337	8737400	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	4511	161979	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	43169	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	16391	588551	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	4699	168729	SH	DEFINE
TYCO INTERNATIONAL LTD	COMMON SHS	902124106	51192	1838140	SH	DEFINE
U-STORE-IT TRUST	REAL EST INV TR	91274F104	275	13546	SH	DEFINE
U-STORE-IT TRUST	REAL EST INV TR	91274F104	35395	1746200	SH	DEFINE
UBIQUITEL INC	COMMON SHS	903474302	87	10000	SH	DEFINE
UBIQUITEL INC	COMMON SHS	903474302	2330	266600	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	2522	29495	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	28209	329933	SH	DEFINE
UBS AG	ORDINARY SHS	H8920M855	2338	27347	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	41	2227	SH	DEFINE
UCBH HOLDINGS INC	COMMON SHS	90262T308	45014	2457110	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COMMON SHS	90385D107	2675	145240	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	6135	93400	SH	DEFINE
UMB FINANCIAL CORP	COMMON SHS	902788108	184	2797	SH	DEFINE
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	7827	321818	SH	DEFINE
UMPQUA HOLDINGS CORP	COMMON SHS	904214103	4699	193200	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	161987	3079600	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	1830	34800	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	20551	390700	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	477	6670	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	27170	380272	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	223	3119	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	2321	32485	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	21575	301961	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	120	2835	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	336	7960	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	242	5740	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	144	3400	SH	DEFINE
UNILEVER PLC	AMER DEP RECPT	904767704	5218	123600	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	4	55	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	21510	300000	SH	DEFINE
UNION PACIFIC CORP	COMMON SHS	907818108	15186	211801	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COMMON SHS	90933T109	3985	217168	SH	DEFINE
UNITED DOMINION REALTY TRUST INC	REAL EST INV TR	910197102	237	10000	SH	DEFINE
UNITED MICROELECTRONICS CORP	AMER DEP RECPT	910873207	1582	439495	SH	DEFINE
UNITED NATURAL FOODS INC	COMMON SHS	911163103	11973	338590	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	104	1500	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	2921	42256	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	165969	2400827	SH	DEFINE
UNITED PARCEL SERVICE INC	COMMON SHS	911312106	24811	358900	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	82583	1950000	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	400	9444	SH	DEFINE
UNITED STATES STEEL CORP	COMMON SHS	912909108	1546	36500	SH	DEFINE
UNITED STATIONERS INC	COMMON SHS	913004107	46166	964600	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	7372	188487	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COMMON SHS	913016309	43718	1117815	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	554	10680	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	17	320	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	164540	3174000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	166	3197	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	41472	800000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	9743	187946	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	47993	925793	SH	DEFINE
UNITED TECHNOLOGIES CORP	COMMON SHS	913017109	52742	1017396	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	169	3000	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	180164	3205760	SH	DEFINE
UNITEDHEALTH GROUP INC	COMMON SHS	91324P102	22961	408556	SH	DEFINE
UNITRIN INC	COMMON SHS	913275103	751	15820	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COMMON SHS	913431102	33805	850000	SH	DEFINE
UNIVERSAL CORP	COMMON SHS	913456109	4854	125000	SH	DEFINE
UNIVERSAL DISPLAY CORP	COMMON SHS	91347P105	335	30000	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	CONVERTIBLE BD	913903AL4	9068	15500000	PRN	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	432	16300	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	11	400	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	11	401	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	193	7260	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	192	7225	SH	DEFINE
UNIVISION COMMUNICATIONS INC	COMMON SHS	914906102	44168	1664819	SH	DEFINE
UNOVA INC	COMMON SHS	91529B106	36006	1029324	SH	DEFINE
UNUMPROVIDENT CORP	COMMON SHS	91529Y106	2217	108125	SH	DEFINE
UPM-KYMMENE CORP	AMER DEP RECPT	915436109	13889	690325	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	39	1335	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	4	150	SH	DEFINE
URBAN OUTFITTERS INC	COMMON SHS	917047102	39576	1346126	SH	DEFINE
URS CORP	COMMON SHS	903236107	4396	108830	SH	DEFINE
URS CORP	COMMON SHS	903236107	132	3269	SH	DEFINE
URS CORP	COMMON SHS	903236107	6461	159975	SH	DEFINE
URS CORP	COMMON SHS	903236107	65	1600	SH	DEFINE
US BANCORP	COMMON SHS	902973304	7442	265017	SH	DEFINE
US BANCORP	COMMON SHS	902973304	119911	4270352	SH	DEFINE
US BANCORP	COMMON SHS	902973304	3762	133985	SH	DEFINE
US BANCORP	COMMON SHS	902973304	5104	181780	SH	DEFINE
US BANCORP	COMMON SHS	902973304	86637	3085358	SH	DEFINE
US BANCORP	COMMON SHS	902973304	26044	927500	SH	DEFINE
