

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

FRANKLIN RESOURCES INC  
Form 13F-HR  
August 07, 2008

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

Form 13F  
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2008

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, US 94403-1906

Form 13F File Number: 028-00734

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: Robert C. Rosselot  
Title: Assistant Secretary  
Phone: 954-527-7500

Signature, Place, and Date of Signing:

/s/ROBERT C. ROSSELOT                      Fort Lauderdale, FL                      August 4, 2008  
[Signature]                                      [City,State]                                      [Date]

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).)

FORM 13F SUMMARY PAGE

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

Report Summary:

Number of Other Included Managers: 15  
 Form 13F Information Table Entry Total: 3929  
 Form 13F Information Table Value Total: 136,089,513  
 (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<br>File Number | Name   |
|-----|-------------------------|--|
| 1   | 028-05930               | Franklin Advisory Services, LLC                  |
| 2   | 028-03578               | Franklin Advisers, Inc.                          |
| 3   | 028-05825               | Franklin Investment Advisory Services, LLC       |
| 4   | 028-03877               | Fiduciary Trust Company International            |
| 5   | 028-12948               | Fiduciary International, Inc.                    |
| 6   | 028-06154               | Franklin Mutual Advisers, LLC                    |
| 7   | 028-11855               | Franklin Templeton Investments (Asia) Ltd.       |
| 8   | 028-11753               | Franklin Templeton Investments Australia Limited |
| 9   | 028-06143               | Franklin Templeton Investments Corp.             |
| 10  | 028-12310               | Franklin Templeton Institutional, LLC            |
| 11  | 028-11761               | Franklin Templeton Investment Management Limited |
| 12  | 028-06174               | Franklin Templeton Portfolio Advisors, Inc.      |
| 13  | 028-11763               | Templeton Asset Management Ltd.                  |
| 14  | 028-05454               | Templeton Global Advisors Limited                |
| 15  | 028-01074               | Templeton Investment Counsel, LLC                |

FORM 13F INFORMATION TABLE  
 FOR THE PERIOD ENDED 06/30/2008  
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

| COLUMN 1       | COLUMN 2       | COLUMN 3  | COLUMN 4           | COLUMN 5           | COLUMN 6   | COLUMN 7     | COLUMN 8                         |
|----------------|----------------|-----------|--------------------|--------------------|------------|--------------|----------------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | INVEST<br>MENT<br>DISCRE<br>TION |
| 3COM CORP      | COM            | 885535104 | 55                 | 26000              | SH         |              | DEFINE                           |
| 3M CO          | COM            | 88579Y101 | 3744               | 53800              | SH         |              | DEFINE                           |
| 3M CO          | COM            | 88579Y101 | 592044             | 8507603            | SH         |              | DEFINE                           |
| 3M CO          | COM            | 88579Y101 | 59499              | 855000             | SH         |              | DEFINE                           |
| 3M CO          | COM            | 88579Y101 | 23115              | 332161             | SH         |              | DEFINE                           |

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

|                              |               |           |         |          |    |        |
|------------------------------|---------------|-----------|---------|----------|----|--------|
| 3M CO                        | COM           | 88579Y101 | 46      | 660      | SH | DEFINE |
| 3M CO                        | COM           | 88579Y101 | 25447   | 365942   | SH | DEFINE |
| 3M CO                        | COM           | 88579Y101 | 271     | 3900     | SH | DEFINE |
| 3M CO                        | COM           | 88579Y101 | 1601    | 23000    | SH | DEFINE |
| A D C TELECOMMUNICATIONS     | COM NEW       | 000886309 | 4774    | 323244   | SH | DEFINE |
| A D C TELECOMMUNICATIONS     | COM NEW       | 000886309 | 292     | 19740    | SH | DEFINE |
| ABB LTD                      | SPONSORED ADR | 000375204 | 43401   | 1532520  | SH | DEFINE |
| ABB LTD                      | SPONSORED ADR | 000375204 | 1637    | 57817    | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 5732    | 108210   | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 3769    | 71160    | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 21188   | 400000   | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 42448   | 801367   | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 212     | 4000     | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 13      | 240      | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 23105   | 436188   | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 13636   | 257421   | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 773     | 14577    | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 1735    | 32753    | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 93187   | 1759240  | SH | DEFINE |
| ABBOTT LABS                  | COM           | 002824100 | 20437   | 385827   | SH | DEFINE |
| ABINGTON BANCORP INC         | COM           | 00350L109 | 5261    | 576850   | SH | DEFINE |
| ABITIBIBOWATER INC           | COM           | 003687100 | 12332   | 1321711  | SH | DEFINE |
| ABITIBIBOWATER INC           | COM           | 003687100 | 3572    | 382896   | SH | DEFINE |
| ABITIBIBOWATER INC           | COM           | 003687100 | 0       | 1        | SH | DEFINE |
| ABM INDS INC                 | COM           | 000957100 | 86056   | 3867695  | SH | DEFINE |
| ACCENTURE LTD BERMUDA        | CL A          | G1150G111 | 8135    | 199775   | SH | DEFINE |
| ACCENTURE LTD BERMUDA        | CL A          | G1150G111 | 26363   | 647410   | SH | DEFINE |
| ACCENTURE LTD BERMUDA        | CL A          | G1150G111 | 6113    | 150125   | SH | DEFINE |
| ACCENTURE LTD BERMUDA        | CL A          | G1150G111 | 147472  | 3621607  | SH | DEFINE |
| ACCENTURE LTD BERMUDA        | CL A          | G1150G111 | 2619    | 63401    | SH | DEFINE |
| ACCENTURE LTD BERMUDA        | CL A          | G1150G111 | 362     | 8900     | SH | DEFINE |
| ACCENTURE LTD BERMUDA        | CL A          | G1150G111 | 1287236 | 31611889 | SH | DEFINE |
| ACCENTURE LTD BERMUDA        | CL A          | G1150G111 | 40460   | 993614   | SH | DEFINE |
| ACCENTURE LTD BERMUDA        | CL A          | G1150G111 | 200     | 4900     | SH | DEFINE |
| ACE LTD                      | ORD           | G0070K103 | 129     | 2350     | SH | DEFINE |
| ACE LTD                      | ORD           | G0070K103 | 684     | 12409    | SH | DEFINE |
| ACE LTD                      | ORD           | G0070K103 | 5311    | 96405    | SH | DEFINE |
| ACE LTD                      | ORD           | G0070K103 | 5661    | 102760   | SH | DEFINE |
| ACE LTD                      | ORD           | G0070K103 | 76260   | 1384284  | SH | DEFINE |
| ACE LTD                      | ORD           | G0070K103 | 13306   | 240883   | SH | DEFINE |
| ACE LTD                      | ORD           | G0070K103 | 1562    | 28362    | SH | DEFINE |
| ACE LTD                      | ORD           | G0070K103 | 151572  | 2751358  | SH | DEFINE |
| ACE LTD                      | ORD           | G0070K103 | 299483  | 5436247  | SH | DEFINE |
| ACE LTD                      | ORD           | G0070K103 | 143     | 2590     | SH | DEFINE |
| ACTEL CORP                   | COM           | 004934105 | 19879   | 1179121  | SH | DEFINE |
| ACTIVISION INC NEW           | COM NEW       | 004930202 | 310894  | 9125160  | SH | DEFINE |
| ACTIVISION INC NEW           | COM NEW       | 004930202 | 299     | 8781     | SH | DEFINE |
| ACTIVISION INC NEW           | COM NEW       | 004930202 | 5513    | 161800   | SH | DEFINE |
| ACTIVISION INC NEW           | COM NEW       | 004930202 | 3386    | 99378    | SH | DEFINE |
| ADOBE SYS INC                | COM           | 00724F101 | 95379   | 2421410  | SH | DEFINE |
| ADOBE SYS INC                | COM           | 00724F101 | 30590   | 776604   | SH | DEFINE |
| ADOBE SYS INC                | COM           | 00724F101 | 315     | 8000     | SH | DEFINE |
| ADOBE SYS INC                | COM           | 00724F101 | 345     | 8760     | SH | DEFINE |
| ADOBE SYS INC                | COM           | 00724F101 | 142     | 3600     | SH | DEFINE |
| ADOBE SYS INC                | COM           | 00724F101 | 500     | 12700    | SH | DEFINE |
| ADOBE SYS INC                | COM           | 00724F101 | 528     | 13400    | SH | DEFINE |
| ADVANCED ANALOGIC TECHNOLOGI | COM           | 00752J108 | 3901    | 944600   | SH | DEFINE |
| ADVANCED ANALOGIC TECHNOLOGI | COM           | 00752J108 | 2900    | 702211   | SH | DEFINE |
| ADVANCED ANALOGIC TECHNOLOGI | COM           | 00752J108 | 214     | 51700    | SH | DEFINE |
| ADVANCED LIFE SCIENCES HLDGS | COM           | 00765H107 | 396     | 377400   | SH | DEFINE |
| ADVANCED MEDICAL OPTICS INC  | COM           | 00763M108 | 952     | 50780    | SH | DEFINE |
| ADVANCED MEDICAL OPTICS INC  | COM           | 00763M108 | 1666    | 88888    | SH | DEFINE |

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

|                              |                |           |        |         |    |        |
|------------------------------|----------------|-----------|--------|---------|----|--------|
| AECOM TECHNOLOGY CORP DELAWA | COM            | 00766T100 | 2290   | 70400   | SH | DEFINE |
| AEGEAN MARINE PETROLEUM NETW | SHS            | Y0017S102 | 6230   | 153100  | SH | DEFINE |
| AEGON N V                    | NY REGISTRY SH | 007924103 | 287    | 21901   | SH | DEFINE |
| AERCAP HOLDINGS NV           | SHS            | N00985106 | 196    | 15500   | SH | DEFINE |
| AEROPOSTALE                  | COM            | 007865108 | 5840   | 186400  | SH | DEFINE |
| AEROPOSTALE                  | COM            | 007865108 | 44     | 1410    | SH | DEFINE |
| AES CORP                     | COM            | 00130H105 | 1869   | 97292   | SH | DEFINE |
| AETERNA ZENTARIS INC         | COM            | 007975204 | 510    | 485500  | SH | DEFINE |
| AETNA INC NEW                | COM            | 00817Y108 | 2152   | 53100   | SH | DEFINE |
| AETNA INC NEW                | COM            | 00817Y108 | 371    | 9160    | SH | DEFINE |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 127670 | 1417609 | SH | DEFINE |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 13309  | 147779  | SH | DEFINE |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 234    | 2600    | SH | DEFINE |
| AFFILIATED MANAGERS GROUP    | COM            | 008252108 | 1961   | 21778   | SH | DEFINE |
| AFLAC INC                    | COM            | 001055102 | 190790 | 3038050 | SH | DEFINE |
| AFLAC INC                    | COM            | 001055102 | 92778  | 1477350 | SH | DEFINE |
| AFLAC INC                    | COM            | 001055102 | 5338   | 85000   | SH | DEFINE |
| AFLAC INC                    | COM            | 001055102 | 34474  | 548948  | SH | DEFINE |
| AFLAC INC                    | COM            | 001055102 | 2606   | 41500   | SH | DEFINE |
| AFLAC INC                    | COM            | 001055102 | 30     | 470     | SH | DEFINE |
| AFLAC INC                    | COM            | 001055102 | 3977   | 63330   | SH | DEFINE |
| AFLAC INC                    | COM            | 001055102 | 214    | 3400    | SH | DEFINE |
| AFLAC INC                    | COM            | 001055102 | 1916   | 30505   | SH | DEFINE |
| AGCO CORP                    | COM            | 001084102 | 4093   | 78100   | SH | DEFINE |
| AGCO CORP                    | COM            | 001084102 | 532    | 10157   | SH | DEFINE |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101 | 46586  | 1310810 | SH | DEFINE |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101 | 14216  | 400000  | SH | DEFINE |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101 | 4634   | 130377  | SH | DEFINE |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101 | 1972   | 55500   | SH | DEFINE |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101 | 17     | 490     | SH | DEFINE |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101 | 300    | 8440    | SH | DEFINE |
| AGILENT TECHNOLOGIES INC     | COM            | 00846U101 | 124    | 3500    | SH | DEFINE |
| AGL RES INC                  | COM            | 001204106 | 98899  | 2860000 | SH | DEFINE |
| AGL RES INC                  | COM            | 001204106 | 21     | 600     | SH | DEFINE |
| AGNICO EAGLE MINES LTD       | COM            | 008474108 | 96681  | 1300000 | SH | DEFINE |
| AGRIUM INC                   | COM            | 008916108 | 5      | 50      | SH | DEFINE |
| AGRIUM INC                   | COM            | 008916108 | 6678   | 62100   | SH | DEFINE |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 2076   | 21000   | SH | DEFINE |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 49430  | 500000  | SH | DEFINE |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 12367  | 125094  | SH | DEFINE |
| AIR PRODS & CHEMS INC        | COM            | 009158106 | 173    | 1750    | SH | OTHER  |
| AIR TRANSPORT SERVICES GRP I | COM            | 00922R105 | 1825   | 1825000 | SH | DEFINE |
| AIRGAS INC                   | COM            | 009363102 | 51290  | 878400  | SH | DEFINE |
| AIRGAS INC                   | COM            | 009363102 | 25     | 421     | SH | DEFINE |
| AK STL HLDG CORP             | COM            | 001547108 | 5978   | 86640   | SH | DEFINE |
| AKAMAI TECHNOLOGIES INC      | COM            | 00971T101 | 247    | 7100    | SH | DEFINE |
| ALAMO GROUP INC              | COM            | 011311107 | 2232   | 108400  | SH | DEFINE |
| ALASKA AIR GROUP INC         | COM            | 011659109 | 20718  | 1350600 | SH | DEFINE |
| ALASKA AIR GROUP INC         | COM            | 011659109 | 7670   | 500000  | SH | DEFINE |
| ALBERTO CULVER CO NEW        | COM            | 013078100 | 63530  | 2418329 | SH | DEFINE |
| ALBERTO CULVER CO NEW        | COM            | 013078100 | 7      | 250     | SH | DEFINE |
| ALBERTO CULVER CO NEW        | COM            | 013078100 | 63     | 2400    | SH | DEFINE |
| ALCATEL-LUCENT               | SPONSORED ADR  | 013904305 | 302    | 49927   | SH | DEFINE |
| ALCOA INC                    | COM            | 013817101 | 3815   | 107100  | SH | DEFINE |
| ALCOA INC                    | COM            | 013817101 | 45495  | 1277240 | SH | DEFINE |
| ALCOA INC                    | COM            | 013817101 | 5872   | 164861  | SH | DEFINE |
| ALCOA INC                    | COM            | 013817101 | 300022 | 8422845 | SH | DEFINE |
| ALCOA INC                    | COM            | 013817101 | 1993   | 56678   | SH | DEFINE |
| ALCOA INC                    | COM            | 013817101 | 1738   | 48801   | SH | DEFINE |
| ALCON INC                    | COM SHS        | H01301102 | 12209  | 75000   | SH | DEFINE |
| ALCON INC                    | COM SHS        | H01301102 | 260    | 1600    | SH | DEFINE |
| ALEXANDER & BALDWIN INC      | COM            | 014482103 | 5858   | 128595  | SH | DEFINE |

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

|                              |                |                     |        |          |     |        |
|------------------------------|----------------|---------------------|--------|----------|-----|--------|
| ALEXANDERS INC               | COM            | 014752109           | 160779 | 517640   | SH  | DEFINE |
| ALEXION PHARMACEUTICALS INC  | COM            | 015351109           | 4265   | 58830    | SH  | DEFINE |
| ALEXION PHARMACEUTICALS INC  | COM            | 015351109           | 341    | 4700     | SH  | DEFINE |
| ALKERMES INC                 | COM            | 01642T108           | 2997   | 242500   | SH  | DEFINE |
| ALKERMES INC                 | COM            | 01642T108           | 124    | 10000    | SH  | DEFINE |
| ALLEGHANY CORP DEL           | COM            | 017175100           | 35     | 104      | SH  | DEFINE |
| ALLEGHANY CORP DEL           | COM            | 017175100           | 274210 | 825810   | SH  | DEFINE |
| ALLEGIANANT TRAVEL CO        | COM            | 01748X102           | 8836   | 475300   | SH  | DEFINE |
| ALLEGIANANT TRAVEL CO        | COM            | 01748X102           | 1811   | 97400    | SH  | DEFINE |
| ALLEGIANANT TRAVEL CO        | COM            | 01748X102           | 141    | 7600     | SH  | DEFINE |
| ALLEGIANANT TRAVEL CO        | COM            | 01748X102           | 4701   | 252536   | SH  | DEFINE |
| ALLERGAN INC                 | COM            | 018490102           | 1291   | 24808    | SH  | DEFINE |
| ALLERGAN INC                 | COM            | 018490102           | 41640  | 800000   | SH  | DEFINE |
| ALLERGAN INC                 | COM            | 018490102           | 13658  | 262405   | SH  | DEFINE |
| ALLERGAN INC                 | COM            | 018490102           | 479    | 9200     | SH  | DEFINE |
| ALLIANCE DATA SYSTEMS CORP   | COM            | 018581108           | 113055 | 1999210  | SH  | DEFINE |
| ALLIANCE DATA SYSTEMS CORP   | COM            | 018581108           | 156    | 2750     | SH  | DEFINE |
| ALLIANCE DATA SYSTEMS CORP   | COM            | 018581108           | 242478 | 4287850  | SH  | DEFINE |
| ALLIANCE DATA SYSTEMS CORP   | COM            | 018581108           | 1864   | 32963    | SH  | DEFINE |
| ALLIANCE ONE INTL INC        | COM            | 018772103           | 18760  | 3671200  | SH  | DEFINE |
| ALLIANCE ONE INTL INC        | COM            | 018772103           | 5637   | 1103110  | SH  | DEFINE |
| ALLIANCEBERNSTEIN HOLDING LP | UNIT LTD PARTN | 01881G106           | 1176   | 21500    | SH  | DEFINE |
| ALLIANCEBERNSTEIN HOLDING LP | UNIT LTD PARTN | 01881G106           | 17023  | 311318   | SH  | DEFINE |
| ALLIANCEBERNSTEIN HOLDING LP | UNIT LTD PARTN | 01881G106           | 3718   | 68000    | SH  | DEFINE |
| ALLIANCEBERNSTEIN HOLDING LP | UNIT LTD PARTN | 01881G106           | 1203   | 22000    | SH  | DEFINE |
| ALLIANT ENERGY CORP          | COM            | 018802108           | 42996  | 1255000  | SH  | DEFINE |
| ALLIANT ENERGY CORP          | COM            | 018802108           | 55     | 1600     | SH  | DEFINE |
| ALLIED CAP CORP NEW          | COM            | 01903Q108           | 232    | 16730    | SH  | DEFINE |
| ALLIED IRISH BKS P L C       | SPON ADR ORD   | 019228402           | 1414   | 45927    | SH  | DEFINE |
| ALLIED IRISH BKS P L C       | SPON ADR ORD   | 019228402           | 123    | 4000     | SH  | DEFINE |
| ALLIED IRISH BKS P L C       | SPON ADR ORD   | 019228402           | 3955   | 128465   | SH  | DEFINE |
| ALLSCRIPTS HEALTHCARE SOLUTI | COM            | 01988P108           | 1628   | 131200   | SH  | DEFINE |
| ALLSTATE CORP                | COM            | 020002101           | 5562   | 122000   | SH  | DEFINE |
| ALLSTATE CORP                | COM            | 020002101           | 7376   | 161789   | SH  | DEFINE |
| ALLSTATE CORP                | COM            | 020002101           | 105    | 2300     | SH  | DEFINE |
| ALLSTATE CORP                | COM            | 020002101           | 15151  | 332335   | SH  | DEFINE |
| ALLSTATE CORP                | COM            | 020002101           | 91     | 2000     | SH  | DEFINE |
| ALTRIA GROUP INC             | COM            | 02209S103           | 4533   | 220460   | SH  | DEFINE |
| ALTRIA GROUP INC             | COM            | 02209S103           | 4962   | 241351   | SH  | DEFINE |
| ALTRIA GROUP INC             | COM            | 02209S103           | 62     | 3000     | SH  | DEFINE |
| ALTRIA GROUP INC             | COM            | 02209S103           | 259296 | 12611675 | SH  | DEFINE |
| ALTRIA GROUP INC             | COM            | 02209S103           | 7      | 350      | SH  | DEFINE |
| ALTRIA GROUP INC             | COM            | 02209S103           | 3899   | 189640   | SH  | DEFINE |
| ALTRIA GROUP INC             | COM            | 02209S103           | 60     | 2900     | SH  | DEFINE |
| ALUMINA LTD                  | SPONSORED ADR  | 022205108           | 3      | 189      | SH  | DEFINE |
| ALUMINA LTD                  | SPONSORED ADR  | 022205108           | 7574   | 414565   | SH  | DEFINE |
| ALZA CORP                    | SDCV           | 7/202261WAB5        | 13500  | 15000000 | PRN | DEFINE |
| AMAG PHARMACEUTICALS INC     | COM            | 00163U106           | 216    | 6340     | SH  | DEFINE |
| AMAG PHARMACEUTICALS INC     | COM            | 00163U106           | 58     | 1700     | SH  | DEFINE |
| AMAZON COM INC               | COM            | 023135106           | 24259  | 330820   | SH  | DEFINE |
| AMAZON COM INC               | COM            | 023135106           | 183    | 2500     | SH  | DEFINE |
| AMAZON COM INC               | NOTE           | 4.750% 2/0023135AF3 | 17200  | 16000000 | PRN | DEFINE |
| AMB PROPERTY CORP            | COM            | 00163T109           | 54     | 1075     | SH  | DEFINE |
| AMB PROPERTY CORP            | COM            | 00163T109           | 589    | 11700    | SH  | DEFINE |
| AMB PROPERTY CORP            | COM            | 00163T109           | 1028   | 20400    | SH  | DEFINE |
| AMB PROPERTY CORP            | COM            | 00163T109           | 14907  | 295900   | SH  | DEFINE |
| AMB PROPERTY CORP            | COM            | 00163T109           | 36     | 710      | SH  | DEFINE |
| AMB PROPERTY CORP            | COM            | 00163T109           | 171    | 3400     | SH  | DEFINE |
| AMBAC FINL GROUP INC         | COM            | 023139108           | 101    | 75400    | SH  | DEFINE |
| AMBAC FINL GROUP INC         | COM            | 023139108           | 0      | 100      | SH  | DEFINE |
| AMDOCS LTD                   | ORD            | G02602103           | 1325   | 45050    | SH  | DEFINE |
| AMEDISYS INC                 | COM            | 023436108           | 1296   | 25701    | SH  | DEFINE |

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

|                              |                  |           |        |          |     |        |
|------------------------------|------------------|-----------|--------|----------|-----|--------|
| AMEREN CORP                  | COM              | 023608102 | 670190 | 15870000 | SH  | DEFINE |
| AMEREN CORP                  | COM              | 023608102 | 2704   | 64026    | SH  | DEFINE |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS   | 02364W105 | 107226 | 2032720  | SH  | DEFINE |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS   | 02364W105 | 50904  | 964997   | SH  | DEFINE |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS   | 02364W105 | 5908   | 112000   | SH  | DEFINE |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS   | 02364W105 | 48150  | 912800   | SH  | DEFINE |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS   | 02364W105 | 476    | 9024     | SH  | DEFINE |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS   | 02364W105 | 354060 | 6712029  | SH  | DEFINE |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS   | 02364W105 | 1741   | 33000    | SH  | DEFINE |
| AMERICA MOVIL SAB DE CV      | SPON ADR L SHS   | 02364W105 | 3772   | 71500    | SH  | DEFINE |
| AMERICAN AXLE & MFG HLDGS IN | COM              | 024061103 | 11985  | 1500000  | SH  | DEFINE |
| AMERICAN ELEC PWR INC        | COM              | 025537101 | 447712 | 11128800 | SH  | DEFINE |
| AMERICAN ELEC PWR INC        | COM              | 025537101 | 3113   | 77384    | SH  | DEFINE |
| AMERICAN ELEC PWR INC        | COM              | 025537101 | 80     | 2000     | SH  | OTHER  |
| AMERICAN ELEC PWR INC        | COM              | 025537101 | 193    | 4800     | SH  | DEFINE |
| AMERICAN ELEC PWR INC        | COM              | 025537101 | 14     | 350      | SH  | DEFINE |
| AMERICAN EXPRESS CO          | COM              | 025816109 | 21124  | 560760   | SH  | DEFINE |
| AMERICAN EXPRESS CO          | COM              | 025816109 | 17338  | 460262   | SH  | DEFINE |
| AMERICAN EXPRESS CO          | COM              | 025816109 | 137986 | 3663019  | SH  | DEFINE |
| AMERICAN EXPRESS CO          | COM              | 025816109 | 8      | 200      | SH  | DEFINE |
| AMERICAN EXPRESS CO          | COM              | 025816109 | 130    | 3450     | SH  | DEFINE |
| AMERICAN EXPRESS CO          | COM              | 025816109 | 53     | 1400     | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 164049 | 6199877  | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 21524  | 813470   | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 33634  | 1271110  | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 236232 | 8927900  | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 10107  | 381971   | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 6411   | 242302   | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 22100  | 835213   | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 86292  | 3261215  | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 2498   | 90140    | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 1212   | 45790    | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 591709 | 22362406 | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 32267  | 1219482  | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | COM              | 026874107 | 213    | 8067     | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | UNIT 99/99/9999  | 026874115 | 367800 | 6203400  | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | UNIT 99/99/9999  | 026874115 | 1943   | 32775    | SH  | DEFINE |
| AMERICAN INTL GROUP INC      | UNIT 99/99/9999  | 026874115 | 89     | 1500     | SH  | DEFINE |
| AMERICAN MED SYS HLDGS INC   | COM              | 02744M108 | 83876  | 5610430  | SH  | DEFINE |
| AMERICAN MED SYS HLDGS INC   | COM              | 02744M108 | 4805   | 321390   | SH  | DEFINE |
| AMERICAN MED SYS HLDGS INC   | COM              | 02744M108 | 419    | 28000    | SH  | DEFINE |
| AMERICAN MED SYS HLDGS INC   | COM              | 02744M108 | 14106  | 943511   | SH  | DEFINE |
| AMERICAN MED SYS HLDGS INC   | NOTE 3.250% 7/00 | 02744MAA6 | 14700  | 15000000 | PRN | DEFINE |
| AMERICAN NATL INS CO         | COM              | 028591105 | 83303  | 849854   | SH  | DEFINE |
| AMERICAN PAC CORP            | COM              | 028740108 | 11844  | 687000   | SH  | DEFINE |
| AMERICAN TOWER CORP          | CL A             | 029912201 | 133508 | 3159947  | SH  | DEFINE |
| AMERICAN TOWER CORP          | CL A             | 029912201 | 4859   | 115000   | SH  | DEFINE |
| AMERICAN TOWER CORP          | CL A             | 029912201 | 17999  | 426003   | SH  | DEFINE |
| AMERICAN TOWER CORP          | CL A             | 029912201 | 6211   | 147000   | SH  | DEFINE |
| AMERICAN TOWER CORP          | CL A             | 029912201 | 833    | 19706    | SH  | DEFINE |
| AMERICAN TOWER CORP          | CL A             | 029912201 | 1458   | 34500    | SH  | DEFINE |
| AMERICAN WOODMARK CORP       | COM              | 030506109 | 24669  | 1167510  | SH  | DEFINE |
| AMERICAN WTR WKS CO INC NEW  | COM              | 030420103 | 11090  | 500000   | SH  | DEFINE |
| AMERIPRISE FINL INC          | COM              | 03076C106 | 2714   | 66726    | SH  | DEFINE |
| AMETEK INC NEW               | COM              | 031100100 | 186937 | 3958850  | SH  | DEFINE |
| AMETEK INC NEW               | COM              | 031100100 | 1580   | 33455    | SH  | DEFINE |
| AMETEK INC NEW               | COM              | 031100100 | 2745   | 58136    | SH  | DEFINE |
| AMGEN INC                    | COM              | 031162100 | 29215  | 619480   | SH  | DEFINE |
| AMGEN INC                    | COM              | 031162100 | 43953  | 932000   | SH  | DEFINE |
| AMGEN INC                    | COM              | 031162100 | 8052   | 170748   | SH  | DEFINE |
| AMGEN INC                    | COM              | 031162100 | 71     | 1500     | SH  | DEFINE |
| AMGEN INC                    | COM              | 031162100 | 23541  | 499180   | SH  | DEFINE |