V F CORP	COMMON SHS	918204108	28985	500000	SH	DEFINE
V F CORP	COMMON SHS	918204108	672	11585	SH	DEFINE
VAALCO ENERGY INC	COMMON SHS	91851C201	1576	390000	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	43844	1525000	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	4462	155183	SH	DEFINE
VAIL RESORTS INC	COMMON SHS	91879Q109	83	2879	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	171	8530	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	118007	5876853	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COMMON SHS	91911X104	4126	205500	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	1269	11222	SH	DEFINE
VALERO ENERGY CORP	COMMON SHS	91913Y100	4782	42293	SH	DEFINE
VALLEY NATIONAL BANCORP	COMMON SHS	919794107	227	9895	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	0	25	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	14	793	SH	DEFINE
VALUECLICK INC	COMMON SHS	92046N102	21390	1251600	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	20042	583980	SH	DEFINE
VARIAN INC	COMMON SHS	922206107	81146	2364400	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	301	7620	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	79	1995	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COMMON SHS	92220P105	164763	4170169	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	12047	284331	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COMMON SHS	922207105	70385	1661200	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	510	20000	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	4	167	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	766	30000	SH	DEFINE
VCA ANTECH INC	COMMON SHS	918194101	139227	5455607	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	283	9979	SH	DEFINE
VECTREN CORP	COMMON SHS	92240G101	23956	845000	SH	DEFINE
VENTAS INC	REAL EST INV TR	92276F100	95815	2975630	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VENTAS INC	REAL EST INV TR	92276F100	403	12500	SH	DEFINE
VENTAS INC	REAL EST INV TR	92276F100	48150	1495330	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	58	2727	SH	DEFINE
VERISIGN INC	COMMON SHS	92343E102	60068	2810850	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	9	290	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	138230	4228500	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	7	218	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	8603	263159	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	132536	4054343	SH	DEFINE
VERIZON COMMUNICATIONS	COMMON SHS	92343V104	256029	7832028	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	6644	200000	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	3924	118133	SH	DEFINE
VIACOM INC	COMMON SHS	925524100	465	14000	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	996	30180	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	11	340	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	204484	6194600	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	2041	61824	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	3301	100000	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	216	6535	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	61830	1873062	SH	DEFINE
VIACOM INC	COMMON SHS	925524308	53089	1608264	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	14267	556202	SH	DEFINE
VIASAT INC	COMMON SHS	92552V100	37042	1444148	SH	DEFINE
VILLAGE SUPER MARKET INC	COMMON SHS	927107409	6001	115175	SH	DEFINE
VIMPEL COMMUNICATIONS	AMER DEP RECPT	68370R109	334	7525	SH	DEFINE
VINTAGE PETROLEUM INC	COMMON SHS	927460105	272	5966	SH	DEFINE
VITESSE SEMICONDUCTOR CORP	COMMON SHS	928497106	0	187	SH	DEFINE
VITESSE SEMICONDUCTOR CORP	COMMON SHS	928497106	8522	4533000	SH	DEFINE
VIVENDI UNIVERSAL SA	AMER DEP RECPT	92851S204	5891	180000	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	41862	1611950	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	30534	1175751	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	8	300	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	18989	731186	SH	DEFINE
VODAFONE GROUP PLC	AMER DEP RECPT	92857W100	4719	181700	SH	DEFINE
VOLCOM INC	COMMON SHS	92864N101	2105	75150	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	1773	40633	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	13146	301220	SH	DEFINE
VOLVO AB	AMER DEP RECPT	928856400	87	2000	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	417	4817	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	1351	15600	SH	DEFINE
VORNADO REALTY TRUST	REAL EST INV TR	929042109	80920	934200	SH	DEFINE
VOTORANTIM CELULOSE E PAPEL SA	AMER DEP RECPT	92906P106	16810	1254500	SH	DEFINE
W&T OFFSHORE INC	COMMON SHS	92922P106	649	20000	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	30388	1545700	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	4418	224720	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	138	7033	SH	DEFINE
WABASH NATIONAL CORP	COMMON SHS	929566107	21219	1079300	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	1	39	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	6902	253017	SH	DEFINE
WABTEC CORP	COMMON SHS	929740108	68	2500	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	8	170	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	7343	154300	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	5344	112300	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	5782	121488	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	165	3465	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	29119	611878	SH	DEFINE
WACHOVIA CORP	COMMON SHS	929903102	40135	843352	SH	DEFINE
WADDELL & REED FINANCIAL INC	COMMON SHS	930059100	1491	77000	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	1158	26420	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	27	620	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	2659	60672	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	14289	326089	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WAL-MART STORES INC	COMMON SHS	931142103	155738	3554029	SH	DEFINE
WAL-MART STORES INC	COMMON SHS	931142103	73427	1675639	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	8	190	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	1	12	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	147	3390	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	193418	4451499	SH	DEFINE
WALGREEN CO	COMMON SHS	931422109	38001	874584	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	1319	54680	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	3	135	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	24130	1000000	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	3	117	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	55695	2308103	SH	DEFINE
WALT DISNEY CO	COMMON SHS	254687106	33544	1390142	SH	DEFINE
WALT DISNEY CO	CONVERTIBLE BD	254687AU0	25	24000	PRN	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	5465	249410	SH	DEFINE
WARNACO GROUP INC	COMMON SHS	934390402	580	26452	SH	DEFINE
WARREN RESOURCES INC	COMMON SHS	93564A100	1256	75000	SH	DEFINE
WASHINGTON MUTUAL INC	WTS TO EQUITY	25429Q110	4	22010	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	92236	2351750	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	6075	154899	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	4797	122302	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	9444	240783	SH	DEFINE
WASHINGTON MUTUAL INC	COMMON SHS	939322103	23460	598156	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	443480	552623	SH	DEFINE
WASHINGTON POST CO	COMMON SHS	939640108	3041	3790	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	13490	384547	SH	DEFINE
WASTE CONNECTIONS INC	COMMON SHS	941053100	11996	341950	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	25832	902900	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	2743	95892	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	228	7960	SH	DEFINE
WASTE MANAGEMENT INC	COMMON SHS	94106L109	16305	569900	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	147	3544	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	20800	500000	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	7	160	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	1444	34708	SH	DEFINE
WATERS CORP	COMMON SHS	941848103	133257	3203283	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	49698	1357500	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	4	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COMMON SHS	942683103	46749	1276940	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	11918	413100	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	46	1600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COMMON SHS	942749102	8	265	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	15150	220650	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	153	2230	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COMMON SHS	G95089101	5302	77225	SH	DEFINE
WEBEX COMMUNICATIONS INC	COMMON SHS	94767L109	417	17000	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	10134	1433406	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	6253	884417	SH	DEFINE
WEBMETHODS INC	COMMON SHS	94768C108	89	12600	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	11	220	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	103	2000	SH	DEFINE
WEIGHT WATCHERS INTERNATIONAL INC	COMMON SHS	948626106	82906	1607322	SH	DEFINE
WELLCHOICE INC	COMMON SHS	949475107	45540	600000	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	498	6570	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	15	200	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	10	126	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	349	4600	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	79353	1046598	SH	DEFINE
WELLPOINT INC	COMMON SHS	94973V107	93848	1237772	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	309	5270	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	12	200	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	3238	55284	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WELLS FARGO & CO	COMMON SHS	949746101	16035	273767	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	136402	2328871	SH	DEFINE
WELLS FARGO & CO	COMMON SHS	949746101	96998	1656112	SH	DEFINE
WENDYS INTERNATIONAL INC	COMMON SHS	950590109	654	14475	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	2258	152760	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	13709	927560	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	25858	1749500	SH	DEFINE
WEST MARINE INC	COMMON SHS	954235107	902	61000	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COMMON SHS	955306105	104400	3518700	SH	DEFINE
WESTAMERICA BANCORP	COMMON SHS	957090103	15800	305900	SH	DEFINE
WESTAR ENERGY INC	COMMON SHS	95709T100	21717	900000	SH	DEFINE
WESTCORP	COMMON SHS	957907108	18	300	SH	DEFINE
WESTCORP	COMMON SHS	957907108	46956	797220	SH	DEFINE
WESTERN GAS RESOURCES INC	COMMON SHS	958259103	2152	42000	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	51688	1908700	SH	DEFINE
WESTLAKE CHEMICAL CORP	COMMON SHS	960413102	17226	636100	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	825	12000	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	1173164	17064198	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	2129	30968	SH	DEFINE