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

|                              |               |                     |        |          |     |        |
|------------------------------|---------------|---------------------|--------|----------|-----|--------|
| AMGEN INC                    | COM           | 031162100           | 8471   | 179619   | SH  | DEFINE |
| AMGEN INC                    | COM           | 031162100           | 47292  | 1002800  | SH  | DEFINE |
| AMGEN INC                    | COM           | 031162100           | 171554 | 3637696  | SH  | DEFINE |
| AMGEN INC                    | COM           | 031162100           | 4384   | 94512    | SH  | DEFINE |
| AMGEN INC                    | COM           | 031162100           | 2885   | 61170    | SH  | DEFINE |
| AMGEN INC                    | COM           | 031162100           | 953948 | 20227900 | SH  | DEFINE |
| AMGEN INC                    | COM           | 031162100           | 50898  | 1079256  | SH  | DEFINE |
| AMGEN INC                    | COM           | 031162100           | 160    | 3400     | SH  | DEFINE |
| AMGEN INC                    | NOTE          | 0.375% 2/0031162AQ3 | 30794  | 35600000 | PRN | DEFINE |
| AMICUS THERAPEUTICS INC      | COM           | 03152W109           | 516    | 48331    | SH  | DEFINE |
| AMR CORP                     | COM           | 001765106           | 10240  | 2000000  | SH  | DEFINE |
| AMR CORP                     | COM           | 001765106           | 1      | 288      | SH  | DEFINE |
| AMTRUST FINANCIAL SERVICES I | COM           | 032359309           | 10594  | 840831   | SH  | DEFINE |
| ANADARKO PETE CORP           | COM           | 032511107           | 6771   | 90470    | SH  | DEFINE |
| ANADIGICS INC                | COM           | 032515108           | 4735   | 480710   | SH  | DEFINE |
| ANADIGICS INC                | COM           | 032515108           | 378    | 38400    | SH  | DEFINE |
| ANALOG DEVICES INC           | COM           | 032654105           | 322    | 10136    | SH  | DEFINE |
| ANGIOTECH PHARMACEUTICALS IN | COM           | 034918102           | 8533   | 2863500  | SH  | DEFINE |
| ANGIOTECH PHARMACEUTICALS IN | COM           | 034918102           | 21062  | 7067630  | SH  | DEFINE |
| ANGLO AMERN PLC              | ADR NEW       | 03485P201           | 11065  | 312121   | SH  | DEFINE |
| ANGLO AMERN PLC              | ADR NEW       | 03485P201           | 48     | 1346     | SH  | DEFINE |
| ANGLO AMERN PLC              | ADR NEW       | 03485P201           | 2      | 60       | SH  | DEFINE |
| ANGLOGOLD ASHANTI LTD        | SPONSORED ADR | 035128206           | 204228 | 6016739  | SH  | DEFINE |
| ANGLOGOLD ASHANTI LTD        | SPONSORED ADR | 035128206           | 115    | 3376     | SH  | DEFINE |
| ANHEUSER BUSCH COS INC       | COM           | 035229103           | 31276  | 503480   | SH  | DEFINE |
| ANHEUSER BUSCH COS INC       | COM           | 035229103           | 43272  | 696580   | SH  | DEFINE |
| ANHEUSER BUSCH COS INC       | COM           | 035229103           | 225964 | 3637541  | SH  | DEFINE |
| ANHEUSER BUSCH COS INC       | COM           | 035229103           | 22     | 360      | SH  | DEFINE |
| ANHEUSER BUSCH COS INC       | COM           | 035229103           | 4333   | 69868    | SH  | DEFINE |
| ANHEUSER BUSCH COS INC       | COM           | 035229103           | 149    | 2400     | SH  | DEFINE |
| ANHEUSER BUSCH COS INC       | COM           | 035229103           | 1067   | 17181    | SH  | DEFINE |
| ANNALY CAP MGMT INC          | COM           | 035710409           | 105    | 6774     | SH  | DEFINE |
| ANNALY CAP MGMT INC          | COM           | 035710409           | 4708   | 303570   | SH  | DEFINE |
| ANNALY CAP MGMT INC          | COM           | 035710409           | 3262   | 210300   | SH  | DEFINE |
| ANSOFT CORP                  | COM           | 036384105           | 5611   | 154150   | SH  | DEFINE |
| ANSOFT CORP                  | COM           | 036384105           | 568    | 15600    | SH  | DEFINE |
| ANSYS INC                    | COM           | 03662Q105           | 16615  | 352600   | SH  | DEFINE |
| AON CORP                     | COM           | 037389103           | 2516   | 54760    | SH  | DEFINE |
| AON CORP                     | COM           | 037389103           | 55     | 1200     | SH  | DEFINE |
| AON CORP                     | COM           | 037389103           | 3365   | 73244    | SH  | DEFINE |
| AON CORP                     | COM           | 037389103           | 29606  | 644440   | SH  | DEFINE |
| AON CORP                     | COM           | 037389103           | 118931 | 2588826  | SH  | DEFINE |
| AON CORP                     | COM           | 037389103           | 2998   | 64560    | SH  | DEFINE |
| AON CORP                     | COM           | 037389103           | 1973   | 42940    | SH  | DEFINE |
| AON CORP                     | COM           | 037389103           | 628    | 13662    | SH  | DEFINE |
| AON CORP                     | COM           | 037389103           | 29111  | 633683   | SH  | DEFINE |
| APACHE CORP                  | COM           | 037411105           | 6186   | 44500    | SH  | DEFINE |
| APACHE CORP                  | COM           | 037411105           | 44514  | 320248   | SH  | DEFINE |
| APACHE CORP                  | COM           | 037411105           | 520    | 3740     | SH  | DEFINE |
| APACHE CORP                  | COM           | 037411105           | 5574   | 40100    | SH  | DEFINE |
| APEX SILVER MINES LTD        | ORD           | G04074103           | 982    | 200000   | SH  | DEFINE |
| APOGEE ENTERPRISES INC       | COM           | 037598109           | 39839  | 2465300  | SH  | DEFINE |
| APOLLO GROUP INC             | CL A          | 037604105           | 39     | 873      | SH  | DEFINE |
| APOLLO GROUP INC             | CL A          | 037604105           | 5502   | 124300   | SH  | DEFINE |
| APOLLO INVT CORP             | COM           | 03761U106           | 2960   | 206582   | SH  | DEFINE |
| APOLLO INVT CORP             | COM           | 03761U106           | 101    | 7063     | SH  | DEFINE |
| APPLE INC                    | COM           | 037833100           | 198756 | 1187030  | SH  | DEFINE |
| APPLE INC                    | COM           | 037833100           | 133952 | 800000   | SH  | DEFINE |
| APPLE INC                    | COM           | 037833100           | 81644  | 487602   | SH  | DEFINE |
| APPLE INC                    | COM           | 037833100           | 3684   | 22000    | SH  | DEFINE |
| APPLE INC                    | COM           | 037833100           | 27     | 160      | SH  | DEFINE |
| APPLE INC                    | COM           | 037833100           | 464    | 2770     | SH  | DEFINE |

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

|                              |                 |           |         |          |    |        |
|------------------------------|-----------------|-----------|---------|----------|----|--------|
| APPLE INC                    | COM             | 037833100 | 167     | 1000     | SH | DEFINE |
| APPLE INC                    | COM             | 037833100 | 991     | 5921     | SH | DEFINE |
| APPLE INC                    | COM             | 037833100 | 2738    | 16350    | SH | DEFINE |
| APPLIED INDL TECHNOLOGIES IN | COM             | 03820C105 | 33312   | 1378250  | SH | DEFINE |
| APPLIED MATLS INC            | COM             | 038222105 | 564     | 29550    | SH | DEFINE |
| APPLIED MATLS INC            | COM             | 038222105 | 2872    | 150435   | SH | DEFINE |
| APTARGROUP INC               | COM             | 038336103 | 31014   | 739300   | SH | DEFINE |
| AQUA AMERICA INC             | COM             | 03836W103 | 190     | 11866    | SH | DEFINE |
| AQUILA INC                   | COM             | 03840P102 | 791     | 209710   | SH | DEFINE |
| AQUILA INC                   | COM             | 03840P102 | 169     | 45890    | SH | DEFINE |
| AQUILA INC                   | COM             | 03840P102 | 61393   | 16284718 | SH | DEFINE |
| AQUILA INC                   | COM             | 03840P102 | 36684   | 9730447  | SH | DEFINE |
| ARACRUZ CELULOSE S A         | SPON ADR PFD B  | 038496204 | 12335   | 168075   | SH | DEFINE |
| ARBOR RLTY TR INC            | COM             | 038923108 | 9384    | 1046100  | SH | DEFINE |
| ARCELORMITTAL SA LUXEMBOURG  | NY REGISTRY SH  | 03938L104 | 2423    | 24454    | SH | DEFINE |
| ARCH COAL INC                | COM             | 039380100 | 21376   | 284900   | SH | DEFINE |
| ARCHER DANIELS MIDLAND CO    | COM             | 039483102 | 8166    | 241942   | SH | DEFINE |
| ARCHER DANIELS MIDLAND CO    | UNIT 99/99/9999 | 039483201 | 17536   | 400000   | SH | DEFINE |
| ARGO GROUP INTL HLDGS LTD    | COM             | G0464B107 | 22      | 648      | SH | DEFINE |
| ARGO GROUP INTL HLDGS LTD    | COM             | G0464B107 | 6407    | 190910   | SH | DEFINE |
| ARIAD PHARMACEUTICALS INC    | COM             | 04033A100 | 1772    | 738300   | SH | DEFINE |
| ARIES MARITIME TRANSPRT LTD  | SHS             | G0474B105 | 3007    | 619900   | SH | DEFINE |
| ARKANSAS BEST CORP DEL       | COM             | 040790107 | 18320   | 500000   | SH | DEFINE |
| ARLINGTON TANKERS LTD        | COM             | G04899103 | 4797    | 206600   | SH | DEFINE |
| ARMSTRONG WORLD INDS INC NEW | COM             | 04247X102 | 10227   | 350000   | SH | DEFINE |
| ARMSTRONG WORLD INDS INC NEW | COM             | 04247X102 | 27124   | 928264   | SH | DEFINE |
| ARQULE INC                   | COM             | 04269E107 | 2570    | 790800   | SH | DEFINE |
| ARQULE INC                   | COM             | 04269E107 | 228     | 70000    | SH | DEFINE |
| ARRIS GROUP INC              | COM             | 04269Q100 | 209     | 24696    | SH | DEFINE |
| ARRIS GROUP INC              | COM             | 04269Q100 | 3650    | 431900   | SH | DEFINE |
| ARRIS GROUP INC              | COM             | 04269Q100 | 296     | 35000    | SH | DEFINE |
| ARRIS GROUP INC              | COM             | 04269Q100 | 137     | 16200    | SH | DEFINE |
| ARROW ELECTRS INC            | COM             | 042735100 | 265     | 8640     | SH | DEFINE |
| ART TECHNOLOGY GROUP INC     | COM             | 04289L107 | 6393    | 1997730  | SH | DEFINE |
| ART TECHNOLOGY GROUP INC     | COM             | 04289L107 | 482     | 150700   | SH | DEFINE |
| ART TECHNOLOGY GROUP INC     | COM             | 04289L107 | 4784    | 1495460  | SH | DEFINE |
| ASHLAND INC NEW              | COM             | 044209104 | 12848   | 266546   | SH | DEFINE |
| ASPEN INSURANCE HOLDINGS LTD | SHS             | G05384105 | 58099   | 2454550  | SH | DEFINE |
| ASSURANT INC                 | COM             | 04621X108 | 52814   | 800700   | SH | DEFINE |
| ASSURANT INC                 | COM             | 04621X108 | 21982   | 333270   | SH | DEFINE |
| ASSURANT INC                 | COM             | 04621X108 | 321     | 4860     | SH | DEFINE |
| ASSURED GUARANTY LTD         | COM             | G0585R106 | 5487    | 305000   | SH | DEFINE |
| ASSURED GUARANTY LTD         | COM             | G0585R106 | 7933    | 440991   | SH | DEFINE |
| ASTRAZENECA PLC              | SPONSORED ADR   | 046353108 | 1887    | 44363    | SH | DEFINE |
| AT&T INC                     | COM             | 00206R102 | 1603108 | 47584102 | SH | DEFINE |
| AT&T INC                     | COM             | 00206R102 | 42506   | 1261681  | SH | DEFINE |
| AT&T INC                     | COM             | 00206R102 | 168     | 5000     | SH | DEFINE |
| AT&T INC                     | COM             | 00206R102 | 46      | 1366     | SH | DEFINE |
| AT&T INC                     | COM             | 00206R102 | 25930   | 771876   | SH | DEFINE |
| AT&T INC                     | COM             | 00206R102 | 22451   | 666411   | SH | DEFINE |
| AT&T INC                     | COM             | 00206R102 | 2978    | 88402    | SH | DEFINE |
| AT&T INC                     | COM             | 00206R102 | 1255    | 37255    | SH | DEFINE |
| AT&T INC                     | COM             | 00206R102 | 10559   | 313430   | SH | DEFINE |
| AT&T INC                     | COM             | 00206R102 | 270     | 8000     | SH | DEFINE |
| ATHEROS COMMUNICATIONS INC   | COM             | 04743P108 | 14267   | 475570   | SH | DEFINE |
| ATHEROS COMMUNICATIONS INC   | COM             | 04743P108 | 4554    | 151800   | SH | DEFINE |
| ATHEROS COMMUNICATIONS INC   | COM             | 04743P108 | 345     | 11500    | SH | DEFINE |
| ATLANTIC TELE NETWORK INC    | COM NEW         | 049079205 | 11279   | 410000   | SH | DEFINE |
| ATMOS ENERGY CORP            | COM             | 049560105 | 45353   | 1645000  | SH | DEFINE |
| ATMOS ENERGY CORP            | COM             | 049560105 | 139780  | 5070000  | SH | DEFINE |
| ATMOS ENERGY CORP            | COM             | 049560105 | 18      | 641      | SH | DEFINE |
| ATWOOD OCEANICS INC          | COM             | 050095108 | 32838   | 264100   | SH | DEFINE |



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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| AUTODESK INC                 | COM            | 052769106 | 48041  | 1420910  | SH | DEFINE |
| AUTODESK INC                 | COM            | 052769106 | 3959   | 117090   | SH | DEFINE |
| AUTODESK INC                 | COM            | 052769106 | 3638   | 107600   | SH | DEFINE |
| AUTODESK INC                 | COM            | 052769106 | 277    | 8191     | SH | DEFINE |
| AUTODESK INC                 | COM            | 052769106 | 1200   | 35500    | SH | DEFINE |
| AUTOLIV INC                  | COM            | 052800109 | 1790   | 38400    | SH | DEFINE |
| AUTOLIV INC                  | COM            | 052800109 | 11655  | 250000   | SH | DEFINE |
| AUTOLIV INC                  | COM            | 052800109 | 270    | 5800     | SH | DEFINE |
| AUTOLIV INC                  | COM            | 052800109 | 950    | 20373    | SH | DEFINE |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 29330  | 700000   | SH | DEFINE |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 9758   | 232891   | SH | DEFINE |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 176    | 4210     | SH | OTHER  |
| AUTOMATIC DATA PROCESSING IN | COM            | 053015103 | 2      | 50       | SH | DEFINE |
| AVALONBAY CMNTYS INC         | COM            | 053484101 | 205    | 2300     | SH | DEFINE |
| AVALONBAY CMNTYS INC         | COM            | 053484101 | 219    | 2455     | SH | DEFINE |
| AVALONBAY CMNTYS INC         | COM            | 053484101 | 954    | 10700    | SH | DEFINE |
| AVALONBAY CMNTYS INC         | COM            | 053484101 | 1765   | 19800    | SH | DEFINE |
| AVALONBAY CMNTYS INC         | COM            | 053484101 | 25321  | 283998   | SH | DEFINE |
| AVALONBAY CMNTYS INC         | COM            | 053484101 | 67     | 755      | SH | DEFINE |
| AVALONBAY CMNTYS INC         | COM            | 053484101 | 348    | 3900     | SH | DEFINE |
| AVERY DENNISON CORP          | COM            | 053611109 | 25780  | 586854   | SH | DEFINE |
| AVERY DENNISON CORP          | COM            | 053611109 | 20296  | 462000   | SH | DEFINE |
| AVERY DENNISON CORP          | COM            | 053611109 | 489    | 11120    | SH | DEFINE |
| AVERY DENNISON CORP          | COM            | 053611109 | 44     | 1000     | SH | DEFINE |
| AVERY DENNISON CORP          | COM            | 053611109 | 767    | 17450    | SH | DEFINE |
| AVERY DENNISON CORP          | COM            | 053611109 | 268    | 6100     | SH | DEFINE |
| AVERY DENNISON CORP          | COM            | 053611109 | 31     | 700      | SH | DEFINE |
| AVISTA CORP                  | COM            | 05379B107 | 13031  | 607200   | SH | DEFINE |
| AVOCENT CORP                 | COM            | 053893103 | 37330  | 2007000  | SH | DEFINE |
| AVON PRODS INC               | COM            | 054303102 | 16616  | 461289   | SH | DEFINE |
| AVON PRODS INC               | COM            | 054303102 | 448    | 12430    | SH | DEFINE |
| AVON PRODS INC               | COM            | 054303102 | 2      | 50       | SH | DEFINE |
| AXA                          | SPONSORED ADR  | 054536107 | 561    | 19080    | SH | DEFINE |
| AXA                          | SPONSORED ADR  | 054536107 | 314    | 10680    | SH | DEFINE |
| AXA                          | SPONSORED ADR  | 054536107 | 27307  | 915170   | SH | DEFINE |
| AXIS CAPITAL HOLDINGS        | SHS            | G0692U109 | 1025   | 34370    | SH | DEFINE |
| BAIDU COM INC                | SPON ADR REP A | 056752108 | 11079  | 35400    | SH | DEFINE |
| BAIDU COM INC                | SPON ADR REP A | 056752108 | 47     | 150      | SH | DEFINE |
| BAKER HUGHES INC             | COM            | 057224107 | 7424   | 85000    | SH | DEFINE |
| BAKER HUGHES INC             | COM            | 057224107 | 1407   | 16105    | SH | DEFINE |
| BALDWIN & LYONS INC          | CL B           | 057755209 | 4176   | 238875   | SH | DEFINE |
| BALL CORP                    | COM            | 058498106 | 476    | 9980     | SH | DEFINE |
| BANCO BILBAO VIZCAYA ARGENTA | SPONSORED ADR  | 05946K101 | 1996   | 105197   | SH | DEFINE |
| BANCO BRADESCO S A           | SP ADR PFD NEW | 059460303 | 429882 | 21010869 | SH | DEFINE |
| BANCO BRADESCO S A           | SP ADR PFD NEW | 059460303 | 21994  | 1074954  | SH | DEFINE |
| BANCO BRADESCO S A           | SP ADR PFD NEW | 059460303 | 356    | 17420    | SH | DEFINE |
| BANCO ITAU HLDG FINANCIERA S | SP ADR 500 PFD | 059602201 | 1243   | 61211    | SH | DEFINE |
| BANCO LATINOAMERICANO DE EXP | CL E           | P16994132 | 19402  | 1198403  | SH | DEFINE |
| BANCO MACRO SA               | SPON ADR B     | 05961W105 | 191    | 11500    | SH | DEFINE |
| BANCO SANTANDER CHILE NEW    | SP ADR REP COM | 05965X109 | 3286   | 76400    | SH | DEFINE |
| BANCO SANTANDER SA           | ADR            | 05964H105 | 150    | 8272     | SH | DEFINE |
| BANCO SANTANDER SA           | ADR            | 05964H105 | 17598  | 961648   | SH | DEFINE |
| BANK HAWAII CORP             | COM            | 062540109 | 630    | 13178    | SH | DEFINE |
| BANK NOVA SCOTIA HALIFAX     | COM            | 064149107 | 648    | 14132    | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 3765   | 157727   | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 709225 | 29711965 | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 21953  | 919673   | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 143    | 6000     | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 5964   | 249855   | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 3006   | 125914   | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 15192  | 635266   | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM            | 060505104 | 65469  | 2742738  | SH | DEFINE |

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

|                              |               |           |        |          |    |        |
|------------------------------|---------------|-----------|--------|----------|----|--------|
| BANK OF AMERICA CORPORATION  | COM           | 060505104 | 1644   | 68892    | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM           | 060505104 | 727    | 30470    | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM           | 060505104 | 56449  | 2364849  | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM           | 060505104 | 11044  | 462657   | SH | DEFINE |
| BANK OF AMERICA CORPORATION  | COM           | 060505104 | 49     | 2050     | SH | DEFINE |
| BANK OF NEW YORK MELLON CORP | COM           | 064058100 | 3802   | 100500   | SH | DEFINE |
| BANK OF NEW YORK MELLON CORP | COM           | 064058100 | 16646  | 440012   | SH | DEFINE |
| BANK OF NEW YORK MELLON CORP | COM           | 064058100 | 98     | 2600     | SH | DEFINE |
| BANK OF NEW YORK MELLON CORP | COM           | 064058100 | 23596  | 623750   | SH | DEFINE |
| BANK OF NEW YORK MELLON CORP | COM           | 064058100 | 59026  | 1560301  | SH | DEFINE |
| BANK OF NEW YORK MELLON CORP | COM           | 064058100 | 9590   | 253491   | SH | DEFINE |
| BANK OF NEW YORK MELLON CORP | COM           | 064058100 | 410    | 10849    | SH | DEFINE |
| BANKUNITED FINL CORP         | CL A          | 06652B103 | 357    | 372090   | SH | DEFINE |
| BARCLAYS BANK PLC            | ADR PFD SR 5  | 06739H362 | 3590   | 145983   | SH | DEFINE |
| BARCLAYS PLC                 | ADR           | 06738E204 | 17     | 750      | SH | DEFINE |
| BARCLAYS PLC                 | ADR           | 06738E204 | 2786   | 120330   | SH | DEFINE |
| BARD C R INC                 | COM           | 067383109 | 72439  | 823635   | SH | DEFINE |
| BARD C R INC                 | COM           | 067383109 | 1552   | 17642    | SH | DEFINE |
| BARD C R INC                 | COM           | 067383109 | 1650   | 18761    | SH | DEFINE |
| BARR PHARMACEUTICALS INC     | COM           | 068306109 | 4134   | 91700    | SH | DEFINE |
| BARR PHARMACEUTICALS INC     | COM           | 068306109 | 79     | 1750     | SH | DEFINE |
| BARRETT BILL CORP            | COM           | 06846N104 | 127229 | 2141550  | SH | DEFINE |
| BARRETT BILL CORP            | COM           | 06846N104 | 6199   | 104340   | SH | DEFINE |
| BARRETT BILL CORP            | COM           | 06846N104 | 463    | 7800     | SH | DEFINE |
| BARRETT BILL CORP            | COM           | 06846N104 | 9127   | 153636   | SH | DEFINE |
| BARRICK GOLD CORP            | COM           | 067901108 | 158530 | 3484183  | SH | DEFINE |
| BARRICK GOLD CORP            | COM           | 067901108 | 614    | 13493    | SH | DEFINE |
| BASSETT FURNITURE INDS INC   | COM           | 070203104 | 7518   | 637100   | SH | DEFINE |
| BASSETT FURNITURE INDS INC   | COM           | 070203104 | 12     | 1000     | SH | DEFINE |
| BAXTER INTL INC              | COM           | 071813109 | 3652   | 57110    | SH | DEFINE |
| BAXTER INTL INC              | COM           | 071813109 | 25576  | 400000   | SH | DEFINE |
| BAXTER INTL INC              | COM           | 071813109 | 3861   | 60391    | SH | DEFINE |
| BAXTER INTL INC              | COM           | 071813109 | 267    | 4170     | SH | DEFINE |
| BBVA BANCO FRANCES S A       | SPONSORED ADR | 07329M100 | 6726   | 1269025  | SH | DEFINE |
| BCE INC                      | COM NEW       | 05534B760 | 5136   | 147546   | SH | DEFINE |
| BE AEROSPACE INC             | COM           | 073302101 | 11524  | 494800   | SH | DEFINE |
| BE AEROSPACE INC             | COM           | 073302101 | 5231   | 224609   | SH | DEFINE |
| BE AEROSPACE INC             | COM           | 073302101 | 1558   | 66900    | SH | DEFINE |
| BEARINGPOINT INC             | COM           | 074002106 | 10073  | 12435368 | SH | DEFINE |
| BEARINGPOINT INC             | COM           | 074002106 | 33     | 40700    | SH | DEFINE |
| BEAZER HOMES USA INC         | COM           | 07556Q105 | 17818  | 3198991  | SH | DEFINE |
| BECKMAN COULTER INC          | COM           | 075811109 | 452    | 6700     | SH | DEFINE |
| BECTON DICKINSON & CO        | COM           | 075887109 | 105943 | 1303112  | SH | DEFINE |
| BECTON DICKINSON & CO        | COM           | 075887109 | 4938   | 60737    | SH | DEFINE |
| BECTON DICKINSON & CO        | COM           | 075887109 | 1813   | 22300    | SH | DEFINE |
| BECTON DICKINSON & CO        | COM           | 075887109 | 106    | 1300     | SH | DEFINE |
| BED BATH & BEYOND INC        | COM           | 075896100 | 1929   | 68650    | SH | DEFINE |
| BEMIS INC                    | COM           | 081437105 | 68672  | 3062989  | SH | DEFINE |
| BEMIS INC                    | COM           | 081437105 | 8016   | 357558   | SH | DEFINE |
| BENCHMARK ELECTRS INC        | COM           | 08160H101 | 42120  | 2577700  | SH | DEFINE |
| BERKLEY W R CORP             | COM           | 084423102 | 987    | 40859    | SH | DEFINE |
| BERKSHIRE HATHAWAY INC DEL   | CL A          | 084670108 | 22218  | 184      | SH | DEFINE |
| BERKSHIRE HATHAWAY INC DEL   | CL A          | 084670108 | 6038   | 50       | SH | DEFINE |
| BERKSHIRE HATHAWAY INC DEL   | CL A          | 084670108 | 483845 | 4007     | SH | DEFINE |
| BERKSHIRE HATHAWAY INC DEL   | CL B          | 084670207 | 550    | 137      | SH | DEFINE |
| BERKSHIRE HATHAWAY INC DEL   | CL B          | 084670207 | 23791  | 5930     | SH | DEFINE |
| BERKSHIRE HATHAWAY INC DEL   | CL B          | 084670207 | 837076 | 208643   | SH | DEFINE |
| BERKSHIRE HATHAWAY INC DEL   | CL B          | 084670207 | 20     | 5        | SH | DEFINE |
| BERKSHIRE HATHAWAY INC DEL   | CL B          | 084670207 | 421    | 105      | SH | DEFINE |
| BEST BUY INC                 | COM           | 086516101 | 34067  | 860279   | SH | DEFINE |
| BEST BUY INC                 | COM           | 086516101 | 16881  | 426297   | SH | DEFINE |
| BEST BUY INC                 | COM           | 086516101 | 1444   | 36473    | SH | DEFINE |

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

|                              |                  |           |        |          |     |        |
|------------------------------|------------------|-----------|--------|----------|-----|--------|
| BEST BUY INC                 | COM              | 086516101 | 238    | 6000     | SH  | DEFINE |
| BEST BUY INC                 | SDCV 2.250% 1/10 | 086516AF8 | 38700  | 36945000 | PRN | DEFINE |
| BEVERLY HILLS BANCORP DEL    | COM              | 087866109 | 1456   | 866488   | SH  | DEFINE |
| BFC FINL CORP                | CL A             | 055384200 | 750    | 1000000  | SH  | DEFINE |
| BHP BILLITON LTD             | SPONSORED ADR    | 088606108 | 8320   | 97662    | SH  | DEFINE |
| BHP BILLITON PLC             | SPONSORED ADR    | 05545E209 | 7663   | 98900    | SH  | DEFINE |
| BIG 5 SPORTING GOODS CORP    | COM              | 08915P101 | 11274  | 1488859  | SH  | DEFINE |
| BIG LOTS INC                 | COM              | 089302103 | 31240  | 1000000  | SH  | DEFINE |
| BIODEL INC                   | COM              | 09064M105 | 2295   | 176500   | SH  | DEFINE |
| BIOFORM MEDICAL INC          | COM              | 09065G107 | 1852   | 458300   | SH  | DEFINE |
| BIOFORM MEDICAL INC          | COM              | 09065G107 | 81     | 20000    | SH  | DEFINE |
| BIOGEN IDEC INC              | COM              | 09062X103 | 9525   | 170422   | SH  | DEFINE |
| BIOGEN IDEC INC              | COM              | 09062X103 | 22356  | 400000   | SH  | DEFINE |
| BIOGEN IDEC INC              | COM              | 09062X103 | 3346   | 59863    | SH  | DEFINE |
| BIOGEN IDEC INC              | COM              | 09062X103 | 177    | 3170     | SH  | DEFINE |
| BIOMARIN PHARMACEUTICAL INC  | COM              | 09061G101 | 3095   | 106800   | SH  | DEFINE |
| BIOMARIN PHARMACEUTICAL INC  | COM              | 09061G101 | 2151   | 74210    | SH  | DEFINE |
| BIOMARIN PHARMACEUTICAL INC  | COM              | 09061G101 | 168    | 5800     | SH  | DEFINE |
| BIOMARIN PHARMACEUTICAL INC  | NOTE 1.875% 4/20 | 09061GAD3 | 6789   | 4300000  | PRN | DEFINE |
| BIOVAIL CORP                 | COM              | 09067J109 | 117    | 12100    | SH  | DEFINE |
| BJ SVCS CO                   | COM              | 055482103 | 6053   | 189510   | SH  | DEFINE |
| BJS RESTAURANTS INC          | COM              | 09180C106 | 4212   | 432900   | SH  | DEFINE |
| BLACK & DECKER CORP          | COM              | 091797100 | 2701   | 46968    | SH  | DEFINE |
| BLACKROCK INC                | COM              | 09247X101 | 34897  | 197160   | SH  | DEFINE |
| BLACKROCK INC                | COM              | 09247X101 | 227    | 1280     | SH  | DEFINE |
| BLACKROCK INC                | COM              | 09247X101 | 266    | 1500     | SH  | DEFINE |
| BLACKROCK MUNIHLDGS FD INC   | COM              | 09254A101 | 151    | 13000    | SH  | DEFINE |
| BLACKROCK MUNIYIELD N Y INSD | COM              | 09255E102 | 142    | 11922    | SH  | DEFINE |
| BLACKROCK NY INS MUN INC TR  | COM              | 09249U105 | 484    | 36750    | SH  | DEFINE |
| BLOCK H & R INC              | COM              | 093671105 | 984    | 46000    | SH  | DEFINE |
| BLOCK H & R INC              | COM              | 093671105 | 105370 | 4923826  | SH  | DEFINE |
| BMB MUNAI INC                | COM              | 09656A105 | 27232  | 4583855  | SH  | DEFINE |
| BMC SOFTWARE INC             | COM              | 055921100 | 378    | 10493    | SH  | DEFINE |
| BMC SOFTWARE INC             | COM              | 055921100 | 9797   | 272150   | SH  | DEFINE |
| BMC SOFTWARE INC             | COM              | 055921100 | 8524   | 236790   | SH  | DEFINE |
| BOB EVANS FARMS INC          | COM              | 096761101 | 675    | 23600    | SH  | DEFINE |
| BOEING CO                    | COM              | 097023105 | 55297  | 841400   | SH  | DEFINE |
| BOEING CO                    | COM              | 097023105 | 68677  | 1045000  | SH  | DEFINE |
| BOEING CO                    | COM              | 097023105 | 17987  | 273685   | SH  | DEFINE |
| BOEING CO                    | COM              | 097023105 | 47     | 710      | SH  | DEFINE |
| BOEING CO                    | COM              | 097023105 | 2886   | 43666    | SH  | DEFINE |
| BOEING CO                    | COM              | 097023105 | 322    | 4900     | SH  | DEFINE |
| BOEING CO                    | COM              | 097023105 | 1894   | 28822    | SH  | DEFINE |
| BOEING CO                    | COM              | 097023105 | 434    | 6600     | SH  | DEFINE |
| BORGWARNER INC               | COM              | 099724106 | 45523  | 1025760  | SH  | DEFINE |
| BORGWARNER INC               | COM              | 099724106 | 2089   | 47080    | SH  | DEFINE |
| BORGWARNER INC               | COM              | 099724106 | 977    | 22012    | SH  | DEFINE |
| BOSTON PROPERTIES INC        | COM              | 101121101 | 433    | 4800     | SH  | DEFINE |
| BOSTON PROPERTIES INC        | COM              | 101121101 | 235    | 2600     | SH  | DEFINE |
| BOSTON PROPERTIES INC        | COM              | 101121101 | 1498   | 16600    | SH  | DEFINE |
| BOSTON PROPERTIES INC        | COM              | 101121101 | 2607   | 28900    | SH  | DEFINE |
| BOSTON PROPERTIES INC        | COM              | 101121101 | 40833  | 452593   | SH  | DEFINE |
| BOSTON PROPERTIES INC        | COM              | 101121101 | 89     | 982      | SH  | DEFINE |
| BOSTON PROPERTIES INC        | COM              | 101121101 | 460    | 5100     | SH  | DEFINE |
| BOSTON SCIENTIFIC CORP       | COM              | 101137107 | 168    | 13645    | SH  | DEFINE |
| BOSTON SCIENTIFIC CORP       | COM              | 101137107 | 4634   | 377094   | SH  | DEFINE |
| BOSTON SCIENTIFIC CORP       | COM              | 101137107 | 22156  | 1802740  | SH  | DEFINE |
| BOSTON SCIENTIFIC CORP       | COM              | 101137107 | 48316  | 3931287  | SH  | DEFINE |
| BOSTON SCIENTIFIC CORP       | COM              | 101137107 | 2175   | 177869   | SH  | DEFINE |
| BOSTON SCIENTIFIC CORP       | COM              | 101137107 | 1067   | 86810    | SH  | DEFINE |
| BOSTON SCIENTIFIC CORP       | COM              | 101137107 | 629397 | 51212110 | SH  | DEFINE |
| BOSTON SCIENTIFIC CORP       | COM              | 101137107 | 25930  | 2109854  | SH  | DEFINE |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| BOTTOMLINE TECH DEL INC      | COM            | 101388106 | 16559  | 1701800  | SH | DEFINE |
| BOTTOMLINE TECH DEL INC      | COM            | 101388106 | 3861   | 396770   | SH | DEFINE |
| BOTTOMLINE TECH DEL INC      | COM            | 101388106 | 276    | 28400    | SH | DEFINE |
| BOTTOMLINE TECH DEL INC      | COM            | 101388106 | 15733  | 1616497  | SH | DEFINE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 2804   | 40300    | SH | DEFINE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 532238 | 7650400  | SH | DEFINE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 24363  | 350200   | SH | DEFINE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 69646  | 1001098  | SH | DEFINE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 30633  | 440315   | SH | DEFINE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 7610   | 109386   | SH | DEFINE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 29243  | 431445   | SH | DEFINE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 13     | 180      | SH | DEFINE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 28128  | 404310   | SH | DEFINE |
| BP PLC                       | SPONSORED ADR  | 055622104 | 281    | 4032     | SH | DEFINE |
| BP PRUDHOE BAY RTY TR        | UNIT BEN INT   | 055630107 | 5874   | 56826    | SH | DEFINE |
| BRADY CORP                   | CL A           | 104674106 | 247027 | 7153992  | SH | DEFINE |
| BRADY CORP                   | CL A           | 104674106 | 69     | 2000     | SH | DEFINE |
| BRIGGS & STRATTON CORP       | COM            | 109043109 | 25667  | 2024200  | SH | DEFINE |
| BRIGGS & STRATTON CORP       | COM            | 109043109 | 5      | 365      | SH | DEFINE |
| BRINKS CO                    | COM            | 109696104 | 245    | 3750     | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 332041 | 16173440 | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 14834  | 722546   | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 119785 | 5834616  | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 685    | 33389    | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 17855  | 869691   | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 97353  | 4742009  | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 2134   | 105064   | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 2102   | 102400   | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 159469 | 7767618  | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 18089  | 881081   | SH | DEFINE |
| BRISTOL MYERS SQUIBB CO      | COM            | 110122108 | 246    | 12000    | SH | DEFINE |
| BRISTOW GROUP INC            | COM            | 110394103 | 87585  | 1769750  | SH | DEFINE |
| BRISTOW GROUP INC            | COM            | 110394103 | 689    | 13915    | SH | DEFINE |
| BRITISH AMERN TOB PLC        | SPONSORED ADR  | 110448107 | 23     | 330      | SH | DEFINE |
| BRITISH AMERN TOB PLC        | SPONSORED ADR  | 110448107 | 5890   | 85050    | SH | DEFINE |
| BRITISH SKY BROADCASTING GRO | SPONSORED ADR  | 111013108 | 14670  | 400157   | SH | DEFINE |
| BROADRIDGE FINL SOLUTIONS IN | COM            | 11133T103 | 549    | 26094    | SH | DEFINE |
| BROOKDALE SR LIVING INC      | COM            | 112463104 | 1110   | 54500    | SH | DEFINE |
| BROOKDALE SR LIVING INC      | COM            | 112463104 | 31     | 1500     | SH | DEFINE |
| BROWN FORMAN CORP            | CL A           | 115637100 | 51019  | 671120   | SH | DEFINE |
| BROWN FORMAN CORP            | CL B           | 115637209 | 264    | 3500     | SH | DEFINE |
| BROWN FORMAN CORP            | CL B           | 115637209 | 119799 | 1585267  | SH | DEFINE |
| BROWN SHOE INC NEW           | COM            | 115736100 | 43600  | 3217681  | SH | DEFINE |
| BRUNSWICK CORP               | COM            | 117043109 | 32634  | 3078700  | SH | DEFINE |
| BUCKEYE PARTNERS L P         | UNIT LTD PARTN | 118230101 | 281    | 6560     | SH | DEFINE |
| BUCYRUS INTL INC NEW         | COM            | 118759109 | 6572   | 90000    | SH | DEFINE |
| BUCYRUS INTL INC NEW         | COM            | 118759109 | 37     | 500      | SH | DEFINE |
| BUNGE LIMITED                | COM            | G16962105 | 19922  | 184994   | SH | DEFINE |
| BUNGE LIMITED                | COM            | G16962105 | 17859  | 165840   | SH | DEFINE |
| BUNGE LIMITED                | COM            | G16962105 | 21976  | 204071   | SH | DEFINE |
| BUNGE LIMITED                | COM            | G16962105 | 253    | 2350     | SH | DEFINE |
| BUNGE LIMITED                | COM            | G16962105 | 8      | 73       | SH | DEFINE |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104 | 35161  | 352000   | SH | DEFINE |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104 | 47831  | 478839   | SH | DEFINE |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104 | 170    | 1700     | SH | DEFINE |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104 | 699    | 7000     | SH | DEFINE |
| BURLINGTON NORTHN SANTA FE C | COM            | 12189T104 | 30     | 300      | SH | SOLE   |
| C H ROBINSON WORLDWIDE INC   | COM NEW        | 12541W209 | 205221 | 3742182  | SH | DEFINE |
| C H ROBINSON WORLDWIDE INC   | COM NEW        | 12541W209 | 1694   | 30883    | SH | DEFINE |
| C H ROBINSON WORLDWIDE INC   | COM NEW        | 12541W209 | 2539   | 46302    | SH | DEFINE |
| CA INC                       | COM            | 12673P105 | 289    | 12505    | SH | DEFINE |
| CABLEVISION SYS CORP         | CL A NY CABLVS | 12686C109 | 18     | 800      | SH | DEFINE |

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

|                              |                 |            |        |          |     |        |
|------------------------------|-----------------|------------|--------|----------|-----|--------|
| CABLEVISION SYS CORP         | CL A NY CABLVS  | 12686C109  | 88009  | 3894189  | SH  | DEFINE |
| CABOT CORP                   | COM             | 127055101  | 24439  | 1005300  | SH  | DEFINE |
| CABOT CORP                   | COM             | 127055101  | 272    | 11170    | SH  | DEFINE |
| CADBURY PLC                  | SPONS ADR       | 12721E102  | 186    | 3693     | SH  | DEFINE |
| CADBURY PLC                  | SPONS ADR       | 12721E102  | 13126  | 260855   | SH  | DEFINE |
| CADBURY PLC                  | SPONS ADR       | 12721E102  | 56     | 1120     | SH  | DEFINE |
| CADENCE DESIGN SYSTEM INC    | COM             | 127387108  | 738    | 73080    | SH  | DEFINE |
| CADENCE DESIGN SYSTEM INC    | COM             | 127387108  | 1464   | 144967   | SH  | DEFINE |
| CADENCE DESIGN SYSTEM INC    | COM             | 127387108  | 614    | 60830    | SH  | DEFINE |
| CADENCE DESIGN SYSTEM INC    | COM             | 127387108  | 31549  | 3123664  | SH  | DEFINE |
| CADENCE DESIGN SYSTEM INC    | COM             | 127387108  | 848    | 83675    | SH  | DEFINE |
| CADENCE DESIGN SYSTEM INC    | COM             | 127387108  | 954    | 94426    | SH  | DEFINE |
| CADENCE DESIGN SYSTEM INC    | COM             | 127387108  | 68030  | 6735633  | SH  | DEFINE |
| CADENCE DESIGN SYSTEM INC    | COM             | 127387108  | 7552   | 747719   | SH  | DEFINE |
| CADENCE DESIGN SYSTEM INC    | COM             | 127387108  | 79     | 7800     | SH  | DEFINE |
| CADENCE PHARMACEUTICALS INC  | COM             | 12738T100  | 5829   | 957194   | SH  | DEFINE |
| CAL DIVE INTL INC            | NOTE 3.250%12/1 | 1127914AB5 | 14700  | 10000000 | PRN | DEFINE |
| CALIFORNIA PIZZA KITCHEN INC | COM             | 13054D109  | 19921  | 1778459  | SH  | DEFINE |
| CALLAWAY GOLF CO             | COM             | 131193104  | 240    | 20300    | SH  | DEFINE |
| CAMDEN PPTY TR               | SH BEN INT      | 133131102  | 136    | 3074     | SH  | DEFINE |
| CAMDEN PPTY TR               | SH BEN INT      | 133131102  | 571    | 12900    | SH  | DEFINE |
| CAMDEN PPTY TR               | SH BEN INT      | 133131102  | 1093   | 24700    | SH  | DEFINE |
| CAMDEN PPTY TR               | SH BEN INT      | 133131102  | 16239  | 366900   | SH  | DEFINE |
| CAMDEN PPTY TR               | SH BEN INT      | 133131102  | 164    | 3700     | SH  | DEFINE |
| CAMECO CORP                  | COM             | 13321L108  | 5311   | 123885   | SH  | DEFINE |
| CAMERON INTERNATIONAL CORP   | COM             | 13342B105  | 79623  | 1438540  | SH  | DEFINE |
| CAMERON INTERNATIONAL CORP   | COM             | 13342B105  | 288    | 5200     | SH  | DEFINE |
| CAMERON INTERNATIONAL CORP   | COM             | 13342B105  | 1144   | 20660    | SH  | DEFINE |
| CAMPBELL SOUP CO             | COM             | 134429109  | 652    | 19486    | SH  | DEFINE |
| CANADIAN NATL RY CO          | COM             | 136375102  | 30122  | 626500   | SH  | DEFINE |
| CANADIAN NATL RY CO          | COM             | 136375102  | 24040  | 500000   | SH  | DEFINE |
| CANADIAN NATL RY CO          | COM             | 136375102  | 10031  | 208630   | SH  | DEFINE |
| CANADIAN NATL RY CO          | COM             | 136375102  | 373    | 7756     | SH  | DEFINE |
| CANADIAN PAC RY LTD          | COM             | 13645T100  | 33070  | 500000   | SH  | DEFINE |
| CANADIAN PAC RY LTD          | COM             | 13645T100  | 54     | 818      | SH  | DEFINE |
| CANON INC                    | ADR             | 138006309  | 12707  | 248137   | SH  | DEFINE |
| CANON INC                    | ADR             | 138006309  | 6656   | 129969   | SH  | DEFINE |
| CANON INC                    | ADR             | 138006309  | 154    | 3000     | SH  | DEFINE |
| CAPE BANCORP INC             | COM             | 139209100  | 47     | 4830     | SH  | DEFINE |
| CAPE BANCORP INC             | COM             | 139209100  | 316    | 32393    | SH  | DEFINE |
| CAPITAL ONE FINL CORP        | COM             | 14040H105  | 10490  | 275988   | SH  | DEFINE |
| CAPITAL ONE FINL CORP        | COM             | 14040H105  | 470    | 12375    | SH  | DEFINE |
| CAPITALSOURCE INC            | COM             | 14055X102  | 26180  | 2362838  | SH  | DEFINE |
| CAPITALSOURCE INC            | COM             | 14055X102  | 1102   | 99480    | SH  | DEFINE |
| CAPITALSOURCE INC            | COM             | 14055X102  | 194    | 17481    | SH  | DEFINE |
| CAPITALSOURCE INC            | COM             | 14055X102  | 1      | 110      | SH  | DEFINE |
| CAPITALSOURCE INC            | DBCV 4.000% 7/1 | 114055XAE2 | 39724  | 49310000 | PRN | DEFINE |
| CARBO CERAMICS INC           | COM             | 140781105  | 4300   | 73700    | SH  | DEFINE |
| CARDINAL HEALTH INC          | COM             | 14149Y108  | 15474  | 300000   | SH  | DEFINE |
| CARDINAL HEALTH INC          | COM             | 14149Y108  | 1113   | 21573    | SH  | DEFINE |
| CARDINAL HEALTH INC          | COM             | 14149Y108  | 675    | 13080    | SH  | DEFINE |
| CARDINAL HEALTH INC          | COM             | 14149Y108  | 3805   | 73777    | SH  | DEFINE |
| CARDIOME PHARMA CORP         | COM NEW         | 14159U202  | 2552   | 290028   | SH  | DEFINE |
| CAREER EDUCATION CORP        | COM             | 141665109  | 179    | 12275    | SH  | DEFINE |
| CARLISLE COS INC             | COM             | 142339100  | 208566 | 7191931  | SH  | DEFINE |
| CARLISLE COS INC             | COM             | 142339100  | 15     | 500      | SH  | DEFINE |
| CARMAX INC                   | COM             | 143130102  | 192    | 13510    | SH  | DEFINE |
| CARNIVAL CORP                | PAIRED CTF      | 143658300  | 39517  | 1198926  | SH  | DEFINE |
| CARNIVAL CORP                | PAIRED CTF      | 143658300  | 18622  | 565000   | SH  | DEFINE |
| CARNIVAL CORP                | PAIRED CTF      | 143658300  | 136    | 4140     | SH  | DEFINE |
| CARNIVAL CORP                | PAIRED CTF      | 143658300  | 3685   | 111810   | SH  | DEFINE |
| CARNIVAL CORP                | PAIRED CTF      | 143658300  | 1691   | 51738    | SH  | DEFINE |