WEYERHAEUSER CO	COMMON SHS	962166104	2953	42953	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	9012	14920	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	1203611	1992733	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	574	950	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COMMON SHS	G9618E107	11899	19700	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	807	6000	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	42	316	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	20777	154534	SH	DEFINE
WHOLE FOODS MARKET INC	COMMON SHS	966837106	34322	255280	SH	DEFINE
WILD OATS MARKETS INC	COMMON SHS	96808B107	256	19900	SH	DEFINE
WILLIAMS COS INC	COMMON SHS	969457100	1256	50150	SH	DEFINE
WILLIAMS-SONOMA INC	COMMON SHS	969904101	399	10400	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	10491	279392	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	530439	14126216	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	1893	50406	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COMMON SHS	G96655108	5761	153425	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	139	3800	SH	DEFINE
WILMINGTON TRUST CORP	COMMON SHS	971807102	328	9010	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	0	5	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	REAL EST INV TR	973491103	419	27400	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	1	20	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COMMON SHS	974637100	23802	821619	SH	DEFINE
WIPRO LTD	AMER DEP RECPT	97651M109	4455	430050	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	1591	39850	SH	DEFINE
WISCONSIN ENERGY CORP	COMMON SHS	976657106	43912	1100000	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	239	3320	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	934	13000	SH	DEFINE
WM WRIGLEY JR CO	COMMON SHS	982526105	13434	186890	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309300	3323	65000	SH	DEFINE
WPP GROUP PLC	AMER DEP RECPT	929309300	1252	24483	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COMMON SHS	98235T107	25434	1030540	SH	DEFINE
WYETH	COMMON SHS	983024100	19904	430170	SH	DEFINE
WYETH	COMMON SHS	983024100	151866	3282180	SH	DEFINE
WYETH	COMMON SHS	983024100	1367	29536	SH	DEFINE
WYETH	COMMON SHS	983024100	27762	600000	SH	DEFINE
WYETH	COMMON SHS	983024100	6796	146876	SH	DEFINE
WYETH	COMMON SHS	983024100	22937	495723	SH	DEFINE
WYETH	COMMON SHS	983024100	368518	7964512	SH	DEFINE
WYETH	CONV FLT RATE	983024AD2	1037	10000	PRN	DEFINE
X-RITE INC	COMMON SHS	983857103	6130	494317	SH	DEFINE
XANSER CORP	COMMON SHS	98389J103	8680	2800000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	17218	878000	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	10	507	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

XCEL ENERGY INC	COMMON SHS	98389B100	298	15183	SH	DEFINE
XCEL ENERGY INC	COMMON SHS	98389B100	148575	7576500	SH	DEFINE
XENOGEN CORP	COMMON SHS	98410R108	1632	526400	SH	DEFINE
XEROX CORP	COMMON SHS	984121103	2	130	SH	DEFINE
XEROX CORP	COMMON SHS	984121103	571	41798	SH	DEFINE
XILINX INC	COMMON SHS	983919101	262	9390	SH	DEFINE
XILINX INC	COMMON SHS	983919101	218	7840	SH	DEFINE
XILINX INC	COMMON SHS	983919101	747	26840	SH	DEFINE
XILINX INC	COMMON SHS	983919101	25179	904093	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	49563	728547	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	542018	7967342	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	200236	2943349	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	25485	374621	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	27247	400515	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	2121	31183	SH	DEFINE
XL CAPITAL LTD	ORDINARY SHS	G98255105	4539	66725	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	21053	586260	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	86	2399	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	614	17100	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COMMON SHS	983759101	114577	3190666	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	569	12566	SH	DEFINE
XTO ENERGY INC	COMMON SHS	98385X106	12155	268200	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	732	21640	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	2	68	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	54144	1600000	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	75769	2239025	SH	DEFINE
YAHOO INC	COMMON SHS	984332106	87394	2582568	SH	DEFINE
YAMANA GOLD INC	ORDINARY SHS	98462Y100	412	81400	SH	DEFINE
YAMANA GOLD INC	ORDINARY SHS	98462Y100	19385	3830940	SH	DEFINE
YORK INTERNATIONAL CORP	COMMON SHS	986670107	49459	882100	SH	DEFINE
YORK INTERNATIONAL CORP	COMMON SHS	986670107	50	900	SH	DEFINE
YUM! BRANDS INC	COMMON SHS	988498101	1523	31452	SH	DEFINE
ZALE CORP	COMMON SHS	988858106	42126	1549900	SH	DEFINE
ZILOG INC	COMMON SHS	989524301	4400	1660300	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	291	4220	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	11	160	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	1	21	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	4409	64000	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	250	3630	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	120451	1748461	SH	DEFINE
ZIMMER HOLDINGS INC	COMMON SHS	98956P102	68135	989040	SH	DEFINE
ZIPREALTY INC	COMMON SHS	98974V107	127	10000	SH	DEFINE
ZOLL MEDICAL CORP	COMMON SHS	989922109	622	23700	SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	52	1600	SH	DEFINE
ZUMIEZ INC	COMMON SHS	989817101	2528	77488	SH	DEFINE

GRAND TOTAL

143677276

*** RECORD TOTALS ***

RECS READ: 254,225
 RECS SELECTED: 122,798
 LINE ITEMS: 4,331