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

|                              |                 |           |        |          |     |        |
|------------------------------|-----------------|-----------|--------|----------|-----|--------|
| CARNIVAL CORP                | PAIRED CTF      | 143658300 | 51102  | 1550439  | SH  | DEFINE |
| CARNIVAL CORP                | PAIRED CTF      | 143658300 | 1866   | 56615    | SH  | DEFINE |
| CARNIVAL CORP                | PAIRED CTF      | 143658300 | 622    | 18870    | SH  | DEFINE |
| CARNIVAL CORP                | DBCV 2.000% 4/1 | 143658AN2 | 18428  | 18000000 | PRN | DEFINE |
| CASELLA WASTE SYS INC        | CL A            | 147448104 | 22093  | 1811282  | SH  | DEFINE |
| CASEYS GEN STORES INC        | COM             | 147528103 | 38170  | 1647400  | SH  | DEFINE |
| CATERPILLAR INC DEL          | COM             | 149123101 | 32038  | 434000   | SH  | DEFINE |
| CATERPILLAR INC DEL          | COM             | 149123101 | 12062  | 163404   | SH  | DEFINE |
| CATERPILLAR INC DEL          | COM             | 149123101 | 1715   | 23475    | SH  | DEFINE |
| CATERPILLAR INC DEL          | COM             | 149123101 | 1855   | 25122    | SH  | DEFINE |
| CATO CORP NEW                | CL A            | 149205106 | 6408   | 450000   | SH  | DEFINE |
| CAVALIER HOMES INC           | COM             | 149507105 | 851    | 432000   | SH  | DEFINE |
| CBS CORP NEW                 | CL B            | 124857202 | 1154   | 59212    | SH  | DEFINE |
| CBS CORP NEW                 | CL B            | 124857202 | 136    | 7000     | SH  | DEFINE |
| CEDAR FAIR L P               | DEPOSITRY UNIT  | 150185106 | 739    | 39325    | SH  | DEFINE |
| CELANESE CORP DEL            | COM SER A       | 150870103 | 1849   | 40500    | SH  | DEFINE |
| CELANESE CORP DEL            | PFD 4.25% CONV  | 150870202 | 21902  | 375000   | SH  | DEFINE |
| CELGENE CORP                 | COM             | 151020104 | 180389 | 2824318  | SH  | DEFINE |
| CELGENE CORP                 | COM             | 151020104 | 1597   | 25000    | SH  | DEFINE |
| CELGENE CORP                 | COM             | 151020104 | 69204  | 1083512  | SH  | DEFINE |
| CELGENE CORP                 | COM             | 151020104 | 6060   | 94880    | SH  | DEFINE |
| CELGENE CORP                 | COM             | 151020104 | 722    | 11302    | SH  | DEFINE |
| CELGENE CORP                 | COM             | 151020104 | 1948   | 30500    | SH  | DEFINE |
| CELLCOM ISRAEL LTD           | SHS             | M2196U109 | 1799   | 52600    | SH  | DEFINE |
| CEMEX SAB DE CV              | SPON ADR NEW    | 151290889 | 21052  | 852312   | SH  | DEFINE |
| CEMEX SAB DE CV              | SPON ADR NEW    | 151290889 | 1548   | 62677    | SH  | DEFINE |
| CEMEX SAB DE CV              | SPON ADR NEW    | 151290889 | 2011   | 81400    | SH  | DEFINE |
| CEMEX SAB DE CV              | SPON ADR NEW    | 151290889 | 115    | 4656     | SH  | DEFINE |
| CENTENNIAL COMMUNCTNS CORP N | CL A NEW        | 15133V208 | 5726   | 819100   | SH  | DEFINE |
| CENTERPOINT ENERGY INC       | COM             | 15189T107 | 141038 | 8787420  | SH  | DEFINE |
| CENTERPOINT ENERGY INC       | COM             | 15189T107 | 87     | 5400     | SH  | DEFINE |
| CENTURYTEL INC               | COM             | 156700106 | 4343   | 122029   | SH  | DEFINE |
| CENTURYTEL INC               | COM             | 156700106 | 107    | 3000     | SH  | DEFINE |
| CEPHALON INC                 | COM             | 156708109 | 15612  | 234100   | SH  | DEFINE |
| CERNER CORP                  | COM             | 156782104 | 86318  | 1910532  | SH  | DEFINE |
| CERNER CORP                  | COM             | 156782104 | 469    | 10370    | SH  | DEFINE |
| CERNER CORP                  | COM             | 156782104 | 2182   | 48304    | SH  | DEFINE |
| CF INDS HLDGS INC            | COM             | 125269100 | 5287   | 34600    | SH  | DEFINE |
| CHARMING SHOPPES INC         | COM             | 161133103 | 23868  | 5200000  | SH  | DEFINE |
| CHECK POINT SOFTWARE TECH LT | ORD             | M22465104 | 4218   | 178206   | SH  | DEFINE |
| CHECK POINT SOFTWARE TECH LT | ORD             | M22465104 | 125    | 5300     | SH  | DEFINE |
| CHECK POINT SOFTWARE TECH LT | ORD             | M22465104 | 4081   | 172420   | SH  | DEFINE |
| CHECK POINT SOFTWARE TECH LT | ORD             | M22465104 | 3654   | 154360   | SH  | DEFINE |
| CHECK POINT SOFTWARE TECH LT | ORD             | M22465104 | 42999  | 1816616  | SH  | DEFINE |
| CHECK POINT SOFTWARE TECH LT | ORD             | M22465104 | 12261  | 517987   | SH  | DEFINE |
| CHECK POINT SOFTWARE TECH LT | ORD             | M22465104 | 26595  | 1110060  | SH  | DEFINE |
| CHECK POINT SOFTWARE TECH LT | ORD             | M22465104 | 3324   | 140430   | SH  | DEFINE |
| CHECK POINT SOFTWARE TECH LT | ORD             | M22465104 | 350352 | 14801536 | SH  | DEFINE |
| CHECK POINT SOFTWARE TECH LT | ORD             | M22465104 | 324948 | 13728250 | SH  | DEFINE |
| CHEMICAL FINL CORP           | COM             | 163731102 | 31973  | 1567309  | SH  | DEFINE |
| CHESAPEAKE ENERGY CORP       | COM             | 165167107 | 6141   | 93100    | SH  | DEFINE |
| CHESAPEAKE ENERGY CORP       | COM             | 165167107 | 48616  | 737057   | SH  | DEFINE |
| CHESAPEAKE ENERGY CORP       | COM             | 165167107 | 16878  | 255880   | SH  | DEFINE |
| CHESAPEAKE ENERGY CORP       | COM             | 165167107 | 1915   | 29029    | SH  | DEFINE |
| CHESAPEAKE ENERGY CORP       | COM             | 165167107 | 778    | 11800    | SH  | DEFINE |
| CHESAPEAKE ENERGY CORP       | PFD CONV        | 165167842 | 677    | 4250     | SH  | DEFINE |
| CHEVRON CORP NEW             | COM             | 166764100 | 603699 | 6089969  | SH  | DEFINE |
| CHEVRON CORP NEW             | COM             | 166764100 | 57352  | 578556   | SH  | DEFINE |
| CHEVRON CORP NEW             | COM             | 166764100 | 22133  | 223270   | SH  | DEFINE |
| CHEVRON CORP NEW             | COM             | 166764100 | 8762   | 88391    | SH  | DEFINE |
| CHEVRON CORP NEW             | COM             | 166764100 | 25546  | 258225   | SH  | DEFINE |
| CHEVRON CORP NEW             | COM             | 166764100 | 131024 | 1321743  | SH  | DEFINE |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| CHEVRON CORP NEW             | COM            | 166764100 | 4414   | 44569    | SH | DEFINE |
| CHEVRON CORP NEW             | COM            | 166764100 | 1533   | 15460    | SH | DEFINE |
| CHEVRON CORP NEW             | COM            | 166764100 | 232445 | 2344850  | SH | DEFINE |
| CHEVRON CORP NEW             | COM            | 166764100 | 6253   | 63080    | SH | DEFINE |
| CHEVRON CORP NEW             | COM            | 166764100 | 359    | 3620     | SH | DEFINE |
| CHICOS FAS INC               | COM            | 168615102 | 91     | 17000    | SH | DEFINE |
| CHICOS FAS INC               | COM            | 168615102 | 2062   | 384060   | SH | DEFINE |
| CHICOS FAS INC               | COM            | 168615102 | 25914  | 4825760  | SH | DEFINE |
| CHICOS FAS INC               | COM            | 168615102 | 4297   | 800155   | SH | DEFINE |
| CHICOS FAS INC               | COM            | 168615102 | 886    | 156015   | SH | DEFINE |
| CHICOS FAS INC               | COM            | 168615102 | 270    | 50310    | SH | DEFINE |
| CHICOS FAS INC               | COM            | 168615102 | 146472 | 27275938 | SH | DEFINE |
| CHICOS FAS INC               | COM            | 168615102 | 6047   | 1126131  | SH | DEFINE |
| CHICOS FAS INC               | COM            | 168615102 | 26     | 4760     | SH | DEFINE |
| CHINA LIFE INS CO LTD        | SPON ADR REP H | 16939P106 | 1591   | 30500    | SH | DEFINE |
| CHINA MOBILE LIMITED         | SPONSORED ADR  | 16941M109 | 12533  | 187200   | SH | DEFINE |
| CHINA MOBILE LIMITED         | SPONSORED ADR  | 16941M109 | 2863   | 42764    | SH | DEFINE |
| CHINA MOBILE LIMITED         | SPONSORED ADR  | 16941M109 | 8      | 123      | SH | DEFINE |
| CHINA NEPSTAR CHAIN DRUGSTOR | SPONSORED ADR  | 16943C109 | 114    | 13200    | SH | DEFINE |
| CHINA SOUTHN AIRLS LTD       | SPON ADR CL H  | 169409109 | 505    | 25550    | SH | DEFINE |
| CHINA TELECOM CORP LTD       | SPON ADR H SHS | 169426103 | 8573   | 159068   | SH | DEFINE |
| CHINA TELECOM CORP LTD       | SPON ADR H SHS | 169426103 | 84     | 1540     | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL INC   | CL A           | 169656105 | 18094  | 219000   | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL INC   | CL A           | 169656105 | 13904  | 168290   | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL INC   | CL A           | 169656105 | 157    | 1900     | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL INC   | CL A           | 169656105 | 213    | 2579     | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL INC   | CL B           | 169656204 | 109493 | 1452930  | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL INC   | CL B           | 169656204 | 777    | 10305    | SH | DEFINE |
| CHIPOTLE MEXICAN GRILL INC   | CL B           | 169656204 | 1506   | 19978    | SH | DEFINE |
| CHIQUITA BRANDS INTL INC     | COM            | 170032809 | 12288  | 810000   | SH | DEFINE |
| CHRISTOPHER & BANKS CORP     | COM            | 171046105 | 27808  | 4089400  | SH | DEFINE |
| CHROMCRAFT REVINGTON INC     | COM            | 171117104 | 690    | 200000   | SH | DEFINE |
| CHUBB CORP                   | COM            | 171232101 | 15771  | 321800   | SH | DEFINE |
| CHUBB CORP                   | COM            | 171232101 | 11885  | 242494   | SH | DEFINE |
| CHUBB CORP                   | COM            | 171232101 | 49     | 1000     | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 91     | 3598     | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 2946   | 116127   | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 165    | 6501     | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 5273   | 207862   | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 50667  | 1997141  | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 1721   | 67820    | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 12904  | 525210   | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 437881 | 17259812 | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 244029 | 9618806  | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 259    | 10200    | SH | DEFINE |
| CHUNGHWA TELECOM CO LTD      | SPON ADR NEW   | 17133Q304 | 2      | 91       | SH | SOLE   |
| CHURCH & DWIGHT INC          | COM            | 171340102 | 1304   | 23140    | SH | DEFINE |
| CIGNA CORP                   | COM            | 125509109 | 1678   | 47414    | SH | DEFINE |
| CIGNA CORP                   | COM            | 125509109 | 4      | 120      | SH | DEFINE |
| CIGNA CORP                   | COM            | 125509109 | 3344   | 94500    | SH | DEFINE |
| CIMAREX ENERGY CO            | COM            | 171798101 | 341    | 4899     | SH | DEFINE |
| CINCINNATI FINL CORP         | COM            | 172062101 | 630    | 24800    | SH | DEFINE |
| CINTAS CORP                  | COM            | 172908105 | 66115  | 2493978  | SH | DEFINE |
| CINTAS CORP                  | COM            | 172908105 | 441    | 16650    | SH | DEFINE |
| CIRCOR INTL INC              | COM            | 17273K109 | 38193  | 779600   | SH | DEFINE |
| CISCO SYS INC                | COM            | 17275R102 | 157585 | 6774950  | SH | DEFINE |
| CISCO SYS INC                | COM            | 17275R102 | 35937  | 1545000  | SH | DEFINE |
| CISCO SYS INC                | COM            | 17275R102 | 60978  | 2621566  | SH | DEFINE |
| CISCO SYS INC                | COM            | 17275R102 | 105    | 4500     | SH | OTHER  |
| CISCO SYS INC                | COM            | 17275R102 | 1628   | 70000    | SH | DEFINE |
| CISCO SYS INC                | COM            | 17275R102 | 8806   | 378570   | SH | DEFINE |
| CISCO SYS INC                | COM            | 17275R102 | 4115   | 176930   | SH | DEFINE |

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

|                              |                  |           |        |          |     |        |
|------------------------------|------------------|-----------|--------|----------|-----|--------|
| CISCO SYS INC                | COM              | 17275R102 | 766    | 32920    | SH  | DEFINE |
| CISCO SYS INC                | COM              | 17275R102 | 10631  | 457068   | SH  | DEFINE |
| CISCO SYS INC                | COM              | 17275R102 | 910    | 39104    | SH  | DEFINE |
| CISCO SYS INC                | COM              | 17275R102 | 1038   | 44620    | SH  | DEFINE |
| CISCO SYS INC                | COM              | 17275R102 | 306184 | 13163550 | SH  | DEFINE |
| CISCO SYS INC                | COM              | 17275R102 | 10698  | 459940   | SH  | DEFINE |
| CISCO SYS INC                | COM              | 17275R102 | 4      | 182      | SH  | SOLE   |
| CIT GROUP INC                | COM              | 125581108 | 17498  | 2569400  | SH  | DEFINE |
| CIT GROUP INC                | COM              | 125581108 | 1      | 85       | SH  | DEFINE |
| CIT GROUP INC                | COM              | 125581108 | 68788  | 10101048 | SH  | DEFINE |
| CIT GROUP INC                | UNIT 99/99/9999  | 125581405 | 13957  | 1561200  | SH  | DEFINE |
| CIT GROUP INC                | 8.75%PFD SER C   | 125581603 | 1226   | 30000    | SH  | DEFINE |
| CITIGROUP INC                | COM              | 172967101 | 1642   | 98000    | SH  | DEFINE |
| CITIGROUP INC                | COM              | 172967101 | 22369  | 1334690  | SH  | DEFINE |
| CITIGROUP INC                | COM              | 172967101 | 12133  | 723954   | SH  | DEFINE |
| CITIGROUP INC                | COM              | 172967101 | 18     | 1050     | SH  | DEFINE |
| CITIGROUP INC                | COM              | 172967101 | 5616   | 334860   | SH  | DEFINE |
| CITIGROUP INC                | COM              | 172967101 | 121    | 7200     | SH  | DEFINE |
| CITIGROUP INC                | COM              | 172967101 | 34     | 2000     | SH  | DEFINE |
| CITIZENS COMMUNICATIONS CO   | COM              | 17453B101 | 7058   | 622382   | SH  | DEFINE |
| CITIZENS COMMUNICATIONS CO   | COM              | 17453B101 | 193    | 17000    | SH  | DEFINE |
| CITRIX SYS INC               | COM              | 177376100 | 394    | 13400    | SH  | DEFINE |
| CLARCOR INC                  | COM              | 179895107 | 6037   | 172000   | SH  | DEFINE |
| CLAYTON HLDGS INC            | COM              | 18418N107 | 5618   | 940970   | SH  | DEFINE |
| CLAYTON HLDGS INC            | COM              | 18418N107 | 191    | 32000    | SH  | DEFINE |
| CLEAN HARBORS INC            | COM              | 184496107 | 6551   | 92190    | SH  | DEFINE |
| CLEAN HARBORS INC            | COM              | 184496107 | 490    | 6900     | SH  | DEFINE |
| CLEAN HARBORS INC            | COM              | 184496107 | 441    | 6200     | SH  | DEFINE |
| CLEAR CHANNEL COMMUNICATIONS | COM              | 184502102 | 17600  | 500000   | SH  | DEFINE |
| CLEAR CHANNEL COMMUNICATIONS | COM              | 184502102 | 25     | 712      | SH  | DEFINE |
| CLECO CORP NEW               | COM              | 12561W105 | 23330  | 1000000  | SH  | DEFINE |
| CLEVELAND CLIFFS INC         | COM              | 185896107 | 12     | 100      | SH  | DEFINE |
| CLEVELAND CLIFFS INC         | COM              | 185896107 | 5435   | 45600    | SH  | DEFINE |
| CLOROX CO DEL                | COM              | 189054109 | 29583  | 566720   | SH  | DEFINE |
| CLOROX CO DEL                | COM              | 189054109 | 4406   | 84408    | SH  | DEFINE |
| CLOROX CO DEL                | COM              | 189054109 | 25     | 480      | SH  | DEFINE |
| CLOROX CO DEL                | COM              | 189054109 | 524    | 10030    | SH  | DEFINE |
| CLOROX CO DEL                | COM              | 189054109 | 162    | 3100     | SH  | DEFINE |
| CLOROX CO DEL                | COM              | 189054109 | 262    | 5015     | SH  | DEFINE |
| CME GROUP INC                | COM              | 12572Q105 | 13542  | 35340    | SH  | DEFINE |
| CME GROUP INC                | COM              | 12572Q105 | 2147   | 5603     | SH  | DEFINE |
| CME GROUP INC                | COM              | 12572Q105 | 106    | 277      | SH  | DEFINE |
| CMS ENERGY CORP              | COM              | 125896100 | 4470   | 300000   | SH  | DEFINE |
| CMS ENERGY CORP              | COM              | 125896100 | 6429   | 431474   | SH  | DEFINE |
| CMS ENERGY CORP              | NOTE 2.875%12/01 | 125896AW0 | 7139   | 6000000  | PRN | DEFINE |
| CNH GLOBAL N V               | SHS NEW          | N20935206 | 41277  | 1215100  | SH  | DEFINE |
| CNINSURE INC                 | SPONSORED ADR    | 18976M103 | 4637   | 316070   | SH  | DEFINE |
| CNOOC LTD                    | SPONSORED ADR    | 126132109 | 32     | 185      | SH  | DEFINE |
| CNOOC LTD                    | SPONSORED ADR    | 126132109 | 2393   | 13790    | SH  | DEFINE |
| COACH INC                    | COM              | 189754104 | 21464  | 743214   | SH  | DEFINE |
| COAST DISTR SYS              | COM              | 190345108 | 204    | 66800    | SH  | DEFINE |
| COBRA ELECTRS CORP           | COM              | 191042100 | 1283   | 470000   | SH  | DEFINE |
| COCA COLA CO                 | COM              | 191216100 | 29869  | 574630   | SH  | DEFINE |
| COCA COLA CO                 | COM              | 191216100 | 26549  | 510752   | SH  | DEFINE |
| COCA COLA CO                 | COM              | 191216100 | 1913   | 37153    | SH  | DEFINE |
| COCA COLA CO                 | COM              | 191216100 | 1752   | 33697    | SH  | DEFINE |
| COCA COLA ENTERPRISES INC    | COM              | 191219104 | 1      | 40       | SH  | DEFINE |
| COCA COLA ENTERPRISES INC    | COM              | 191219104 | 235998 | 13641495 | SH  | DEFINE |
| COGENT COMM GROUP INC        | COM NEW          | 19239V302 | 1069   | 79800    | SH  | DEFINE |
| COGENT COMM GROUP INC        | COM NEW          | 19239V302 | 10229  | 762962   | SH  | DEFINE |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A             | 192446102 | 25504  | 784500   | SH  | DEFINE |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A             | 192446102 | 11295  | 347427   | SH  | DEFINE |



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

|                              |                |           |         |          |    |        |
|------------------------------|----------------|-----------|---------|----------|----|--------|
| COGNIZANT TECHNOLOGY SOLUTIO | CL A           | 192446102 | 276     | 8480     | SH | DEFINE |
| COHERENT INC                 | COM            | 192479103 | 14601   | 488500   | SH | DEFINE |
| COHERENT INC                 | COM            | 192479103 | 32203   | 1077022  | SH | DEFINE |
| COHU INC                     | COM            | 192576106 | 31803   | 2166400  | SH | DEFINE |
| COLGATE PALMOLIVE CO         | COM            | 194162103 | 13491   | 195235   | SH | DEFINE |
| COLGATE PALMOLIVE CO         | COM            | 194162103 | 405     | 5864     | SH | DEFINE |
| COLGATE PALMOLIVE CO         | COM            | 194162103 | 193     | 2800     | SH | DEFINE |
| COMCAST CORP NEW             | CL A           | 20030N101 | 21018   | 1107950  | SH | DEFINE |
| COMCAST CORP NEW             | CL A           | 20030N101 | 1458    | 76855    | SH | DEFINE |
| COMCAST CORP NEW             | CL A           | 20030N101 | 33      | 1740     | SH | DEFINE |
| COMCAST CORP NEW             | CL A           | 20030N101 | 690     | 36350    | SH | DEFINE |
| COMCAST CORP NEW             | CL A           | 20030N101 | 511     | 26950    | SH | DEFINE |
| COMCAST CORP NEW             | CL A           | 20030N101 | 220     | 11600    | SH | DEFINE |
| COMCAST CORP NEW             | CL A           | 20030N101 | 10044   | 529470   | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 271     | 14440    | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 1126    | 60038    | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 735284  | 39194244 | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 13021   | 694060   | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 2646    | 141020   | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 49568   | 2642193  | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 3890    | 210928   | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 2038    | 108630   | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 858051  | 45738336 | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 23671   | 1261771  | SH | DEFINE |
| COMCAST CORP NEW             | CL A SPL       | 20030N200 | 56      | 3000     | SH | DEFINE |
| COMMUNITY HEALTH SYS INC NEW | COM            | 203668108 | 66397   | 2013251  | SH | DEFINE |
| COMMUNITY HEALTH SYS INC NEW | COM            | 203668108 | 61      | 1850     | SH | DEFINE |
| COMMUNITY HEALTH SYS INC NEW | COM            | 203668108 | 304775  | 9241211  | SH | DEFINE |
| COMMUNITY HEALTH SYS INC NEW | COM            | 203668108 | 1327    | 40249    | SH | DEFINE |
| COMPANHIA ENERGETICA DE MINA | SP ADR N-V PFD | 204409601 | 2521    | 102672   | SH | DEFINE |
| COMPANHIA PARANAENSE ENERG C | SPON ADR PFD   | 20441B407 | 19351   | 954665   | SH | DEFINE |
| COMPANHIA SIDERURGICA NACION | SPONSORED ADR  | 20440W105 | 595     | 13390    | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 9832    | 329500   | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 119     | 4000     | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 12278   | 411446   | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 133430  | 4471526  | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 4933    | 165320   | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 18      | 612      | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 1640665 | 54982072 | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 196793  | 6594928  | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 122780  | 4114602  | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPON ADR PFD   | 204412100 | 265     | 8892     | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPONSORED ADR  | 204412209 | 1165    | 32530    | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPONSORED ADR  | 204412209 | 2176    | 60740    | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPONSORED ADR  | 204412209 | 2156    | 60200    | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPONSORED ADR  | 204412209 | 126     | 3529     | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPONSORED ADR  | 204412209 | 64426   | 1798600  | SH | DEFINE |
| COMPANHIA VALE DO RIO DOCE   | SPONSORED ADR  | 204412209 | 9369    | 261545   | SH | DEFINE |
| COMPANIA CERVECERIAS UNIDAS  | SPONSORED ADR  | 204429104 | 3117    | 106900   | SH | DEFINE |
| COMPANIA DE MINAS BUENAVENTU | SPONSORED ADR  | 204448104 | 84261   | 1288986  | SH | DEFINE |
| COMPELLENT TECHNOLOGIES INC  | COM            | 20452A108 | 6439    | 567836   | SH | DEFINE |
| COMPUTER PROGRAMS & SYS INC  | COM            | 205306103 | 9336    | 538282   | SH | DEFINE |
| COMPUTER SCIENCES CORP       | COM            | 205363104 | 46840   | 1000000  | SH | DEFINE |
| COMPUTER SCIENCES CORP       | COM            | 205363104 | 1666    | 35568    | SH | DEFINE |
| CONAGRA FOODS INC            | COM            | 205887102 | 296     | 15345    | SH | DEFINE |
| CONCUR TECHNOLOGIES INC      | COM            | 206708109 | 73571   | 2214005  | SH | DEFINE |
| CONCUR TECHNOLOGIES INC      | COM            | 206708109 | 752     | 22628    | SH | DEFINE |
| CONOCOPHILLIPS               | COM            | 20825C104 | 4417    | 46800    | SH | DEFINE |
| CONOCOPHILLIPS               | COM            | 20825C104 | 749545  | 7940940  | SH | DEFINE |
| CONOCOPHILLIPS               | COM            | 20825C104 | 3304    | 35000    | SH | DEFINE |
| CONOCOPHILLIPS               | COM            | 20825C104 | 53709   | 569013   | SH | DEFINE |
| CONOCOPHILLIPS               | COM            | 20825C104 | 3407    | 36100    | SH | DEFINE |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| CONOCOPHILLIPS               | COM            | 20825C104 | 33     | 350      | SH | DEFINE |
| CONOCOPHILLIPS               | COM            | 20825C104 | 17259  | 183759   | SH | DEFINE |
| CONOCOPHILLIPS               | COM            | 20825C104 | 198    | 2100     | SH | DEFINE |
| CONOCOPHILLIPS               | COM            | 20825C104 | 2747   | 29102    | SH | DEFINE |
| CONSECO INC                  | COM NEW        | 208464883 | 114515 | 11543887 | SH | DEFINE |
| CONSOL ENERGY INC            | COM            | 20854P109 | 20361  | 181200   | SH | DEFINE |
| CONSOLIDATED EDISON INC      | COM            | 209115104 | 585764 | 14985000 | SH | DEFINE |
| CONSOLIDATED EDISON INC      | COM            | 209115104 | 1488   | 38066    | SH | DEFINE |
| CONSTELLATION BRANDS INC     | CL A           | 21036P108 | 2509   | 126329   | SH | DEFINE |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100 | 45566  | 555000   | SH | DEFINE |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100 | 571    | 6950     | SH | DEFINE |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100 | 571658 | 6962942  | SH | DEFINE |
| CONSTELLATION ENERGY GROUP I | COM            | 210371100 | 3      | 33       | SH | DEFINE |
| CONTINENTAL AIRLS INC        | CL B           | 210795308 | 10110  | 1000000  | SH | DEFINE |
| CONTINENTAL AIRLS INC        | CL B           | 210795308 | 1055   | 104400   | SH | DEFINE |
| CONTINENTAL AIRLS INC        | CL B           | 210795308 | 1041   | 102970   | SH | DEFINE |
| CONTINENTAL MATLS CORP       | COM PAR \$0.25 | 211615307 | 2459   | 109000   | SH | DEFINE |
| CONVERGYS CORP               | COM            | 212485106 | 19409  | 1306100  | SH | DEFINE |
| CON-WAY INC                  | COM            | 205944101 | 2784   | 58906    | SH | DEFINE |
| COOPER COS INC               | COM NEW        | 216648402 | 744    | 20020    | SH | DEFINE |
| COOPER COS INC               | COM NEW        | 216648402 | 17909  | 482060   | SH | DEFINE |
| COOPER COS INC               | COM NEW        | 216648402 | 9254   | 249110   | SH | DEFINE |
| COPA HOLDINGS SA             | CL A           | P31076105 | 360    | 12775    | SH | DEFINE |
| COPA HOLDINGS SA             | CL A           | P31076105 | 27020  | 959525   | SH | DEFINE |
| CORINTHIAN COLLEGES INC      | COM            | 218868107 | 46719  | 4023998  | SH | DEFINE |
| CORN PRODS INTL INC          | COM            | 219023108 | 82259  | 1675000  | SH | DEFINE |
| CORN PRODS INTL INC          | COM            | 219023108 | 1534   | 31236    | SH | DEFINE |
| CORNING INC                  | COM            | 219350105 | 29419  | 1276300  | SH | DEFINE |
| CORNING INC                  | COM            | 219350105 | 61407  | 2664082  | SH | DEFINE |
| CORNING INC                  | COM            | 219350105 | 150    | 6500     | SH | OTHER  |
| CORNING INC                  | COM            | 219350105 | 1640   | 71160    | SH | DEFINE |
| CORNING INC                  | COM            | 219350105 | 338    | 14652    | SH | DEFINE |
| CORNING INC                  | COM            | 219350105 | 387    | 16800    | SH | DEFINE |
| CORPORATE OFFICE PPTYS TR    | SH BEN INT     | 22002T108 | 62     | 1800     | SH | DEFINE |
| CORPORATE OFFICE PPTYS TR    | SH BEN INT     | 22002T108 | 601    | 17500    | SH | DEFINE |
| CORPORATE OFFICE PPTYS TR    | SH BEN INT     | 22002T108 | 1140   | 33200    | SH | DEFINE |
| CORPORATE OFFICE PPTYS TR    | SH BEN INT     | 22002T108 | 17189  | 500700   | SH | DEFINE |
| CORPORATE OFFICE PPTYS TR    | SH BEN INT     | 22002T108 | 51     | 1499     | SH | DEFINE |
| CORPORATE OFFICE PPTYS TR    | SH BEN INT     | 22002T108 | 192    | 5600     | SH | DEFINE |
| CORUS BANKSHARES INC         | COM            | 220873103 | 19333  | 4647326  | SH | DEFINE |
| COSAN LTD                    | SHS A          | G25343107 | 8755   | 692100   | SH | DEFINE |
| COST PLUS INC CALIF          | COM            | 221485105 | 5822   | 2326999  | SH | DEFINE |
| COSTCO WHSL CORP NEW         | COM            | 22160K105 | 7      | 100      | SH | DEFINE |
| COSTCO WHSL CORP NEW         | COM            | 22160K105 | 35313  | 503458   | SH | DEFINE |
| COSTCO WHSL CORP NEW         | COM            | 22160K105 | 913    | 13012    | SH | DEFINE |
| COURIER CORP                 | COM            | 222660102 | 4016   | 200000   | SH | DEFINE |
| COUSINS PPTYS INC            | COM            | 222795106 | 220    | 9535     | SH | DEFINE |
| COUSINS PPTYS INC            | COM            | 222795106 | 282    | 12200    | SH | DEFINE |
| COUSINS PPTYS INC            | COM            | 222795106 | 492    | 21300    | SH | DEFINE |
| COUSINS PPTYS INC            | COM            | 222795106 | 7916   | 342700   | SH | DEFINE |
| COUSINS PPTYS INC            | COM            | 222795106 | 33     | 1432     | SH | DEFINE |
| COUSINS PPTYS INC            | COM            | 222795106 | 83     | 3600     | SH | DEFINE |
| COVANCE INC                  | COM            | 222816100 | 63878  | 742590   | SH | DEFINE |
| COVANCE INC                  | COM            | 222816100 | 1387   | 16128    | SH | DEFINE |
| COVANCE INC                  | COM            | 222816100 | 575    | 6689     | SH | DEFINE |
| COVENTRY HEALTH CARE INC     | COM            | 222862104 | 1144   | 37600    | SH | DEFINE |
| COVENTRY HEALTH CARE INC     | COM            | 222862104 | 946    | 31101    | SH | DEFINE |
| COVENTRY HEALTH CARE INC     | COM            | 222862104 | 376    | 12370    | SH | DEFINE |
| COVIDIEN LTD                 | COM            | G2552X108 | 18148  | 378942   | SH | DEFINE |
| COVIDIEN LTD                 | COM            | G2552X108 | 1556   | 32492    | SH | DEFINE |
| COVIDIEN LTD                 | COM            | G2552X108 | 331067 | 6913067  | SH | DEFINE |
| COVIDIEN LTD                 | COM            | G2552X108 | 13382  | 279423   | SH | DEFINE |

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

|                            |               |           |        |          |    |        |
|----------------------------|---------------|-----------|--------|----------|----|--------|
| COVIDIEN LTD               | COM           | G2552X108 | 6916   | 144422   | SH | DEFINE |
| COVIDIEN LTD               | COM           | G2552X108 | 11657  | 243406   | SH | DEFINE |
| COVIDIEN LTD               | COM           | G2552X108 | 52579  | 1097909  | SH | DEFINE |
| COVIDIEN LTD               | COM           | G2552X108 | 1654   | 34906    | SH | DEFINE |
| COVIDIEN LTD               | COM           | G2552X108 | 1520   | 31740    | SH | DEFINE |
| COVIDIEN LTD               | COM           | G2552X108 | 536991 | 11213002 | SH | DEFINE |
| COVIDIEN LTD               | COM           | G2552X108 | 13905  | 290356   | SH | DEFINE |
| COVIDIEN LTD               | COM           | G2552X108 | 104    | 2166     | SH | DEFINE |
| CREDICORP LTD              | COM           | G2519Y108 | 52770  | 642600   | SH | DEFINE |
| CREDIT SUISSE GROUP        | SPONSORED ADR | 225401108 | 974    | 21500    | SH | DEFINE |
| CREE INC                   | COM           | 225447101 | 1860   | 81550    | SH | DEFINE |
| CROSSTEX ENERGY INC        | COM           | 22765Y104 | 897    | 25870    | SH | DEFINE |
| CROSSTEX ENERGY L P        | COM           | 22765U102 | 915    | 31900    | SH | DEFINE |
| CROWN CASTLE INTL CORP     | COM           | 228227104 | 69925  | 1805438  | SH | DEFINE |
| CROWN CASTLE INTL CORP     | COM           | 228227104 | 15     | 400      | SH | DEFINE |
| CROWN CASTLE INTL CORP     | COM           | 228227104 | 1124   | 29018    | SH | DEFINE |
| CSX CORP                   | COM           | 126408103 | 1266   | 20149    | SH | DEFINE |
| CTC MEDIA INC              | COM           | 12642X106 | 28068  | 1138216  | SH | DEFINE |
| CTRIP COM INTL LTD         | ADR           | 22943F100 | 738    | 16110    | SH | DEFINE |
| CTRIP COM INTL LTD         | ADR           | 22943F100 | 2949   | 64436    | SH | DEFINE |
| CTRIP COM INTL LTD         | ADR           | 22943F100 | 1974   | 43165    | SH | DEFINE |
| CUBIST PHARMACEUTICALS INC | COM           | 229678107 | 3992   | 223500   | SH | DEFINE |
| CULLEN FROST BANKERS INC   | COM           | 229899109 | 331    | 6632     | SH | DEFINE |
| CUMMINS INC                | COM           | 231021106 | 2097   | 32000    | SH | DEFINE |
| CURIS INC                  | COM           | 231269101 | 441    | 300000   | SH | DEFINE |
| CURRENCY SHARES EURO TR    | EURO SHS      | 23130C108 | 1956   | 12395    | SH | DEFINE |
| CVR ENERGY INC             | COM           | 12662P108 | 7163   | 372100   | SH | DEFINE |
| CVS CAREMARK CORPORATION   | COM           | 126650100 | 97317  | 2459354  | SH | DEFINE |
| CVS CAREMARK CORPORATION   | COM           | 126650100 | 4997   | 126293   | SH | DEFINE |
| CVS CAREMARK CORPORATION   | COM           | 126650100 | 21196  | 535669   | SH | DEFINE |
| CVS CAREMARK CORPORATION   | COM           | 126650100 | 198    | 5000     | SH | OTHER  |
| CVS CAREMARK CORPORATION   | COM           | 126650100 | 2374   | 60000    | SH | DEFINE |
| CVS CAREMARK CORPORATION   | COM           | 126650100 | 687527 | 17374965 | SH | DEFINE |
| CVS CAREMARK CORPORATION   | COM           | 126650100 | 30     | 760      | SH | DEFINE |
| CVS CAREMARK CORPORATION   | COM           | 126650100 | 583    | 14740    | SH | DEFINE |
| CVS CAREMARK CORPORATION   | COM           | 126650100 | 182    | 4600     | SH | DEFINE |
| CVS CAREMARK CORPORATION   | COM           | 126650100 | 667    | 16865    | SH | DEFINE |
| CYBERSOURCE CORP           | COM           | 23251J106 | 11079  | 662200   | SH | DEFINE |
| CYBERSOURCE CORP           | COM           | 23251J106 | 574    | 34300    | SH | DEFINE |
| CYPRESS BIOSCIENCES INC    | COM PAR \$.02 | 232674507 | 1661   | 231000   | SH | DEFINE |
| CYPRESS BIOSCIENCES INC    | COM PAR \$.02 | 232674507 | 21     | 2953     | SH | DEFINE |
| CYPRESS BIOSCIENCES INC    | COM PAR \$.02 | 232674507 | 288    | 40000    | SH | DEFINE |
| CYTEC INDS INC             | COM           | 232820100 | 12768  | 234010   | SH | DEFINE |
| CYTEC INDS INC             | COM           | 232820100 | 6738   | 123500   | SH | DEFINE |
| CYTEC INDS INC             | COM           | 232820100 | 1152   | 20914    | SH | DEFINE |
| CYTEC INDS INC             | COM           | 232820100 | 316    | 5790     | SH | DEFINE |
| CYTEC INDS INC             | COM           | 232820100 | 20301  | 372083   | SH | DEFINE |
| CYTEC INDS INC             | COM           | 232820100 | 106    | 1950     | SH | DEFINE |
| D R HORTON INC             | COM           | 23331A109 | 41955  | 3866800  | SH | DEFINE |
| D R HORTON INC             | COM           | 23331A109 | 271    | 24987    | SH | DEFINE |
| DAIMLER AG                 | REG SHS       | D1668R123 | 3498   | 56720    | SH | DEFINE |
| DAIMLER AG                 | REG SHS       | D1668R123 | 3281   | 53200    | SH | DEFINE |
| DANA HOLDING CORP          | COM           | 235825205 | 24895  | 4653336  | SH | DEFINE |
| DANAHER CORP DEL           | COM           | 235851102 | 83181  | 1076080  | SH | DEFINE |
| DANAHER CORP DEL           | COM           | 235851102 | 34165  | 441981   | SH | DEFINE |
| DANAHER CORP DEL           | COM           | 235851102 | 5975   | 77300    | SH | DEFINE |
| DANAHER CORP DEL           | COM           | 235851102 | 595    | 7691     | SH | DEFINE |
| DANAHER CORP DEL           | COM           | 235851102 | 1391   | 18000    | SH | DEFINE |
| DAVITA INC                 | COM           | 23918K108 | 2583   | 48610    | SH | DEFINE |
| DEALERTRACK HLDGS INC      | COM           | 242309102 | 9071   | 642900   | SH | DEFINE |
| DEAN FOODS CO NEW          | COM           | 242370104 | 1933   | 98500    | SH | DEFINE |
| DEERE & CO                 | COM           | 244199105 | 2796   | 38763    | SH | DEFINE |

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

|                              |                  |           |        |          |    |        |
|------------------------------|------------------|-----------|--------|----------|----|--------|
| DEL MONTE FOODS CO           | COM              | 24522P103 | 365    | 51420    | SH | DEFINE |
| DEL MONTE FOODS CO           | COM              | 24522P103 | 3      | 357      | SH | DEFINE |
| DELL INC                     | COM              | 24702R101 | 21037  | 961490   | SH | DEFINE |
| DELL INC                     | COM              | 24702R101 | 10940  | 500000   | SH | DEFINE |
| DELL INC                     | COM              | 24702R101 | 2312   | 105665   | SH | DEFINE |
| DELL INC                     | COM              | 24702R101 | 613662 | 28046697 | SH | DEFINE |
| DELL INC                     | COM              | 24702R101 | 21     | 960      | SH | DEFINE |
| DELL INC                     | COM              | 24702R101 | 439    | 20040    | SH | DEFINE |
| DELTA AIR LINES INC DEL      | COM NEW          | 247361702 | 1780   | 312320   | SH | DEFINE |
| DELTA APPAREL INC            | COM              | 247368103 | 2778   | 755000   | SH | DEFINE |
| DELTA PETE CORP              | COM NEW          | 247907207 | 214    | 8397     | SH | DEFINE |
| DENBURY RES INC              | COM NEW          | 247916208 | 5183   | 142000   | SH | DEFINE |
| DENTSPLY INTL INC NEW        | COM              | 249030107 | 1435   | 39000    | SH | DEFINE |
| DENTSPLY INTL INC NEW        | COM              | 249030107 | 523    | 14200    | SH | DEFINE |
| DEUTSCHE BANK AG             | NAMEN AKT        | D18190898 | 358    | 4200     | SH | DEFINE |
| DEVELOPERS DIVERSIFIED RLTY  | COM              | 251591103 | 83     | 2400     | SH | DEFINE |
| DEVELOPERS DIVERSIFIED RLTY  | COM              | 251591103 | 642    | 18500    | SH | DEFINE |
| DEVELOPERS DIVERSIFIED RLTY  | COM              | 251591103 | 1218   | 35100    | SH | DEFINE |
| DEVELOPERS DIVERSIFIED RLTY  | COM              | 251591103 | 17987  | 518200   | SH | DEFINE |
| DEVELOPERS DIVERSIFIED RLTY  | COM              | 251591103 | 205    | 5900     | SH | DEFINE |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 4518   | 37600    | SH | DEFINE |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 110274 | 917730   | SH | DEFINE |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 6008   | 50000    | SH | DEFINE |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 32423  | 269828   | SH | DEFINE |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 37     | 310      | SH | DEFINE |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 597    | 4970     | SH | DEFINE |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 216    | 1800     | SH | DEFINE |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 525    | 4370     | SH | DEFINE |
| DEVON ENERGY CORP NEW        | COM              | 25179M103 | 601    | 5000     | SH | DEFINE |
| DEXCOM INC                   | COM              | 252131107 | 6679   | 1105800  | SH | DEFINE |
| DEXCOM INC                   | COM              | 252131107 | 21     | 3500     | SH | DEFINE |
| DIAGEO P L C                 | SPON ADR NEW     | 25243Q205 | 27871  | 377300   | SH | DEFINE |
| DIAGEO P L C                 | SPON ADR NEW     | 25243Q205 | 12981  | 175730   | SH | DEFINE |
| DIAGEO P L C                 | SPON ADR NEW     | 25243Q205 | 12094  | 163720   | SH | DEFINE |
| DIAGEO P L C                 | SPON ADR NEW     | 25243Q205 | 2385   | 32284    | SH | DEFINE |
| DIAMOND OFFSHORE DRILLING IN | COM              | 25271C102 | 605    | 4350     | SH | DEFINE |
| DIAMONDS TR                  | UNIT SER 1       | 252787106 | 360    | 3170     | SH | DEFINE |
| DIANA SHIPPING INC           | COM              | Y2066G104 | 399    | 13000    | SH | DEFINE |
| DICKS SPORTING GOODS INC     | COM              | 253393102 | 84000  | 4735040  | SH | DEFINE |
| DICKS SPORTING GOODS INC     | COM              | 253393102 | 2793   | 157442   | SH | DEFINE |
| DICKS SPORTING GOODS INC     | COM              | 253393102 | 1293   | 72883    | SH | DEFINE |
| DIEBOLD INC                  | COM              | 253651103 | 9671   | 271800   | SH | DEFINE |
| DIEBOLD INC                  | COM              | 253651103 | 89     | 2500     | SH | DEFINE |
| DIEBOLD INC                  | COM              | 253651103 | 116121 | 3263655  | SH | DEFINE |
| DIEBOLD INC                  | COM              | 253651103 | 68     | 1900     | SH | DEFINE |
| DIGI INTL INC                | COM              | 253798102 | 2152   | 274117   | SH | DEFINE |
| DIGITAL RLTY TR INC          | COM              | 253868103 | 4766   | 116500   | SH | DEFINE |
| DIGITAL RLTY TR INC          | COM              | 253868103 | 34     | 840      | SH | DEFINE |
| DIGITAL RLTY TR INC          | COM              | 253868103 | 245    | 6000     | SH | DEFINE |
| DILLARDS INC                 | CL A             | 254067101 | 10182  | 880000   | SH | DEFINE |
| DIME BANCORP INC NEW         | -W EXP 99/99/999 | 25429Q110 | 7      | 23510    | SH | DEFINE |
| DIODES INC                   | COM              | 254543101 | 2640   | 95500    | SH | DEFINE |
| DIODES INC                   | COM              | 254543101 | 185    | 6700     | SH | DEFINE |
| DIONEX CORP                  | COM              | 254546104 | 16593  | 250000   | SH | DEFINE |
| DIRECTV GROUP INC            | COM              | 25459L106 | 19246  | 742820   | SH | DEFINE |
| DIRECTV GROUP INC            | COM              | 25459L106 | 576    | 22215    | SH | DEFINE |
| DIRECTV GROUP INC            | COM              | 25459L106 | 7266   | 280421   | SH | DEFINE |
| DIRECTV GROUP INC            | COM              | 25459L106 | 5140   | 198360   | SH | DEFINE |
| DIRECTV GROUP INC            | COM              | 25459L106 | 4331   | 167140   | SH | DEFINE |
| DIRECTV GROUP INC            | COM              | 25459L106 | 21723  | 838388   | SH | DEFINE |
| DIRECTV GROUP INC            | COM              | 25459L106 | 2550   | 99575    | SH | DEFINE |
| DIRECTV GROUP INC            | COM              | 25459L106 | 1985   | 76623    | SH | DEFINE |

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

|                              |            |           |         |          |    |        |
|------------------------------|------------|-----------|---------|----------|----|--------|
| DIRECTV GROUP INC            | COM        | 25459L106 | 113892  | 4395660  | SH | DEFINE |
| DIRECTV GROUP INC            | COM        | 25459L106 | 26726   | 1031510  | SH | DEFINE |
| DIRECTV GROUP INC            | COM        | 25459L106 | 85      | 3288     | SH | DEFINE |
| DISCOVER FINL SVCS           | COM        | 254709108 | 3188    | 242040   | SH | DEFINE |
| DISCOVER FINL SVCS           | COM        | 254709108 | 386     | 29303    | SH | DEFINE |
| DISCOVER FINL SVCS           | COM        | 254709108 | 130     | 9877     | SH | DEFINE |
| DISCOVER FINL SVCS           | COM        | 254709108 | 418     | 31740    | SH | DEFINE |
| DISCOVER FINL SVCS           | COM        | 254709108 | 0       | 27       | SH | DEFINE |
| DISCOVER FINL SVCS           | COM        | 254709108 | 94      | 7162     | SH | DEFINE |
| DISCOVER FINL SVCS           | COM        | 254709108 | 778     | 59090    | SH | DEFINE |
| DISCOVERY HOLDING CO         | CL A COM   | 25468Y107 | 865     | 39373    | SH | DEFINE |
| DISH NETWORK CORP            | CL A       | 25470M109 | 18      | 600      | SH | DEFINE |
| DISH NETWORK CORP            | CL A       | 25470M109 | 131     | 4481     | SH | DEFINE |
| DISH NETWORK CORP            | CL A       | 25470M109 | 36562   | 1248704  | SH | DEFINE |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 57056   | 1828722  | SH | DEFINE |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 35256   | 1130000  | SH | DEFINE |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 48324   | 1548856  | SH | DEFINE |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 179     | 5742     | SH | OTHER  |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 37      | 1180     | SH | DEFINE |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 642     | 20582    | SH | DEFINE |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 243     | 7800     | SH | DEFINE |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 196     | 6275     | SH | DEFINE |
| DISNEY WALT CO               | COM DISNEY | 254687106 | 624     | 20000    | SH | DEFINE |
| DIVX INC                     | COM        | 255413106 | 3380    | 460530   | SH | DEFINE |
| DIVX INC                     | COM        | 255413106 | 235     | 32000    | SH | DEFINE |
| DIXIE GROUP INC              | CL A       | 255519100 | 2994    | 455000   | SH | DEFINE |
| DNP SELECT INCOME FD         | COM        | 23325P104 | 208     | 20000    | SH | DEFINE |
| DOLBY LABORATORIES INC       | COM        | 25659T107 | 4030    | 100000   | SH | DEFINE |
| DOLBY LABORATORIES INC       | COM        | 25659T107 | 3574    | 88675    | SH | DEFINE |
| DOLLAR THRIFTY AUTOMOTIVE GP | COM        | 256743105 | 28032   | 2966367  | SH | DEFINE |
| DOMINION RES INC VA NEW      | COM        | 25746U109 | 1229545 | 25890600 | SH | DEFINE |
| DOMINION RES INC VA NEW      | COM        | 25746U109 | 7644    | 160966   | SH | DEFINE |
| DOMTAR CORP                  | COM        | 257559104 | 254     | 46600    | SH | DEFINE |
| DOMTAR CORP                  | COM        | 257559104 | 221074  | 40564086 | SH | DEFINE |
| DONALDSON INC                | COM        | 257651109 | 25275   | 566200   | SH | DEFINE |
| DONNELLEY R R & SONS CO      | COM        | 257867101 | 294     | 9898     | SH | DEFINE |
| DONNELLEY R R & SONS CO      | COM        | 257867101 | 1829    | 61595    | SH | DEFINE |
| DONNELLEY R R & SONS CO      | COM        | 257867101 | 322     | 10900    | SH | DEFINE |
| DOUBLE HULL TANKERS INC      | COM        | Y21110104 | 4449    | 443600   | SH | DEFINE |
| DOUGLAS EMMETT INC           | COM        | 25960P109 | 97      | 4400     | SH | DEFINE |
| DOUGLAS EMMETT INC           | COM        | 25960P109 | 1026    | 46700    | SH | DEFINE |
| DOUGLAS EMMETT INC           | COM        | 25960P109 | 2072    | 94300    | SH | DEFINE |
| DOUGLAS EMMETT INC           | COM        | 25960P109 | 29622   | 1348300  | SH | DEFINE |
| DOUGLAS EMMETT INC           | COM        | 25960P109 | 323     | 14700    | SH | DEFINE |
| DOVER CORP                   | COM        | 260003108 | 229105  | 4736516  | SH | DEFINE |
| DOVER CORP                   | COM        | 260003108 | 5584    | 115442   | SH | DEFINE |
| DOVER CORP                   | COM        | 260003108 | 39      | 800      | SH | DEFINE |
| DOW CHEM CO                  | COM        | 260543103 | 4329    | 124000   | SH | DEFINE |
| DOW CHEM CO                  | COM        | 260543103 | 317011  | 9080822  | SH | DEFINE |
| DOW CHEM CO                  | COM        | 260543103 | 13827   | 396065   | SH | DEFINE |
| DOW CHEM CO                  | COM        | 260543103 | 1733    | 50088    | SH | DEFINE |
| DOW CHEM CO                  | COM        | 260543103 | 554     | 15870    | SH | DEFINE |
| DOW CHEM CO                  | COM        | 260543103 | 1406    | 40280    | SH | DEFINE |
| DOW CHEM CO                  | COM        | 260543103 | 279     | 8000     | SH | DEFINE |
| DR PEPPER SNAPPLE GROUP INC  | COM        | 26138E109 | 38      | 1798     | SH | DEFINE |
| DR PEPPER SNAPPLE GROUP INC  | COM        | 26138E109 | 84      | 4018     | SH | DEFINE |
| DR PEPPER SNAPPLE GROUP INC  | COM        | 26138E109 | 141102  | 6725539  | SH | DEFINE |
| DR PEPPER SNAPPLE GROUP INC  | COM        | 26138E109 | 2619    | 124831   | SH | DEFINE |
| DR PEPPER SNAPPLE GROUP INC  | COM        | 26138E109 | 24034   | 1145586  | SH | DEFINE |
| DR PEPPER SNAPPLE GROUP INC  | COM        | 26138E109 | 28101   | 1339423  | SH | DEFINE |
| DR PEPPER SNAPPLE GROUP INC  | COM        | 26138E109 | 3963    | 188886   | SH | DEFINE |
| DR PEPPER SNAPPLE GROUP INC  | COM        | 26138E109 | 3370    | 160641   | SH | DEFINE |

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

|                              |         |           |        |          |    |             |
|------------------------------|---------|-----------|--------|----------|----|-------------|
| DR PEPPER SNAPPLE GROUP INC  | COM     | 26138E109 | 24795  | 1181838  | SH | DEFINE      |
| DRESSER-RAND GROUP INC       | COM     | 261608103 | 7957   | 203500   | SH | DEFINE      |
| DREW INDS INC                | COM NEW | 26168L205 | 9350   | 586200   | SH | DEFINE      |
| DRIL-QUIP INC                | COM     | 262037104 | 33201  | 527000   | SH | DEFINE      |
| DRIL-QUIP INC                | COM     | 262037104 | 597    | 9480     | SH | DEFINE      |
| DRYSHIPS INC                 | SHS     | Y2109Q101 | 3801   | 47400    | SH | DEFINE      |
| DST SYS INC DEL              | COM     | 233326107 | 127    | 2300     | SH | DEFINE      |
| DST SYS INC DEL              | COM     | 233326107 | 26481  | 481031   | SH | DEFINE      |
| DTE ENERGY CO                | COM     | 233331107 | 2797   | 65900    | SH | DEFINE      |
| DTE ENERGY CO                | COM     | 233331107 | 260195 | 6130900  | SH | DEFINE      |
| DTE ENERGY CO                | COM     | 233331107 | 941    | 22172    | SH | DEFINE      |
| DTE ENERGY CO                | COM     | 233331107 | 6758   | 159240   | SH | DEFINE      |
| DTS INC                      | COM     | 23335C101 | 3958   | 126360   | SH | DEFINE      |
| DTS INC                      | COM     | 23335C101 | 301    | 9600     | SH | DEFINE      |
| DU PONT E I DE NEMOURS & CO  | COM     | 263534109 | 1727   | 40270    | SH | DEFINE      |
| DU PONT E I DE NEMOURS & CO  | COM     | 263534109 | 51867  | 1209293  | SH | DEFINE      |
| DU PONT E I DE NEMOURS & CO  | COM     | 263534109 | 214    | 5000     | SH | DEFINE      |
| DU PONT E I DE NEMOURS & CO  | COM     | 263534109 | 138    | 3220     | SH | DEFINE      |
| DU PONT E I DE NEMOURS & CO  | COM     | 263534109 | 41728  | 972915   | SH | DEFINE      |
| DU PONT E I DE NEMOURS & CO  | COM     | 263534109 | 134    | 3130     | SH | DEFINE      |
| DU PONT E I DE NEMOURS & CO  | COM     | 263534109 | 338    | 7880     | SH | DEFINE      |
| DU PONT E I DE NEMOURS & CO  | COM     | 263534109 | 60900  | 1419920  | SH | DEFINE      |
| DU PONT E I DE NEMOURS & CO  | COM     | 263534109 | 5915   | 137922   | SH | DEFINE      |
| DU PONT E I DE NEMOURS & CO  | COM     | 263534109 | 257    | 6000     | SH | DEFINE      |
| DUCKWALL-ALCO STORES INC NEW | COM     | 264142100 | 2093   | 227500   | SH | DEFINE      |
| DUKE ENERGY CORP NEW         | COM     | 26441C105 | 761413 | 43809700 | SH | DEFINE      |
| DUKE ENERGY CORP NEW         | COM     | 26441C105 | 5818   | 334725   | SH | DEFINE      |
| DUKE ENERGY CORP NEW         | COM     | 26441C105 | 174    | 10000    | SH | CALL DEFINE |
| DUKE ENERGY CORP NEW         | COM     | 26441C105 | 261    | 15000    | SH | DEFINE      |
| DUKE ENERGY CORP NEW         | COM     | 26441C105 | 1855   | 109054   | SH | DEFINE      |
| DUKE ENERGY CORP NEW         | COM     | 26441C105 | 2127   | 122369   | SH | DEFINE      |
| DUKE REALTY CORP             | COM NEW | 264411505 | 52782  | 2351100  | SH | DEFINE      |
| DUKE REALTY CORP             | COM NEW | 264411505 | 11     | 500      | SH | DEFINE      |
| DUKE REALTY CORP             | COM NEW | 264411505 | 34     | 1530     | SH | DEFINE      |
| DUN & BRADSTREET CORP DEL NE | COM     | 26483E100 | 10692  | 122000   | SH | DEFINE      |
| DUN & BRADSTREET CORP DEL NE | COM     | 26483E100 | 301    | 3438     | SH | DEFINE      |
| E M C CORP MASS              | COM     | 268648102 | 3177   | 216300   | SH | DEFINE      |
| E M C CORP MASS              | COM     | 268648102 | 14690  | 1000000  | SH | DEFINE      |
| E M C CORP MASS              | COM     | 268648102 | 25951  | 1766575  | SH | DEFINE      |
| E M C CORP MASS              | COM     | 268648102 | 1484   | 101000   | SH | DEFINE      |
| E M C CORP MASS              | COM     | 268648102 | 4831   | 328860   | SH | DEFINE      |
| E M C CORP MASS              | COM     | 268648102 | 403    | 27400    | SH | DEFINE      |
| EASTMAN KODAK CO             | COM     | 277461109 | 523    | 36262    | SH | DEFINE      |
| EASTMAN KODAK CO             | COM     | 277461109 | 204719 | 14187025 | SH | DEFINE      |
| EASTMAN KODAK CO             | COM     | 277461109 | 8218   | 569510   | SH | DEFINE      |
| EASTMAN KODAK CO             | COM     | 277461109 | 110628 | 7666509  | SH | DEFINE      |
| EASTMAN KODAK CO             | COM     | 277461109 | 324    | 22450    | SH | DEFINE      |
| EATON CORP                   | COM     | 278058102 | 1296   | 15250    | SH | DEFINE      |
| EATON CORP                   | COM     | 278058102 | 4732   | 55695    | SH | DEFINE      |
| EBAY INC                     | COM     | 278642103 | 13119  | 480017   | SH | DEFINE      |
| EBAY INC                     | COM     | 278642103 | 246    | 9000     | SH | DEFINE      |
| ECOLAB INC                   | COM     | 278865100 | 34736  | 808000   | SH | DEFINE      |
| ECOLAB INC                   | COM     | 278865100 | 853    | 19850    | SH | DEFINE      |
| ECOLAB INC                   | COM     | 278865100 | 377    | 8759     | SH | DEFINE      |
| ECOLOGY & ENVIRONMENT INC    | CL A    | 278878103 | 2418   | 212100   | SH | DEFINE      |
| EDISON INTL                  | COM     | 281020107 | 93614  | 1822000  | SH | DEFINE      |
| EDISON INTL                  | COM     | 281020107 | 178    | 3463     | SH | DEFINE      |
| EDWARDS LIFESCIENCES CORP    | COM     | 28176E108 | 3102   | 50000    | SH | DEFINE      |
| EDWARDS LIFESCIENCES CORP    | COM     | 28176E108 | 263    | 4240     | SH | DEFINE      |
| EL PASO CORP                 | COM     | 28336L109 | 5339   | 245600   | SH | DEFINE      |
| EL PASO CORP                 | COM     | 28336L109 | 700    | 32202    | SH | DEFINE      |
| EL PASO CORP                 | COM     | 28336L109 | 15750  | 724489   | SH | DEFINE      |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| EL PASO CORP                 | COM            | 28336L109 | 43856  | 2017340  | SH | DEFINE |
| EL PASO CORP                 | COM            | 28336L109 | 74040  | 3405716  | SH | DEFINE |
| EL PASO CORP                 | COM            | 28336L109 | 4327   | 206285   | SH | DEFINE |
| EL PASO CORP                 | COM            | 28336L109 | 435    | 20010    | SH | DEFINE |
| EL PASO CORP                 | COM            | 28336L109 | 888204 | 40855744 | SH | DEFINE |
| EL PASO CORP                 | COM            | 28336L109 | 22048  | 1014186  | SH | DEFINE |
| EL PASO CORP                 | COM            | 28336L109 | 218    | 10033    | SH | DEFINE |
| ELECTRO SCIENTIFIC INDS      | COM            | 285229100 | 15917  | 1123071  | SH | DEFINE |
| ELECTRONIC ARTS INC          | COM            | 285512109 | 7641   | 171980   | SH | DEFINE |
| ELECTRONIC ARTS INC          | COM            | 285512109 | 1616   | 36365    | SH | DEFINE |
| ELECTRONIC ARTS INC          | COM            | 285512109 | 235    | 5300     | SH | DEFINE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 1764   | 71591    | SH | DEFINE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 203480 | 8258113  | SH | DEFINE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 28606  | 1160950  | SH | DEFINE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 55435  | 2249815  | SH | DEFINE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 1780   | 72457    | SH | DEFINE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 1196   | 48551    | SH | DEFINE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 392102 | 15913230 | SH | DEFINE |
| ELECTRONIC DATA SYS NEW      | COM            | 285661104 | 18537  | 752310   | SH | DEFINE |
| EMBARQ CORP                  | COM            | 29078E105 | 1619   | 34249    | SH | DEFINE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 1418   | 53500    | SH | DEFINE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 599    | 22602    | SH | DEFINE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 2077   | 78395    | SH | DEFINE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 1913   | 72170    | SH | DEFINE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 8494   | 320537   | SH | DEFINE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 16227  | 604618   | SH | DEFINE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 721    | 27200    | SH | DEFINE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 14384  | 542792   | SH | DEFINE |
| EMBRAER-EMPRESA BRASILEIRA D | SP ADR COM SHS | 29081M102 | 170653 | 6439747  | SH | DEFINE |
| EMCOR GROUP INC              | COM            | 29084Q100 | 10228  | 358500   | SH | DEFINE |
| EMERGING MKTS TELECOMNC FD N | COM            | 290890102 | 5115   | 250000   | SH | DEFINE |
| EMERGING MKTS TELECOMNC FD N | COM            | 290890102 | 79     | 3885     | SH | DEFINE |
| EMERSON ELEC CO              | COM            | 291011104 | 1484   | 30000    | SH | DEFINE |
| EMERSON ELEC CO              | COM            | 291011104 | 49450  | 1000000  | SH | DEFINE |
| EMERSON ELEC CO              | COM            | 291011104 | 22148  | 447880   | SH | DEFINE |
| EMERSON ELEC CO              | COM            | 291011104 | 247    | 5000     | SH | DEFINE |
| EMPLOYERS HOLDINGS INC       | COM            | 292218104 | 11838  | 571900   | SH | DEFINE |
| EMULEX CORP                  | COM NEW        | 292475209 | 3329   | 285770   | SH | DEFINE |
| EMULEX CORP                  | COM NEW        | 292475209 | 285    | 24500    | SH | DEFINE |
| ENCANA CORP                  | COM            | 292505104 | 8496   | 93433    | SH | DEFINE |
| ENDO PHARMACEUTICALS HLDGS I | COM            | 29264F205 | 1006   | 41600    | SH | DEFINE |
| ENDO PHARMACEUTICALS HLDGS I | COM            | 29264F205 | 3377   | 139600   | SH | DEFINE |
| ENERGEN CORP                 | COM            | 29265N108 | 31196  | 399800   | SH | DEFINE |
| ENERGEN CORP                 | COM            | 29265N108 | 304    | 3900     | SH | DEFINE |
| ENERGIZER HLDGS INC          | COM            | 29266R108 | 2092   | 28628    | SH | DEFINE |
| ENERGY CONVERSION DEVICES IN | COM            | 292659109 | 3711   | 50400    | SH | DEFINE |
| ENERGY CONVERSION DEVICES IN | COM            | 292659109 | 52     | 700      | SH | DEFINE |
| ENERGY EAST CORP             | COM            | 29266M109 | 214    | 8666     | SH | DEFINE |
| ENERGY EAST CORP             | COM            | 29266M109 | 238160 | 9634288  | SH | DEFINE |
| ENERPLUS RES FD              | UNIT TR G NEW  | 29274D604 | 1031   | 22302    | SH | DEFINE |
| ENERPLUS RES FD              | UNIT TR G NEW  | 29274D604 | 370    | 8000     | SH | DEFINE |
| ENI S P A                    | SPONSORED ADR  | 26874R108 | 269    | 3618     | SH | DEFINE |
| ENI S P A                    | SPONSORED ADR  | 26874R108 | 48895  | 658702   | SH | DEFINE |
| ENI S P A                    | SPONSORED ADR  | 26874R108 | 36527  | 498456   | SH | DEFINE |
| ENI S P A                    | SPONSORED ADR  | 26874R108 | 7224   | 97320    | SH | DEFINE |
| ENSCO INTL INC               | COM            | 26874Q100 | 1784   | 22096    | SH | DEFINE |
| ENSCO INTL INC               | COM            | 26874Q100 | 97     | 1200     | SH | DEFINE |
| ENSCO INTL INC               | COM            | 26874Q100 | 4588   | 56824    | SH | DEFINE |
| ENSCO INTL INC               | COM            | 26874Q100 | 6298   | 78000    | SH | DEFINE |
| ENSIGN GROUP INC             | COM            | 29358P101 | 557    | 48400    | SH | DEFINE |
| ENTERGY CORP NEW             | COM            | 29364G103 | 76782  | 637300   | SH | DEFINE |
| ENTERGY CORP NEW             | COM            | 29364G103 | 216864 | 1800000  | SH | DEFINE |

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

|                             |              |           |        |          |    |        |
|-----------------------------|--------------|-----------|--------|----------|----|--------|
| ENTERGY CORP NEW            | COM          | 29364G103 | 3087   | 25619    | SH | DEFINE |
| ENTERGY CORP NEW            | COM          | 29364G103 | 20     | 175      | SH | DEFINE |
| ENTERGY CORP NEW            | EQUITY UNIT  | 29364G202 | 45979  | 650000   | SH | DEFINE |
| ENTERPRISE PRODS PARTNERS L | COM          | 293792107 | 5387   | 182361   | SH | DEFINE |
| EOG RES INC                 | COM          | 26875P101 | 11795  | 89900    | SH | DEFINE |
| EOG RES INC                 | COM          | 26875P101 | 1127   | 8588     | SH | DEFINE |
| EPIQ SYS INC                | COM          | 26882D109 | 6497   | 457500   | SH | DEFINE |
| EQUIFAX INC                 | COM          | 294429105 | 13448  | 400000   | SH | DEFINE |
| EQUIFAX INC                 | COM          | 294429105 | 148    | 4416     | SH | DEFINE |
| EQUINIX INC                 | COM NEW      | 29444U502 | 97402  | 1091710  | SH | DEFINE |
| EQUINIX INC                 | COM NEW      | 29444U502 | 5183   | 58090    | SH | DEFINE |
| EQUINIX INC                 | COM NEW      | 29444U502 | 482    | 5400     | SH | DEFINE |
| EQUINIX INC                 | COM NEW      | 29444U502 | 1348   | 15109    | SH | DEFINE |
| EQUITY LIFESTYLE PPTYS INC  | COM          | 29472R108 | 35     | 800      | SH | DEFINE |
| EQUITY LIFESTYLE PPTYS INC  | COM          | 29472R108 | 370    | 8400     | SH | DEFINE |
| EQUITY LIFESTYLE PPTYS INC  | COM          | 29472R108 | 678    | 15400    | SH | DEFINE |
| EQUITY LIFESTYLE PPTYS INC  | COM          | 29472R108 | 10560  | 240000   | SH | DEFINE |
| EQUITY LIFESTYLE PPTYS INC  | COM          | 29472R108 | 35     | 790      | SH | DEFINE |
| EQUITY LIFESTYLE PPTYS INC  | COM          | 29472R108 | 110    | 2500     | SH | DEFINE |
| EQUITY RESIDENTIAL          | SH BEN INT   | 29476L107 | 8361   | 218487   | SH | DEFINE |
| EQUITY RESIDENTIAL          | SH BEN INT   | 29476L107 | 1412   | 36900    | SH | DEFINE |
| EQUITY RESIDENTIAL          | SH BEN INT   | 29476L107 | 2671   | 69800    | SH | DEFINE |
| EQUITY RESIDENTIAL          | SH BEN INT   | 29476L107 | 38174  | 997499   | SH | DEFINE |
| EQUITY RESIDENTIAL          | SH BEN INT   | 29476L107 | 68     | 1770     | SH | DEFINE |
| EQUITY RESIDENTIAL          | SH BEN INT   | 29476L107 | 796    | 20800    | SH | DEFINE |
| ERICSSON L M TEL CO         | ADR B SEK 10 | 294821608 | 1541   | 148200   | SH | DEFINE |
| ERICSSON L M TEL CO         | ADR B SEK 10 | 294821608 | 6336   | 609240   | SH | DEFINE |
| ERICSSON L M TEL CO         | ADR B SEK 10 | 294821608 | 32446  | 3119806  | SH | DEFINE |
| ERICSSON L M TEL CO         | ADR B SEK 10 | 294821608 | 0      | 42       | SH | DEFINE |
| ERICSSON L M TEL CO         | ADR B SEK 10 | 294821608 | 39192  | 3768500  | SH | DEFINE |
| ERICSSON L M TEL CO         | ADR B SEK 10 | 294821608 | 208    | 20000    | SH | DEFINE |
| ERIE INDY CO                | CL A         | 29530P102 | 182308 | 3950346  | SH | DEFINE |
| ERIE INDY CO                | CL A         | 29530P102 | 23     | 500      | SH | DEFINE |
| ESCO TECHNOLOGIES INC       | COM          | 296315104 | 53996  | 1150800  | SH | DEFINE |
| ESMARK INC                  | COM          | 296475106 | 408530 | 23740689 | SH | DEFINE |
| ESPEY MFG & ELECTRS CORP    | COM          | 296650104 | 2911   | 153299   | SH | DEFINE |
| ESSEX PPTY TR INC           | COM          | 297178105 | 43     | 400      | SH | DEFINE |
| ESSEX PPTY TR INC           | COM          | 297178105 | 501    | 4700     | SH | DEFINE |
| ESSEX PPTY TR INC           | COM          | 297178105 | 884    | 8300     | SH | DEFINE |
| ESSEX PPTY TR INC           | COM          | 297178105 | 13941  | 130900   | SH | DEFINE |
| ESSEX PPTY TR INC           | COM          | 297178105 | 149    | 1400     | SH | DEFINE |
| ETHAN ALLEN INTERIORS INC   | COM          | 297602104 | 36898  | 1499900  | SH | DEFINE |
| EURONET WORLDWIDE INC       | COM          | 298736109 | 341    | 20200    | SH | DEFINE |
| EVEREST RE GROUP LTD        | COM          | G3223R108 | 803    | 10071    | SH | DEFINE |
| EVERGREEN SOLAR INC         | COM          | 30033R108 | 504    | 52000    | SH | DEFINE |
| EXCO RESOURCES INC          | COM          | 269279402 | 8835   | 239370   | SH | DEFINE |
| EXCO RESOURCES INC          | COM          | 269279402 | 683    | 18500    | SH | DEFINE |
| EXCO RESOURCES INC          | COM          | 269279402 | 572    | 15500    | SH | DEFINE |
| EXELIXIS INC                | COM          | 30161Q104 | 1431   | 286100   | SH | DEFINE |
| EXELON CORP                 | COM          | 30161N101 | 225111 | 2502340  | SH | DEFINE |
| EXELON CORP                 | COM          | 30161N101 | 4498   | 50000    | SH | DEFINE |
| EXELON CORP                 | COM          | 30161N101 | 12849  | 142828   | SH | DEFINE |
| EXELON CORP                 | COM          | 30161N101 | 270    | 3000     | SH | DEFINE |
| EXELON CORP                 | COM          | 30161N101 | 256290 | 2848938  | SH | DEFINE |
| EXELON CORP                 | COM          | 30161N101 | 34     | 380      | SH | DEFINE |
| EXELON CORP                 | COM          | 30161N101 | 574    | 6380     | SH | DEFINE |
| EXELON CORP                 | COM          | 30161N101 | 225    | 2500     | SH | DEFINE |
| EXPEDIA INC DEL             | COM          | 30212P105 | 5516   | 300100   | SH | DEFINE |
| EXPEDIA INC DEL             | COM          | 30212P105 | 9      | 500      | SH | DEFINE |
| EXPEDIA INC DEL             | COM          | 30212P105 | 115    | 6236     | SH | DEFINE |
| EXPEDIA INC DEL             | COM          | 30212P105 | 38     | 2000     | SH | DEFINE |
| EXPEDIA INC DEL             | COM          | 30212P105 | 161582 | 8791180  | SH | DEFINE |



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

|                              |                |           |        |         |    |        |
|------------------------------|----------------|-----------|--------|---------|----|--------|
| EXPEDITORS INTL WASH INC     | COM            | 302130109 | 107326 | 2495960 | SH | DEFINE |
| EXPEDITORS INTL WASH INC     | COM            | 302130109 | 3440   | 80000   | SH | DEFINE |
| EXPEDITORS INTL WASH INC     | COM            | 302130109 | 3916   | 91075   | SH | DEFINE |
| EXPEDITORS INTL WASH INC     | COM            | 302130109 | 1570   | 36523   | SH | DEFINE |
| EXPRESS SCRIPTS INC          | COM            | 302182100 | 96973  | 1546120 | SH | DEFINE |
| EXPRESS SCRIPTS INC          | COM            | 302182100 | 1708   | 27238   | SH | DEFINE |
| EXPRESS SCRIPTS INC          | COM            | 302182100 | 22     | 350     | SH | DEFINE |
| EXPRESS SCRIPTS INC          | COM            | 302182100 | 405    | 6460    | SH | DEFINE |
| EXPRESS SCRIPTS INC          | COM            | 302182100 | 138    | 2200    | SH | DEFINE |
| EXPRESS SCRIPTS INC          | COM            | 302182100 | 1265   | 20164   | SH | DEFINE |
| EXTERRAN HLDGS INC           | COM            | 30225X103 | 66486  | 930000  | SH | DEFINE |
| EXTERRAN HLDGS INC           | COM            | 30225X103 | 32393  | 453106  | SH | DEFINE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 8372   | 95000   | SH | DEFINE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 93865  | 1065078 | SH | DEFINE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 6169   | 70000   | SH | DEFINE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 363102 | 4120075 | SH | DEFINE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 2027   | 23000   | SH | DEFINE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 46     | 520     | SH | DEFINE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 26579  | 302175  | SH | DEFINE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 326    | 3700    | SH | DEFINE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 3725   | 42269   | SH | DEFINE |
| EXXON MOBIL CORP             | COM            | 30231G102 | 353    | 4000    | SH | DEFINE |
| F M C CORP                   | COM NEW        | 302491303 | 17680  | 228300  | SH | DEFINE |
| F M C CORP                   | COM NEW        | 302491303 | 501    | 6475    | SH | DEFINE |
| F M C CORP                   | COM NEW        | 302491303 | 11298  | 145913  | SH | DEFINE |
| F5 NETWORKS INC              | COM            | 315616102 | 17896  | 629700  | SH | DEFINE |
| F5 NETWORKS INC              | COM            | 315616102 | 9080   | 319500  | SH | DEFINE |
| F5 NETWORKS INC              | COM            | 315616102 | 3      | 120     | SH | DEFINE |
| F5 NETWORKS INC              | COM            | 315616102 | 284    | 10000   | SH | DEFINE |
| FACTSET RESH SYS INC         | COM            | 303075105 | 169730 | 3011540 | SH | DEFINE |
| FACTSET RESH SYS INC         | COM            | 303075105 | 2128   | 37750   | SH | DEFINE |
| FACTSET RESH SYS INC         | COM            | 303075105 | 2670   | 47367   | SH | DEFINE |
| FAIRPOINT COMMUNICATIONS INC | COM            | 305560104 | 79     | 10911   | SH | DEFINE |
| FAIRPOINT COMMUNICATIONS INC | COM            | 305560104 | 0      | 45      | SH | OTHER  |
| FAIRPOINT COMMUNICATIONS INC | COM            | 305560104 | 0      | 31      | SH | DEFINE |
| FAIRPOINT COMMUNICATIONS INC | COM            | 305560104 | 1      | 92      | SH | DEFINE |
| FAIRPOINT COMMUNICATIONS INC | COM            | 305560104 | 1      | 150     | SH | DEFINE |
| FALCONSTOR SOFTWARE INC      | COM            | 306137100 | 299    | 42200   | SH | DEFINE |
| FAMILY DLR STORES INC        | COM            | 307000109 | 156256 | 7836300 | SH | DEFINE |
| FAMILY DLR STORES INC        | COM            | 307000109 | 42     | 2100    | SH | DEFINE |
| FAMILY DLR STORES INC        | COM            | 307000109 | 60     | 3000    | SH | DEFINE |
| FARMER BROS CO               | COM            | 307675108 | 44278  | 2093533 | SH | DEFINE |
| FARO TECHNOLOGIES INC        | COM            | 311642102 | 12643  | 502300  | SH | DEFINE |
| FARO TECHNOLOGIES INC        | COM            | 311642102 | 16122  | 640218  | SH | DEFINE |
| FASTENAL CO                  | COM            | 311900104 | 863    | 20000   | SH | DEFINE |
| FASTENAL CO                  | COM            | 311900104 | 1057   | 24483   | SH | DEFINE |
| FASTENAL CO                  | COM            | 311900104 | 2      | 41      | SH | DEFINE |
| FBL FINL GROUP INC           | CL A           | 30239F106 | 11431  | 575000  | SH | DEFINE |
| FEDERAL HOME LN MTG CORP     | COM            | 313400301 | 92122  | 5617220 | SH | DEFINE |
| FEDERAL HOME LN MTG CORP     | COM            | 313400301 | 136    | 8320    | SH | DEFINE |
| FEDERAL HOME LN MTG CORP     | COM            | 313400301 | 20     | 1200    | SH | DEFINE |
| FEDERAL NATL MTG ASSN        | COM            | 313586109 | 18     | 900     | SH | DEFINE |
| FEDERAL NATL MTG ASSN        | COM            | 313586109 | 4441   | 227607  | SH | DEFINE |
| FEDERAL NATL MTG ASSN        | COM            | 313586109 | 34122  | 1748935 | SH | DEFINE |
| FEDERAL NATL MTG ASSN        | COM            | 313586109 | 1      | 30      | SH | DEFINE |
| FEDERAL REALTY INVT TR       | SH BEN INT NEW | 313747206 | 62     | 900     | SH | DEFINE |
| FEDERAL REALTY INVT TR       | SH BEN INT NEW | 313747206 | 628    | 9100    | SH | DEFINE |
| FEDERAL REALTY INVT TR       | SH BEN INT NEW | 313747206 | 1159   | 16800   | SH | DEFINE |
| FEDERAL REALTY INVT TR       | SH BEN INT NEW | 313747206 | 17119  | 248100  | SH | DEFINE |
| FEDERAL REALTY INVT TR       | SH BEN INT NEW | 313747206 | 186    | 2700    | SH | DEFINE |
| FEDERAL SIGNAL CORP          | COM            | 313855108 | 12     | 1000    | SH | DEFINE |
| FEDERAL SIGNAL CORP          | COM            | 313855108 | 55434  | 4619536 | SH | DEFINE |

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

|                              |                 |           |         |          |    |        |
|------------------------------|-----------------|-----------|---------|----------|----|--------|
| FEDEX CORP                   | COM             | 31428X106 | 16280   | 206624   | SH | DEFINE |
| FEDEX CORP                   | COM             | 31428X106 | 3152    | 40000    | SH | DEFINE |
| FEDEX CORP                   | COM             | 31428X106 | 1605    | 20373    | SH | DEFINE |
| FEDEX CORP                   | COM             | 31428X106 | 4751    | 60300    | SH | DEFINE |
| FEDEX CORP                   | COM             | 31428X106 | 663     | 8420     | SH | DEFINE |
| FEDEX CORP                   | COM             | 31428X106 | 5644    | 71630    | SH | DEFINE |
| FEDEX CORP                   | COM             | 31428X106 | 150910  | 1915350  | SH | DEFINE |
| FEDEX CORP                   | COM             | 31428X106 | 3912    | 49650    | SH | DEFINE |
| FEDEX CORP                   | COM             | 31428X106 | 58      | 740      | SH | DEFINE |
| FELCOR LODGING TR INC        | COM             | 31430F101 | 36406   | 3467210  | SH | DEFINE |
| FELCOR LODGING TR INC        | COM             | 31430F101 | 26      | 2500     | SH | DEFINE |
| FELCOR LODGING TR INC        | COM             | 31430F101 | 394     | 37500    | SH | DEFINE |
| FELCOR LODGING TR INC        | COM             | 31430F101 | 742     | 70700    | SH | DEFINE |
| FELCOR LODGING TR INC        | COM             | 31430F101 | 10315   | 982400   | SH | DEFINE |
| FELCOR LODGING TR INC        | COM             | 31430F101 | 570     | 54253    | SH | DEFINE |
| FELCOR LODGING TR INC        | COM             | 31430F101 | 85      | 8100     | SH | DEFINE |
| FELCOR LODGING TR INC        | PFD CV A \$1.95 | 31430F200 | 61280   | 3200000  | SH | DEFINE |
| FERRO CORP                   | COM             | 315405100 | 209     | 11137    | SH | DEFINE |
| FGX INTERNATIONAL HLDGS LTD  | ORD SHS         | G3396L102 | 7959    | 989900   | SH | DEFINE |
| FIDELITY NATIONAL FINANCIAL  | CL A            | 31620R105 | 967     | 76716    | SH | DEFINE |
| FIDELITY NATL INFORMATION SV | COM             | 31620M106 | 269     | 7293     | SH | DEFINE |
| FIRST CLOVER LEAF FIN CORP   | COM             | 31969M105 | 93      | 11253    | SH | DEFINE |
| FIRST DEFIANCE FINL CORP     | COM             | 32006W106 | 3762    | 235000   | SH | DEFINE |
| FIRST NIAGARA FINL GP INC    | COM             | 33582V108 | 1286    | 100000   | SH | DEFINE |
| FIRST SOLAR INC              | COM             | 336433107 | 13777   | 50500    | SH | DEFINE |
| FIRST SOLAR INC              | COM             | 336433107 | 3260    | 11950    | SH | DEFINE |
| FIRST SOLAR INC              | COM             | 336433107 | 5675    | 20800    | SH | DEFINE |
| FIRSTENERGY CORP             | COM             | 337932107 | 1101812 | 13382868 | SH | DEFINE |
| FIRSTENERGY CORP             | COM             | 337932107 | 4747    | 57662    | SH | DEFINE |
| FIRSTENERGY CORP             | COM             | 337932107 | 165     | 2000     | SH | DEFINE |
| FISERV INC                   | COM             | 337738108 | 1164    | 25661    | SH | DEFINE |
| FLEXSTEEL INDS INC           | COM             | 339382103 | 2531    | 225000   | SH | DEFINE |
| FLEXTRONICS INTL LTD         | ORD             | Y2573F102 | 2295    | 244140   | SH | DEFINE |
| FLEXTRONICS INTL LTD         | ORD             | Y2573F102 | 280     | 29744    | SH | DEFINE |
| FLEXTRONICS INTL LTD         | ORD             | Y2573F102 | 6598    | 701920   | SH | DEFINE |
| FLEXTRONICS INTL LTD         | ORD             | Y2573F102 | 94283   | 10030090 | SH | DEFINE |
| FLEXTRONICS INTL LTD         | ORD             | Y2573F102 | 26528   | 2822133  | SH | DEFINE |
| FLEXTRONICS INTL LTD         | ORD             | Y2573F102 | 15041   | 1588313  | SH | DEFINE |
| FLEXTRONICS INTL LTD         | ORD             | Y2573F102 | 294276  | 31305967 | SH | DEFINE |
| FLEXTRONICS INTL LTD         | ORD             | Y2573F102 | 148081  | 15753300 | SH | DEFINE |
| FLEXTRONICS INTL LTD         | ORD             | Y2573F102 | 81      | 8610     | SH | DEFINE |
| FLIR SYS INC                 | COM             | 302445101 | 370289  | 9127175  | SH | DEFINE |
| FLIR SYS INC                 | COM             | 302445101 | 284     | 7000     | SH | DEFINE |
| FLIR SYS INC                 | COM             | 302445101 | 32      | 780      | SH | DEFINE |
| FLIR SYS INC                 | COM             | 302445101 | 138     | 3400     | SH | DEFINE |
| FLIR SYS INC                 | COM             | 302445101 | 18739   | 461782   | SH | DEFINE |
| FLOTEK INDS INC DEL          | COM             | 343389102 | 10729   | 520300   | SH | DEFINE |
| FLOWSERVE CORP               | COM             | 34354P105 | 36061   | 263800   | SH | DEFINE |
| FLOWSERVE CORP               | COM             | 34354P105 | 5837    | 42700    | SH | DEFINE |
| FLUOR CORP NEW               | COM             | 343412102 | 2791    | 15000    | SH | DEFINE |
| FLUOR CORP NEW               | COM             | 343412102 | 2159    | 11600    | SH | DEFINE |
| FMC TECHNOLOGIES INC         | COM             | 30249U101 | 166493  | 2164220  | SH | DEFINE |
| FMC TECHNOLOGIES INC         | COM             | 30249U101 | 301     | 3914     | SH | DEFINE |
| FMC TECHNOLOGIES INC         | COM             | 30249U101 | 1804    | 23454    | SH | DEFINE |
| FOCUS MEDIA HLDG LTD         | SPONSORED ADR   | 34415V109 | 287     | 10352    | SH | DEFINE |
| FOCUS MEDIA HLDG LTD         | SPONSORED ADR   | 34415V109 | 3647    | 131600   | SH | DEFINE |
| FOCUS MEDIA HLDG LTD         | SPONSORED ADR   | 34415V109 | 706     | 25481    | SH | DEFINE |
| FOMENTO ECONOMICO MEXICANO S | SPON ADR UNITS  | 344419106 | 1133    | 24900    | SH | DEFINE |
| FOMENTO ECONOMICO MEXICANO S | SPON ADR UNITS  | 344419106 | 166274  | 3653579  | SH | DEFINE |
| FOMENTO ECONOMICO MEXICANO S | SPON ADR UNITS  | 344419106 | 125620  | 2760276  | SH | DEFINE |
| FORCE PROTECTION INC         | COM NEW         | 345203202 | 2013    | 608100   | SH | DEFINE |
| FORCE PROTECTION INC         | COM NEW         | 345203202 | 9466    | 2852210  | SH | DEFINE |

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

|                              |                |           |        |         |    |        |
|------------------------------|----------------|-----------|--------|---------|----|--------|
| FORD MTR CO CAP TR II        | PFD TR CV6.5%  | 345395206 | 12443  | 450000  | SH | DEFINE |
| FORD MTR CO CAP TR II        | PFD TR CV6.5%  | 345395206 | 802    | 29000   | SH | DEFINE |
| FORD MTR CO DEL              | COM PAR \$0.01 | 345370860 | 5291   | 1100000 | SH | DEFINE |
| FORD MTR CO DEL              | COM PAR \$0.01 | 345370860 | 65     | 13518   | SH | DEFINE |
| FORDING CDN COAL TR          | TR UNIT        | 345425102 | 9027   | 94415   | SH | DEFINE |
| FOREST LABS INC              | COM            | 345838106 | 244    | 7015    | SH | DEFINE |
| FOREST LABS INC              | COM            | 345838106 | 3721   | 107100  | SH | DEFINE |
| FORESTAR REAL ESTATE GROUP I | COM            | 346233109 | 207    | 10874   | SH | DEFINE |
| FORESTAR REAL ESTATE GROUP I | COM            | 346233109 | 41152  | 2160232 | SH | DEFINE |
| FORMFACTOR INC               | COM            | 346375108 | 105772 | 5739129 | SH | DEFINE |
| FORMFACTOR INC               | COM            | 346375108 | 1570   | 85167   | SH | DEFINE |
| FORTUNE BRANDS INC           | COM            | 349631101 | 8057   | 129100  | SH | DEFINE |
| FORTUNE BRANDS INC           | COM            | 349631101 | 911    | 14592   | SH | DEFINE |
| FORTUNE BRANDS INC           | COM            | 349631101 | 96     | 1544    | SH | DEFINE |
| FORWARD AIR CORP             | COM            | 349853101 | 17300  | 500000  | SH | DEFINE |
| FORWARD AIR CORP             | COM            | 349853101 | 26     | 750     | SH | DEFINE |
| FOSTER WHEELER LTD           | SHS NEW        | G36535139 | 115368 | 1577140 | SH | DEFINE |
| FOSTER WHEELER LTD           | SHS NEW        | G36535139 | 4221   | 57700   | SH | DEFINE |
| FOSTER WHEELER LTD           | SHS NEW        | G36535139 | 1856   | 25379   | SH | DEFINE |
| FOUNDRY NETWORKS INC         | COM            | 35063R100 | 1746   | 147700  | SH | DEFINE |
| FPL GROUP INC                | COM            | 302571104 | 527329 | 8041000 | SH | DEFINE |
| FPL GROUP INC                | COM            | 302571104 | 15536  | 236898  | SH | DEFINE |
| FRANCE TELECOM               | SPONSORED ADR  | 35177Q105 | 3      | 93      | SH | DEFINE |
| FRANCE TELECOM               | SPONSORED ADR  | 35177Q105 | 1473   | 49710   | SH | DEFINE |
| FRANCE TELECOM               | SPONSORED ADR  | 35177Q105 | 29330  | 1071994 | SH | DEFINE |
| FRANCE TELECOM               | SPONSORED ADR  | 35177Q105 | 10992  | 370965  | SH | DEFINE |
| FRANKLIN ELEC INC            | COM            | 353514102 | 29323  | 756129  | SH | DEFINE |
| FRANKLIN ELEC INC            | COM            | 353514102 | 19     | 500     | SH | DEFINE |
| FRANKLIN RES INC             | COM            | 354613101 | 66840  | 729292  | SH | DEFINE |
| FRANKLIN RES INC             | COM            | 354613101 | 2      | 25      | SH | DEFINE |
| FREDS INC                    | CL A           | 356108100 | 29299  | 2606700 | SH | DEFINE |
| FREEPORT-MCMORAN COPPER & GO | PFD CONV       | 35671D782 | 273    | 1625    | SH | DEFINE |
| FREEPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 1157   | 9873    | SH | DEFINE |
| FREEPORT-MCMORAN COPPER & GO | COM            | 35671D857 | 4565   | 38955   | SH | DEFINE |
| FRESENIUS MED CARE AG&CO KGA | SPONSORED ADR  | 358029106 | 43     | 777     | SH | DEFINE |
| FRESENIUS MED CARE AG&CO KGA | SPONSORED ADR  | 358029106 | 2086   | 38000   | SH | DEFINE |
| FUEL SYS SOLUTIONS INC       | COM            | 35952W103 | 35943  | 933580  | SH | DEFINE |
| FUEL TECH INC                | COM            | 359523107 | 4475   | 253990  | SH | DEFINE |
| FUEL TECH INC                | COM            | 359523107 | 335    | 19000   | SH | DEFINE |
| FUEL TECH INC                | COM            | 359523107 | 83     | 4700    | SH | DEFINE |
| FUJIFILM HLDGS CORP          | ADR 2 ORD      | 35958N107 | 5      | 157     | SH | DEFINE |
| FUJIFILM HLDGS CORP          | ADR 2 ORD      | 35958N107 | 26269  | 766092  | SH | DEFINE |
| FURMANITE CORPORATION        | COM            | 361086101 | 21455  | 2688600 | SH | DEFINE |
| FURNITURE BRANDS INTL INC    | COM            | 360921100 | 45424  | 3400000 | SH | DEFINE |
| GAIAM INC                    | CL A           | 36268Q103 | 1105   | 81827   | SH | DEFINE |
| GAIAM INC                    | CL A           | 36268Q103 | 5090   | 376730  | SH | DEFINE |
| GAIAM INC                    | CL A           | 36268Q103 | 338    | 25000   | SH | DEFINE |
| GALLAGHER ARTHUR J & CO      | COM            | 363576109 | 66635  | 2764930 | SH | DEFINE |
| GALLAGHER ARTHUR J & CO      | COM            | 363576109 | 9      | 368     | SH | DEFINE |
| GALLAGHER ARTHUR J & CO      | COM            | 363576109 | 51     | 2100    | SH | DEFINE |
| GAMESTOP CORP NEW            | CL A           | 36467W109 | 9175   | 227101  | SH | DEFINE |
| GAMESTOP CORP NEW            | CL A           | 36467W109 | 242    | 6000    | SH | DEFINE |
| GANNETT INC                  | COM            | 364730101 | 1111   | 51276   | SH | DEFINE |
| GANNETT INC                  | COM            | 364730101 | 114    | 5280    | SH | DEFINE |
| GAP INC DEL                  | COM            | 364760108 | 1145   | 68690   | SH | DEFINE |
| GAP INC DEL                  | COM            | 364760108 | 606    | 36329   | SH | DEFINE |
| GAP INC DEL                  | COM            | 364760108 | 1580   | 94800   | SH | DEFINE |
| GAP INC DEL                  | COM            | 364760108 | 208    | 12430   | SH | DEFINE |
| GAP INC DEL                  | COM            | 364760108 | 89155  | 5348251 | SH | DEFINE |
| GAP INC DEL                  | COM            | 364760108 | 2559   | 153519  | SH | DEFINE |
| GARMIN LTD                   | ORD            | G37260109 | 5536   | 129230  | SH | DEFINE |
| GARMIN LTD                   | ORD            | G37260109 | 2      | 43      | SH | DEFINE |

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

|                              |                |           |         |          |    |        |
|------------------------------|----------------|-----------|---------|----------|----|--------|
| GEHL CO                      | COM            | 368483103 | 4437    | 300000   | SH | DEFINE |
| GENCO SHIPPING & TRADING LTD | SHS            | Y2685T107 | 6096    | 93500    | SH | DEFINE |
| GENCORP INC                  | COM            | 368682100 | 20627   | 2880872  | SH | DEFINE |
| GENENTECH INC                | COM NEW        | 368710406 | 148155  | 1951980  | SH | DEFINE |
| GENENTECH INC                | COM NEW        | 368710406 | 75900   | 1000000  | SH | DEFINE |
| GENENTECH INC                | COM NEW        | 368710406 | 29166   | 384274   | SH | DEFINE |
| GENENTECH INC                | COM NEW        | 368710406 | 235     | 3100     | SH | DEFINE |
| GENENTECH INC                | COM NEW        | 368710406 | 43      | 560      | SH | DEFINE |
| GENENTECH INC                | COM NEW        | 368710406 | 676     | 8910     | SH | DEFINE |
| GENENTECH INC                | COM NEW        | 368710406 | 213     | 2800     | SH | DEFINE |
| GENENTECH INC                | COM NEW        | 368710406 | 741     | 9768     | SH | DEFINE |
| GENENTECH INC                | COM NEW        | 368710406 | 304     | 4000     | SH | DEFINE |
| GENERAL DYNAMICS CORP        | COM            | 369550108 | 884     | 10500    | SH | DEFINE |
| GENERAL DYNAMICS CORP        | COM            | 369550108 | 84200   | 1000000  | SH | DEFINE |
| GENERAL DYNAMICS CORP        | COM            | 369550108 | 4410    | 52372    | SH | DEFINE |
| GENERAL DYNAMICS CORP        | COM            | 369550108 | 160     | 1900     | SH | OTHER  |
| GENERAL DYNAMICS CORP        | COM            | 369550108 | 1768    | 21000    | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 190631  | 7142400  | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 175086  | 6560000  | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 1868    | 70000    | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 183999  | 6893928  | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 144     | 5400     | SH | OTHER  |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 187     | 7000     | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 19166   | 718080   | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 7664    | 287134   | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 53523   | 2007597  | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 154150  | 5775588  | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 5373    | 203416   | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 2917    | 109290   | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 1068301 | 40026250 | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 43131   | 1615985  | SH | DEFINE |
| GENERAL ELECTRIC CO          | COM            | 369604103 | 483     | 18080    | SH | DEFINE |
| GENERAL GROWTH PPTYS INC     | COM            | 370021107 | 388     | 11068    | SH | DEFINE |
| GENERAL GROWTH PPTYS INC     | COM            | 370021107 | 729     | 20800    | SH | DEFINE |
| GENERAL GROWTH PPTYS INC     | COM            | 370021107 | 1363    | 38900    | SH | DEFINE |
| GENERAL GROWTH PPTYS INC     | COM            | 370021107 | 20124   | 574485   | SH | DEFINE |
| GENERAL GROWTH PPTYS INC     | COM            | 370021107 | 44      | 1250     | SH | DEFINE |
| GENERAL GROWTH PPTYS INC     | COM            | 370021107 | 217     | 6200     | SH | DEFINE |
| GENERAL MARITIME CORP        | SHS            | Y2692M103 | 17220   | 662800   | SH | DEFINE |
| GENERAL MLS INC              | COM            | 370334104 | 2795    | 45994    | SH | DEFINE |
| GENERAL MLS INC              | COM            | 370334104 | 108566  | 1786514  | SH | DEFINE |
| GENERAL MLS INC              | COM            | 370334104 | 19036   | 313247   | SH | DEFINE |
| GENERAL MTRS CORP            | COM            | 370442105 | 4600    | 400000   | SH | DEFINE |
| GENERAL MTRS CORP            | COM            | 370442105 | 39      | 3426     | SH | DEFINE |
| GENERAL MTRS CORP            | COM            | 370442105 | 151742  | 13194981 | SH | DEFINE |
| GENERAL MTRS CORP            | SENIOR DEBEN D | 370442691 | 16955   | 776200   | SH | DEFINE |
| GENERAL MTRS CORP            | DEB SR CV C 33 | 370442717 | 193347  | 14581200 | SH | DEFINE |
| GENERAL MTRS CORP            | DEB SR CV C 33 | 370442717 | 1330    | 100323   | SH | DEFINE |
| GENESEE & WYO INC            | CL A           | 371559105 | 52064   | 1530400  | SH | DEFINE |
| GENTEX CORP                  | COM            | 371901109 | 11398   | 789353   | SH | DEFINE |
| GENTIUM S P A                | SPONSORED ADR  | 37250B104 | 1644    | 482100   | SH | DEFINE |
| GENTIUM S P A                | SPONSORED ADR  | 37250B104 | 219     | 64217    | SH | DEFINE |
| GENUINE PARTS CO             | COM            | 372460105 | 14896   | 375400   | SH | DEFINE |
| GENUINE PARTS CO             | COM            | 372460105 | 120     | 3025     | SH | DEFINE |
| GENUINE PARTS CO             | COM            | 372460105 | 10490   | 264358   | SH | DEFINE |
| GENUINE PARTS CO             | COM            | 372460105 | 8644    | 217841   | SH | DEFINE |
| GENUINE PARTS CO             | COM            | 372460105 | 42      | 1050     | SH | DEFINE |
| GENWORTH FINL INC            | COM CL A       | 37247D106 | 28496   | 1600000  | SH | DEFINE |
| GENZYME CORP                 | COM            | 372917104 | 40115   | 557000   | SH | DEFINE |
| GENZYME CORP                 | COM            | 372917104 | 1138    | 15803    | SH | DEFINE |
| GERDAU AMERISTEEL CORP       | COM            | 37373P105 | 64049   | 3318600  | SH | DEFINE |
| GIBRALTAR INDS INC           | COM            | 374689107 | 62302   | 3901199  | SH | DEFINE |

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

|                            |                  |           |        |          |     |        |
|----------------------------|------------------|-----------|--------|----------|-----|--------|
| GILEAD SCIENCES INC        | COM              | 375558103 | 209431 | 3955254  | SH  | DEFINE |
| GILEAD SCIENCES INC        | COM              | 375558103 | 34753  | 656332   | SH  | DEFINE |
| GILEAD SCIENCES INC        | COM              | 375558103 | 4211   | 79530    | SH  | DEFINE |
| GILEAD SCIENCES INC        | COM              | 375558103 | 1145   | 21626    | SH  | DEFINE |
| GILEAD SCIENCES INC        | COM              | 375558103 | 1207   | 22800    | SH  | DEFINE |
| GILEAD SCIENCES INC        | NOTE 0.625% 5/03 | 375558AH6 | 14850  | 10000000 | PRN | DEFINE |
| GLATFELTER                 | COM              | 377316104 | 35405  | 2620642  | SH  | DEFINE |
| GLAXOSMITHKLINE PLC        | SPONSORED ADR    | 37733W105 | 1358   | 30700    | SH  | DEFINE |
| GLAXOSMITHKLINE PLC        | SPONSORED ADR    | 37733W105 | 7659   | 173886   | SH  | DEFINE |
| GLAXOSMITHKLINE PLC        | SPONSORED ADR    | 37733W105 | 31020  | 705035   | SH  | DEFINE |
| GLOBAL INDS LTD            | COM              | 379336100 | 18341  | 1022900  | SH  | DEFINE |
| GLOBAL INDS LTD            | COM              | 379336100 | 19904  | 1110100  | SH  | DEFINE |
| GLOBAL INDS LTD            | COM              | 379336100 | 36     | 2000     | SH  | DEFINE |
| GLOBAL INDS LTD            | COM              | 379336100 | 16     | 890      | SH  | DEFINE |
| GLOBAL INDS LTD            | COM              | 379336100 | 276    | 15380    | SH  | DEFINE |
| GLOBAL INDS LTD            | COM              | 379336100 | 113    | 6300     | SH  | DEFINE |
| GLOBAL PMTS INC            | COM              | 37940X102 | 98581  | 2115465  | SH  | DEFINE |
| GLOBAL PMTS INC            | COM              | 37940X102 | 13     | 282      | SH  | DEFINE |
| GLOBAL PMTS INC            | COM              | 37940X102 | 1497   | 32114    | SH  | DEFINE |
| GOLD FIELDS LTD NEW        | SPONSORED ADR    | 38059T106 | 35140  | 2777828  | SH  | DEFINE |
| GOLD FIELDS LTD NEW        | SPONSORED ADR    | 38059T106 | 4      | 354      | SH  | DEFINE |
| GOLDCORP INC NEW           | COM              | 380956409 | 124793 | 2702905  | SH  | DEFINE |
| GOLDCORP INC NEW           | COM              | 380956409 | 277    | 6000     | SH  | DEFINE |
| GOLDEN STAR RES LTD CDA    | COM              | 38119T104 | 1883   | 700000   | SH  | DEFINE |
| GOLDMAN SACHS GROUP INC    | COM              | 38141G104 | 39332  | 224880   | SH  | DEFINE |
| GOLDMAN SACHS GROUP INC    | COM              | 38141G104 | 29195  | 166926   | SH  | DEFINE |
| GOLDMAN SACHS GROUP INC    | COM              | 38141G104 | 294    | 1680     | SH  | DEFINE |
| GOLDMAN SACHS GROUP INC    | COM              | 38141G104 | 272    | 1556     | SH  | DEFINE |
| GOODRICH CORP              | COM              | 382388106 | 1065   | 22445    | SH  | DEFINE |
| GOODRICH CORP              | COM              | 382388106 | 2952   | 62195    | SH  | DEFINE |
| GOODYEAR TIRE & RUBR CO    | COM              | 382550101 | 22     | 1230     | SH  | DEFINE |
| GOODYEAR TIRE & RUBR CO    | COM              | 382550101 | 190670 | 10693777 | SH  | DEFINE |
| GOODYEAR TIRE & RUBR CO    | COM              | 382550101 | 2913   | 163400   | SH  | DEFINE |
| GOOGLE INC                 | CL A             | 38259P508 | 193017 | 366660   | SH  | DEFINE |
| GOOGLE INC                 | CL A             | 38259P508 | 14213  | 27000    | SH  | DEFINE |
| GOOGLE INC                 | CL A             | 38259P508 | 12000  | 22796    | SH  | DEFINE |
| GOOGLE INC                 | CL A             | 38259P508 | 171    | 325      | SH  | OTHER  |
| GOOGLE INC                 | CL A             | 38259P508 | 374    | 710      | SH  | DEFINE |
| GOOGLE INC                 | CL A             | 38259P508 | 20     | 38       | SH  | DEFINE |
| GOOGLE INC                 | CL A             | 38259P508 | 295    | 560      | SH  | DEFINE |
| GOOGLE INC                 | CL A             | 38259P508 | 158    | 300      | SH  | DEFINE |
| GOOGLE INC                 | CL A             | 38259P508 | 1043   | 1982     | SH  | DEFINE |
| GRACO INC                  | COM              | 384109104 | 91900  | 2413983  | SH  | DEFINE |
| GRACO INC                  | COM              | 384109104 | 877    | 23025    | SH  | DEFINE |
| GRACO INC                  | COM              | 384109104 | 107    | 2800     | SH  | DEFINE |
| GRAINGER W W INC           | COM              | 384802104 | 793    | 9700     | SH  | DEFINE |
| GRAINGER W W INC           | COM              | 384802104 | 44990  | 550000   | SH  | DEFINE |
| GRAINGER W W INC           | COM              | 384802104 | 393    | 4800     | SH  | DEFINE |
| GREAT PLAINS ENERGY INC    | COM              | 391164100 | 613    | 24234    | SH  | DEFINE |
| GREATBATCH INC             | COM              | 39153L106 | 692    | 40000    | SH  | DEFINE |
| GREATBATCH INC             | COM              | 39153L106 | 17271  | 998435   | SH  | DEFINE |
| GREENHILL & CO INC         | COM              | 395259104 | 2439   | 45276    | SH  | DEFINE |
| GREENHILL & CO INC         | COM              | 395259104 | 167    | 3100     | SH  | DEFINE |
| GREENHILL & CO INC         | COM              | 395259104 | 97     | 1800     | SH  | DEFINE |
| GRIFFIN LD & NURSERIES INC | CL A             | 398231100 | 5311   | 173000   | SH  | DEFINE |
| GROUP 1 AUTOMOTIVE INC     | COM              | 398905109 | 24382  | 1227100  | SH  | DEFINE |
| GRUPO TELEVISIA SA DE CV   | SP ADR REP ORD   | 40049J206 | 2990   | 126600   | SH  | DEFINE |
| GSI GROUP INC CDA          | COM              | 36229U102 | 26600  | 3427886  | SH  | DEFINE |
| GSI GROUP INC CDA          | COM              | 36229U102 | 2103   | 271058   | SH  | DEFINE |
| GTSI CORP                  | COM              | 36238K103 | 3953   | 522200   | SH  | DEFINE |
| GUANGSHEN RY LTD           | SPONSORED ADR    | 40065W107 | 732    | 32650    | SH  | DEFINE |
| GUARANTY BANCORP DEL       | COM              | 40075T102 | 38709  | 10752528 | SH  | DEFINE |

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

|                              |                  |           |        |         |     |        |
|------------------------------|------------------|-----------|--------|---------|-----|--------|
| GUARANTY FINL GROUP INC      | COM              | 40108N106 | 6      | 1080    | SH  | DEFINE |
| GUARANTY FINL GROUP INC      | COM              | 40108N106 | 10670  | 1986937 | SH  | DEFINE |
| GUESS INC                    | COM              | 401617105 | 130811 | 3492960 | SH  | DEFINE |
| GUESS INC                    | COM              | 401617105 | 15     | 400     | SH  | DEFINE |
| GUESS INC                    | COM              | 401617105 | 1907   | 50920   | SH  | DEFINE |
| GYMBOREE CORP                | COM              | 403777105 | 12221  | 305000  | SH  | DEFINE |
| H & Q HEALTHCARE FD          | SH BEN INT       | 404052102 | 2201   | 150000  | SH  | DEFINE |
| HAIN CELESTIAL GROUP INC     | COM              | 405217100 | 46594  | 1984410 | SH  | DEFINE |
| HAIN CELESTIAL GROUP INC     | COM              | 405217100 | 5440   | 231707  | SH  | DEFINE |
| HAIN CELESTIAL GROUP INC     | COM              | 405217100 | 399    | 17000   | SH  | DEFINE |
| HALLIBURTON CO               | COM              | 406216101 | 83047  | 1564850 | SH  | DEFINE |
| HALLIBURTON CO               | COM              | 406216101 | 2793   | 52625   | SH  | DEFINE |
| HALLIBURTON CO               | COM              | 406216101 | 32     | 600     | SH  | DEFINE |
| HALLIBURTON CO               | COM              | 406216101 | 627    | 11820   | SH  | DEFINE |
| HALLIBURTON CO               | COM              | 406216101 | 202    | 3800    | SH  | DEFINE |
| HANCOCK HLDG CO              | COM              | 410120109 | 2781   | 70788   | SH  | DEFINE |
| HANSEN NAT CORP              | COM              | 411310105 | 207091 | 7185664 | SH  | DEFINE |
| HANSEN NAT CORP              | COM              | 411310105 | 19574  | 679181  | SH  | DEFINE |
| HANSEN NAT CORP              | COM              | 411310105 | 27     | 930     | SH  | DEFINE |
| HANSEN NAT CORP              | COM              | 411310105 | 511    | 17720   | SH  | DEFINE |
| HANSEN NAT CORP              | COM              | 411310105 | 189    | 6570    | SH  | DEFINE |
| HANSEN NAT CORP              | COM              | 411310105 | 2379   | 82556   | SH  | DEFINE |
| HARDINGE INC                 | COM              | 412324303 | 10458  | 794100  | SH  | DEFINE |
| HARLEY DAVIDSON INC          | COM              | 412822108 | 1193   | 32900   | SH  | DEFINE |
| HARLEY DAVIDSON INC          | COM              | 412822108 | 23925  | 659810  | SH  | DEFINE |
| HARLEY DAVIDSON INC          | COM              | 412822108 | 18130  | 500000  | SH  | DEFINE |
| HARLEY DAVIDSON INC          | COM              | 412822108 | 963    | 26555   | SH  | DEFINE |
| HARLEY DAVIDSON INC          | COM              | 412822108 | 127    | 3500    | SH  | DEFINE |
| HARLEY DAVIDSON INC          | COM              | 412822108 | 114742 | 3164434 | SH  | DEFINE |
| HARLEY DAVIDSON INC          | COM              | 412822108 | 12364  | 340971  | SH  | DEFINE |
| HARLEY DAVIDSON INC          | COM              | 412822108 | 184458 | 5087100 | SH  | DEFINE |
| HARMAN INTL INDS INC         | COM              | 413086109 | 32060  | 774590  | SH  | DEFINE |
| HARMAN INTL INDS INC         | COM              | 413086109 | 20     | 475     | SH  | DEFINE |
| HARMAN INTL INDS INC         | COM              | 413086109 | 20     | 490     | SH  | DEFINE |
| HARMAN INTL INDS INC         | COM              | 413086109 | 342    | 8270    | SH  | DEFINE |
| HARMAN INTL INDS INC         | COM              | 413086109 | 161    | 3900    | SH  | DEFINE |
| HARMAN INTL INDS INC         | COM              | 413086109 | 188    | 4545    | SH  | DEFINE |
| HARMONY GOLD MNG LTD         | SPONSORED ADR    | 413216300 | 11638  | 950000  | SH  | DEFINE |
| HARRIS CORP DEL              | COM              | 413875105 | 151117 | 2993000 | SH  | DEFINE |
| HARRIS CORP DEL              | COM              | 413875105 | 20608  | 408151  | SH  | DEFINE |
| HARRIS CORP DEL              | COM              | 413875105 | 2020   | 40000   | SH  | DEFINE |
| HARRIS CORP DEL              | COM              | 413875105 | 1836   | 36354   | SH  | DEFINE |
| HARTE-HANKS INC              | COM              | 416196103 | 547    | 47750   | SH  | DEFINE |
| HARTFORD FINL SVCS GROUP INC | COM              | 416515104 | 11816  | 182997  | SH  | DEFINE |
| HARTFORD FINL SVCS GROUP INC | COM              | 416515104 | 1485   | 23000   | SH  | DEFINE |
| HARTFORD FINL SVCS GROUP INC | COM              | 416515104 | 177918 | 2755422 | SH  | DEFINE |
| HASBRO INC                   | COM              | 418056107 | 50337  | 1409200 | SH  | DEFINE |
| HAVERTY FURNITURE INC        | COM              | 419596101 | 14146  | 1409000 | SH  | DEFINE |
| HAWAIIAN ELEC INDUSTRIES     | COM              | 419870100 | 55395  | 2240000 | SH  | DEFINE |
| HAWAIIAN ELEC INDUSTRIES     | COM              | 419870100 | 90     | 3625    | SH  | DEFINE |
| HCP INC                      | COM              | 40414L109 | 165    | 5200    | SH  | DEFINE |
| HCP INC                      | COM              | 40414L109 | 665    | 20900   | SH  | DEFINE |
| HCP INC                      | COM              | 40414L109 | 1237   | 38900   | SH  | DEFINE |
| HCP INC                      | COM              | 40414L109 | 17707  | 556641  | SH  | DEFINE |
| HCP INC                      | COM              | 40414L109 | 43     | 1346    | SH  | DEFINE |
| HCP INC                      | COM              | 40414L109 | 328    | 10300   | SH  | DEFINE |
| HDFC BANK LTD                | ADR REPS 3 SHS   | 40415F101 | 274    | 3825    | SH  | DEFINE |
| HEADWATERS INC               | NOTE 2.875% 6/04 | 42210PAB8 | 1693   | 2120000 | PRN | DEFINE |
| HEALTH MGMT ASSOC INC NEW    | CL A             | 421933102 | 18     | 2825    | SH  | DEFINE |
| HEALTH MGMT ASSOC INC NEW    | CL A             | 421933102 | 688    | 105760  | SH  | DEFINE |
| HEALTH NET INC               | COM              | 42222G108 | 7448   | 309580  | SH  | DEFINE |
| HEALTH NET INC               | COM              | 42222G108 | 16     | 680     | SH  | DEFINE |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| HEALTH NET INC               | COM            | 42222G108 | 274    | 11380    | SH | DEFINE |
| HEALTH NET INC               | COM            | 42222G108 | 113    | 4700     | SH | DEFINE |
| HEALTHCARE SVCS GRP INC      | COM            | 421906108 | 8938   | 587625   | SH | DEFINE |
| HEALTHCARE SVCS GRP INC      | COM            | 421906108 | 10214  | 671543   | SH | DEFINE |
| HEALTHSOUTH CORP             | COM NEW        | 421924309 | 1735   | 104339   | SH | DEFINE |
| HEALTHSOUTH CORP             | COM NEW        | 421924309 | 2719   | 163500   | SH | DEFINE |
| HEALTHWAYS INC               | COM            | 422245100 | 636    | 21500    | SH | DEFINE |
| HEALTHWAYS INC               | COM            | 422245100 | 2915   | 98470    | SH | DEFINE |
| HEALTHWAYS INC               | COM            | 422245100 | 228    | 7700     | SH | DEFINE |
| HEALTHWAYS INC               | COM            | 422245100 | 92     | 3100     | SH | DEFINE |
| HEARTLAND EXPRESS INC        | COM            | 422347104 | 7455   | 500000   | SH | DEFINE |
| HEARTLAND EXPRESS INC        | COM            | 422347104 | 18     | 1181     | SH | DEFINE |
| HEARTLAND PMT SYS INC        | COM            | 42235N108 | 7927   | 335900   | SH | DEFINE |
| HECLA MNG CO                 | COM            | 422704106 | 11112  | 1200000  | SH | DEFINE |
| HEINZ H J CO                 | COM            | 423074103 | 11034  | 230602   | SH | DEFINE |
| HELICOS BIOSCIENCES CORP     | COM            | 42326R109 | 3609   | 767900   | SH | DEFINE |
| HELIX ENERGY SOLUTIONS GRP I | COM            | 42330P107 | 44834  | 1076695  | SH | DEFINE |
| HELIX ENERGY SOLUTIONS GRP I | COM            | 42330P107 | 32786  | 787359   | SH | DEFINE |
| HELIX ENERGY SOLUTIONS GRP I | COM            | 42330P107 | 4      | 103      | SH | DEFINE |
| HELMERICH & PAYNE INC        | COM            | 423452101 | 216    | 3000     | SH | DEFINE |
| HELMERICH & PAYNE INC        | COM            | 423452101 | 7245   | 100600   | SH | DEFINE |
| HERBALIFE LTD                | COM USD SHS    | G4412G101 | 845    | 21809    | SH | DEFINE |
| HERCULES OFFSHORE INC        | COM            | 427093109 | 5192   | 136565   | SH | DEFINE |
| HERCULES OFFSHORE INC        | COM            | 427093109 | 411    | 10800    | SH | DEFINE |
| HERSHEY CO                   | COM            | 427866108 | 392    | 11950    | SH | DEFINE |
| HERSHEY CO                   | COM            | 427866108 | 8195   | 250000   | SH | DEFINE |
| HERSHEY CO                   | COM            | 427866108 | 1091   | 33295    | SH | DEFINE |
| HESS CORP                    | COM            | 42809H107 | 2374   | 18816    | SH | DEFINE |
| HESS CORP                    | COM            | 42809H107 | 5918   | 46900    | SH | DEFINE |
| HEWLETT PACKARD CO           | COM            | 428236103 | 3935   | 89000    | SH | DEFINE |
| HEWLETT PACKARD CO           | COM            | 428236103 | 83327  | 1884805  | SH | DEFINE |
| HEWLETT PACKARD CO           | COM            | 428236103 | 51118  | 1156250  | SH | DEFINE |
| HEWLETT PACKARD CO           | COM            | 428236103 | 25038  | 566332   | SH | DEFINE |
| HEWLETT PACKARD CO           | COM            | 428236103 | 27     | 610      | SH | DEFINE |
| HEWLETT PACKARD CO           | COM            | 428236103 | 475    | 10750    | SH | DEFINE |
| HEWLETT PACKARD CO           | COM            | 428236103 | 212    | 4800     | SH | DEFINE |
| HEWLETT PACKARD CO           | COM            | 428236103 | 572    | 12932    | SH | DEFINE |
| HIBBETT SPORTS INC           | COM            | 428567101 | 56917  | 2697490  | SH | DEFINE |
| HIGHWOODS PPTYS INC          | COM            | 431284108 | 47     | 1500     | SH | DEFINE |
| HIGHWOODS PPTYS INC          | COM            | 431284108 | 474    | 15100    | SH | DEFINE |
| HIGHWOODS PPTYS INC          | COM            | 431284108 | 914    | 29100    | SH | DEFINE |
| HIGHWOODS PPTYS INC          | COM            | 431284108 | 13256  | 421900   | SH | DEFINE |
| HIGHWOODS PPTYS INC          | COM            | 431284108 | 141    | 4500     | SH | DEFINE |
| HILL ROM HLDGS INC           | COM            | 431475102 | 94026  | 3485014  | SH | DEFINE |
| HILL ROM HLDGS INC           | COM            | 431475102 | 87641  | 3248382  | SH | DEFINE |
| HILL ROM HLDGS INC           | COM            | 431475102 | 38     | 1400     | SH | DEFINE |
| HILLENBRAND INC              | COM            | 431571108 | 72831  | 3403314  | SH | DEFINE |
| HILLENBRAND INC              | COM            | 431571108 | 69602  | 3252432  | SH | DEFINE |
| HILLENBRAND INC              | COM            | 431571108 | 30     | 1400     | SH | DEFINE |
| HITTITE MICROWAVE CORP       | COM            | 43365Y104 | 2137   | 60000    | SH | DEFINE |
| HMS HLDGS CORP               | COM            | 40425J101 | 1149   | 53500    | SH | DEFINE |
| HOLLY CORP                   | COM PAR \$0.01 | 435758305 | 5649   | 153000   | SH | DEFINE |
| HOLOGIC INC                  | COM            | 436440101 | 79967  | 3668204  | SH | DEFINE |
| HOLOGIC INC                  | COM            | 436440101 | 382    | 17500    | SH | DEFINE |
| HOLOGIC INC                  | COM            | 436440101 | 970    | 44517    | SH | DEFINE |
| HOME DEPOT INC               | COM            | 437076102 | 2586   | 110400   | SH | DEFINE |
| HOME DEPOT INC               | COM            | 437076102 | 35053  | 1496700  | SH | DEFINE |
| HOME DEPOT INC               | COM            | 437076102 | 11314  | 483087   | SH | DEFINE |
| HOME DEPOT INC               | COM            | 437076102 | 164    | 7000     | SH | DEFINE |
| HOME DEPOT INC               | COM            | 437076102 | 289721 | 12370650 | SH | DEFINE |
| HOME DEPOT INC               | COM            | 437076102 | 1556   | 65425    | SH | DEFINE |
| HOME DEPOT INC               | COM            | 437076102 | 1998   | 85304    | SH | DEFINE |

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

|                              |                |           |       |         |    |        |
|------------------------------|----------------|-----------|-------|---------|----|--------|
| HONDA MOTOR LTD              | AMERN SHS      | 438128308 | 1519  | 44650   | SH | DEFINE |
| HONDA MOTOR LTD              | AMERN SHS      | 438128308 | 3     | 100     | SH | DEFINE |
| HONEYWELL INTL INC           | COM            | 438516106 | 27850 | 553897  | SH | DEFINE |
| HONEYWELL INTL INC           | COM            | 438516106 | 1132  | 22508   | SH | DEFINE |
| HONEYWELL INTL INC           | COM            | 438516106 | 251   | 5000    | SH | DEFINE |
| HOOKEER FURNITURE CORP       | COM            | 439038100 | 33958 | 1960600 | SH | DEFINE |
| HORNBECK OFFSHORE SVCS INC N | COM            | 440543106 | 6171  | 109200  | SH | DEFINE |
| HORNBECK OFFSHORE SVCS INC N | COM            | 440543106 | 6338  | 112160  | SH | DEFINE |
| HORNBECK OFFSHORE SVCS INC N | COM            | 440543106 | 469   | 8300    | SH | DEFINE |
| HOSPIRA INC                  | COM            | 441060100 | 1604  | 40000   | SH | DEFINE |
| HOSPIRA INC                  | COM            | 441060100 | 896   | 22329   | SH | DEFINE |
| HOSPITALITY PPTYS TR         | COM SH BEN INT | 44106M102 | 210   | 8585    | SH | DEFINE |
| HOSPITALITY PPTYS TR         | COM SH BEN INT | 44106M102 | 98    | 4000    | SH | DEFINE |
| HOSPITALITY PPTYS TR         | COM SH BEN INT | 44106M102 | 152   | 6200    | SH | DEFINE |
| HOSPITALITY PPTYS TR         | COM SH BEN INT | 44106M102 | 279   | 11400   | SH | DEFINE |
| HOSPITALITY PPTYS TR         | COM SH BEN INT | 44106M102 | 3963  | 162000  | SH | DEFINE |
| HOSPITALITY PPTYS TR         | COM SH BEN INT | 44106M102 | 44    | 1800    | SH | DEFINE |
| HOST HOTELS & RESORTS INC    | COM            | 44107P104 | 239   | 17510   | SH | DEFINE |
| HOST HOTELS & RESORTS INC    | COM            | 44107P104 | 1431  | 104800  | SH | DEFINE |
| HOST HOTELS & RESORTS INC    | COM            | 44107P104 | 2684  | 196600  | SH | DEFINE |
| HOST HOTELS & RESORTS INC    | COM            | 44107P104 | 39407 | 2886975 | SH | DEFINE |
| HOST HOTELS & RESORTS INC    | COM            | 44107P104 | 39    | 2835    | SH | DEFINE |
| HOST HOTELS & RESORTS INC    | COM            | 44107P104 | 440   | 32200   | SH | DEFINE |
| HOT TOPIC INC                | COM            | 441339108 | 12000 | 2218200 | SH | DEFINE |
| HOUSTON WIRE & CABLE CO      | COM            | 44244K109 | 5406  | 271359  | SH | DEFINE |
| HSBC HLDGS PLC               | SPON ADR NEW   | 404280406 | 6070  | 79137   | SH | DEFINE |
| HSBC HLDGS PLC               | SPON ADR NEW   | 404280406 | 876   | 11415   | SH | DEFINE |
| HSBC HLDGS PLC               | SPON ADR NEW   | 404280406 | 19469 | 254337  | SH | DEFINE |
| HSBC HLDGS PLC               | SPON ADR NEW   | 404280406 | 1543  | 20115   | SH | DEFINE |
| HSBC HLDGS PLC               | SPON ADR NEW   | 404280406 | 230   | 3000    | SH | DEFINE |
| HUANENG PWR INTL INC         | SPON ADR H SHS | 443304100 | 462   | 16700   | SH | DEFINE |
| HUB GROUP INC                | CL A           | 443320106 | 4413  | 129290  | SH | DEFINE |
| HUB GROUP INC                | CL A           | 443320106 | 355   | 10400   | SH | DEFINE |
| HUB GROUP INC                | CL A           | 443320106 | 239   | 7000    | SH | DEFINE |
| HUBBELL INC                  | CL B           | 443510201 | 767   | 19245   | SH | DEFINE |
| HUDSON CITY BANCORP          | COM            | 443683107 | 10008 | 600000  | SH | DEFINE |
| HUDSON CITY BANCORP          | COM            | 443683107 | 795   | 47683   | SH | DEFINE |
| HUDSON CITY BANCORP          | COM            | 443683107 | 4237  | 254000  | SH | DEFINE |
| HUMAN GENOME SCIENCES INC    | COM            | 444903108 | 1812  | 347700  | SH | DEFINE |
| HUMAN GENOME SCIENCES INC    | COM            | 444903108 | 12    | 2398    | SH | DEFINE |
| HUNT J B TRANS SVCS INC      | COM            | 445658107 | 1554  | 46700   | SH | DEFINE |
| HUNT J B TRANS SVCS INC      | COM            | 445658107 | 21585 | 648600  | SH | DEFINE |
| HUNT J B TRANS SVCS INC      | COM            | 445658107 | 4     | 132     | SH | DEFINE |
| HUNTSMAN CORP                | COM            | 447011107 | 59047 | 5179531 | SH | DEFINE |
| HURON CONSULTING GROUP INC   | COM            | 447462102 | 25975 | 572900  | SH | DEFINE |
| HURON CONSULTING GROUP INC   | COM            | 447462102 | 4853  | 107042  | SH | DEFINE |
| HURON CONSULTING GROUP INC   | COM            | 447462102 | 340   | 7500    | SH | DEFINE |
| IAC INTERACTIVECORP          | COM NEW        | 44919P300 | 5786  | 300100  | SH | DEFINE |
| IAC INTERACTIVECORP          | COM NEW        | 44919P300 | 67    | 3500    | SH | DEFINE |
| ICICI BK LTD                 | ADR            | 45104G104 | 9303  | 323485  | SH | DEFINE |
| ICICI BK LTD                 | ADR            | 45104G104 | 3443  | 119699  | SH | DEFINE |
| ICICI BK LTD                 | ADR            | 45104G104 | 7876  | 265552  | SH | DEFINE |
| ICICI BK LTD                 | ADR            | 45104G104 | 95255 | 3312080 | SH | DEFINE |
| ICICI BK LTD                 | ADR            | 45104G104 | 51570 | 1793126 | SH | DEFINE |
| IDACORP INC                  | COM            | 451107106 | 15156 | 524600  | SH | DEFINE |
| ILLINOIS TOOL WKS INC        | COM            | 452308109 | 5772  | 121500  | SH | DEFINE |
| ILLINOIS TOOL WKS INC        | COM            | 452308109 | 47510 | 1000000 | SH | DEFINE |
| ILLINOIS TOOL WKS INC        | COM            | 452308109 | 4503  | 94780   | SH | DEFINE |
| ILLUMINA INC                 | COM            | 452327109 | 1307  | 15000   | SH | DEFINE |
| ILLUMINA INC                 | COM            | 452327109 | 17    | 200     | SH | DEFINE |
| IMPERIAL CAP BANCORP INC     | COM            | 452680101 | 2554  | 445796  | SH | DEFINE |
| IMPERIAL OIL LTD             | COM NEW        | 453038408 | 859   | 15607   | SH | DEFINE |



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

|                              |                 |           |         |          |     |        |
|------------------------------|-----------------|-----------|---------|----------|-----|--------|
| IMPERIAL OIL LTD             | COM NEW         | 453038408 | 51      | 926      | SH  | DEFINE |
| IMS HEALTH INC               | COM             | 449934108 | 11650   | 500000   | SH  | DEFINE |
| IMS HEALTH INC               | COM             | 449934108 | 1098    | 47125    | SH  | DEFINE |
| INDEVUS PHARMACEUTICALS INC  | COM             | 454072109 | 2278    | 1451051  | SH  | DEFINE |
| INDEVUS PHARMACEUTICALS INC  | COM             | 454072109 | 476     | 303250   | SH  | DEFINE |
| INDEVUS PHARMACEUTICALS INC  | COM             | 454072109 | 37      | 23700    | SH  | DEFINE |
| INDEVUS PHARMACEUTICALS INC  | COM             | 454072109 | 126     | 80000    | SH  | DEFINE |
| INDIA FD INC                 | COM             | 454089103 | 1585    | 44810    | SH  | DEFINE |
| INFINEON TECHNOLOGIES AG     | SPONSORED ADR   | 45662N103 | 24063   | 2703722  | SH  | DEFINE |
| INFINEON TECHNOLOGIES AG     | SPONSORED ADR   | 45662N103 | 11427   | 1339634  | SH  | DEFINE |
| INFOSYS TECHNOLOGIES LTD     | SPONSORED ADR   | 456788108 | 328     | 7550     | SH  | DEFINE |
| ING GROEP N V                | SPONSORED ADR   | 456837103 | 1369    | 43404    | SH  | DEFINE |
| ING GROEP N V                | SPONSORED ADR   | 456837103 | 4735    | 150074   | SH  | DEFINE |
| ING GROEP N V                | SPONSORED ADR   | 456837103 | 29456   | 923685   | SH  | DEFINE |
| ING GROEP N V                | SPONSORED ADR   | 456837103 | 1286    | 40765    | SH  | DEFINE |
| ING GROEP N V                | SPONSORED ADR   | 456837103 | 189     | 6000     | SH  | DEFINE |
| INGERSOLL-RAND COMPANY LTD   | CL A            | G4776G101 | 37505   | 1002000  | SH  | DEFINE |
| INGERSOLL-RAND COMPANY LTD   | CL A            | G4776G101 | 1384    | 36970    | SH  | DEFINE |
| INGERSOLL-RAND COMPANY LTD   | CL A            | G4776G101 | 288     | 7700     | SH  | DEFINE |
| INSTEEL INDUSTRIES INC       | COM             | 45774W108 | 1465    | 80000    | SH  | DEFINE |
| INTEGRYS ENERGY GROUP INC    | COM             | 45822P105 | 40664   | 800000   | SH  | DEFINE |
| INTEGRYS ENERGY GROUP INC    | COM             | 45822P105 | 70      | 1386     | SH  | DEFINE |
| INTEGRYS ENERGY GROUP INC    | COM             | 45822P105 | 1466    | 28832    | SH  | DEFINE |
| INTEL CORP                   | COM             | 458140100 | 451     | 21000    | SH  | DEFINE |
| INTEL CORP                   | COM             | 458140100 | 1242024 | 57822350 | SH  | DEFINE |
| INTEL CORP                   | COM             | 458140100 | 20836   | 970000   | SH  | DEFINE |
| INTEL CORP                   | COM             | 458140100 | 73573   | 3425165  | SH  | DEFINE |
| INTEL CORP                   | COM             | 458140100 | 183     | 8500     | SH  | OTHER  |
| INTEL CORP                   | COM             | 458140100 | 1847    | 86000    | SH  | DEFINE |
| INTEL CORP                   | COM             | 458140100 | 35      | 1650     | SH  | DEFINE |
| INTEL CORP                   | COM             | 458140100 | 2587    | 121340   | SH  | DEFINE |
| INTEL CORP                   | COM             | 458140100 | 178     | 8300     | SH  | DEFINE |
| INTEL CORP                   | COM             | 458140100 | 3595    | 167376   | SH  | DEFINE |
| INTEL CORP                   | COM             | 458140100 | 387     | 18000    | SH  | DEFINE |
| INTEL CORP                   | SDCV 2.950%12/1 | 458140AD2 | 3378    | 3450000  | PRN | DEFINE |
| INTERCONTINENTALEXCHANGE INC | COM             | 45865V100 | 2391    | 20970    | SH  | DEFINE |
| INTERCONTINENTALEXCHANGE INC | COM             | 45865V100 | 182     | 1600     | SH  | DEFINE |
| INTERCONTINENTALEXCHANGE INC | COM             | 45865V100 | 171     | 1500     | SH  | DEFINE |
| INTERMEC INC                 | COM             | 458786100 | 22      | 1041     | SH  | DEFINE |
| INTERMEC INC                 | COM             | 458786100 | 6787    | 321868   | SH  | DEFINE |
| INTERNAP NETWORK SVCS CORP   | COM PAR \$.001  | 45885A300 | 4571    | 976688   | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 8187    | 69070    | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 19409   | 163750   | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 68747   | 580000   | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 151799  | 1280680  | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 37      | 310      | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 12335   | 104030   | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 213     | 1800     | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 1458    | 12304    | SH  | DEFINE |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 474     | 4000     | SH  | DEFINE |
| INTERNATIONAL GAME TECHNOLOG | COM             | 459902102 | 6793    | 271919   | SH  | DEFINE |
| INTERNATIONAL GAME TECHNOLOG | COM             | 459902102 | 4953    | 198284   | SH  | DEFINE |
| INTERNATIONAL GAME TECHNOLOG | COM             | 459902102 | 3260    | 130500   | SH  | DEFINE |
| INTERNATIONAL GAME TECHNOLOG | COM             | 459902102 | 1037    | 41500    | SH  | DEFINE |
| INTERNATIONAL SHIPHOLDING CO | COM NEW         | 460321201 | 10431   | 445000   | SH  | DEFINE |
| INTERPUBLIC GROUP COS INC    | COM             | 460690100 | 357     | 41560    | SH  | DEFINE |
| INTERPUBLIC GROUP COS INC    | COM             | 460690100 | 1408    | 163740   | SH  | DEFINE |
| INTERPUBLIC GROUP COS INC    | COM             | 460690100 | 41600   | 4837251  | SH  | DEFINE |
| INTERPUBLIC GROUP COS INC    | COM             | 460690100 | 319     | 37050    | SH  | DEFINE |
| INTERPUBLIC GROUP COS INC    | COM             | 460690100 | 184017  | 21397323 | SH  | DEFINE |
| INTERPUBLIC GROUP COS INC    | COM             | 460690100 | 4931    | 573370   | SH  | DEFINE |
| INTERTAPE POLYMER GROUP INC  | COM             | 460919103 | 1968    | 600000   | SH  | DEFINE |

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

|                              |                |               |        |           |     |        |
|------------------------------|----------------|---------------|--------|-----------|-----|--------|
| INTERVOICE INC NEW           | COM            | 461142101     | 11898  | 2086593   | SH  | DEFINE |
| INTL PAPER CO                | COM            | 460146103     | 876    | 37612     | SH  | DEFINE |
| INTL PAPER CO                | COM            | 460146103     | 387816 | 16644452  | SH  | DEFINE |
| INTL PAPER CO                | COM            | 460146103     | 13718  | 588772    | SH  | DEFINE |
| INTL PAPER CO                | COM            | 460146103     | 34     | 1440      | SH  | DEFINE |
| INTL PAPER CO                | COM            | 460146103     | 176333 | 7567943   | SH  | DEFINE |
| INTUIT                       | COM            | 461202103     | 2262   | 82050     | SH  | DEFINE |
| INTUITIVE SURGICAL INC       | COM NEW        | 46120E602     | 3368   | 12500     | SH  | DEFINE |
| INTUITIVE SURGICAL INC       | COM NEW        | 46120E602     | 269    | 1000      | SH  | DEFINE |
| INTUITIVE SURGICAL INC       | COM NEW        | 46120E602     | 24     | 90        | SH  | DEFINE |
| INTUITIVE SURGICAL INC       | COM NEW        | 46120E602     | 6      | 21        | SH  | DEFINE |
| INVESCO LTD                  | SHS            | G491BT108     | 4159   | 173420    | SH  | DEFINE |
| INVESCO LTD                  | SHS            | G491BT108     | 2867   | 119540    | SH  | DEFINE |
| INVESCO LTD                  | SHS            | G491BT108     | 1718   | 71650     | SH  | DEFINE |
| INVESCO LTD                  | SHS            | G491BT108     | 7058   | 294340    | SH  | DEFINE |
| INVESCO LTD                  | SHS            | G491BT108     | 2862   | 119350    | SH  | DEFINE |
| INVESCO LTD                  | SHS            | G491BT108     | 5880   | 245198    | SH  | DEFINE |
| INVESCO LTD                  | SHS            | G491BT108     | 853    | 35585     | SH  | DEFINE |
| INVESCO LTD                  | SHS            | G491BT108     | 354774 | 14794574  | SH  | DEFINE |
| INVESCO LTD                  | SHS            | G491BT108     | 178142 | 7428777   | SH  | DEFINE |
| INVESCO LTD                  | SHS            | G491BT108     | 80     | 3317      | SH  | DEFINE |
| INVESTMENT TECHNOLOGY GRP NE | COM            | 46145F105     | 5945   | 177680    | SH  | DEFINE |
| INVESTMENT TECHNOLOGY GRP NE | COM            | 46145F105     | 405    | 12100     | SH  | DEFINE |
| INVITROGEN CORP              | COM            | 46185R100     | 1151   | 29326     | SH  | DEFINE |
| INVITROGEN CORP              | COM            | 46185R100     | 980    | 24960     | SH  | DEFINE |
| IPC HLDGS LTD                | ORD            | G4933P101     | 97486  | 3671800   | SH  | DEFINE |
| IPC HLDGS LTD                | ORD            | G4933P101     | 11557  | 435281    | SH  | DEFINE |
| IRON MTN INC                 | COM            | 462846106     | 9497   | 357687    | SH  | DEFINE |
| IRON MTN INC                 | COM            | 462846106     | 481    | 18100     | SH  | DEFINE |
| ISHARES COMEX GOLD TR        | ISHARES        | 464285105     | 1482   | 16240     | SH  | DEFINE |
| ISHARES INC                  | MSCI TAIWAN    | 464286731     | 240    | 17000     | SH  | DEFINE |
| ISHARES INC                  | MSCI JAPAN     | 464286848     | 390    | 31254     | SH  | DEFINE |
| ISHARES INC                  | MSCI HONG KONG | 464286871     | 1292   | 76300     | SH  | DEFINE |
| ISHARES TR                   | DJ SEL DIV INX | 464287168     | 1335   | 27120     | SH  | DEFINE |
| ISHARES TR                   | US TIPS BD FD  | 464287176     | 2772   | 25700     | SH  | DEFINE |
| ISHARES TR                   | FTSE XNHUA IDX | 464287184     | 3494   | 26570     | SH  | DEFINE |
| ISHARES TR                   | S&P 500 INDEX  | 464287200     | 5359   | 41899     | SH  | DEFINE |
| ISHARES TR                   | LEHMAN AGG BND | 464287226     | 251    | 2500      | SH  | DEFINE |
| ISHARES TR                   | MSCI EMERG MKT | 464287234     | 36080  | 266115    | SH  | DEFINE |
| ISHARES TR                   | MSCI EAFE IDX  | 464287465     | 26107  | 380009    | SH  | DEFINE |
| ISHARES TR                   | MSCI EAFE IDX  | 464287465     | 1      | 12        | SH  | DEFINE |
| ISHARES TR                   | COHEN&ST RLTY  | 464287564     | 297    | 3958      | SH  | DEFINE |
| ISHARES TR                   | RUSSELL1000GRW | 464287614     | 2135   | 38650     | SH  | DEFINE |
| ISHARES TR                   | RUSL 2000 VALU | 464287630     | 1965   | 30700     | SH  | DEFINE |
| ISHARES TR                   | RUSL 2000 GROW | 464287648     | 175    | 2300      | SH  | DEFINE |
| ISHARES TR                   | RUSL 2000 GROW | 464287648     | 59     | 777       | SH  | DEFINE |
| ISHARES TR                   | RUSSELL 2000   | 464287655     | 570    | 8257      | SH  | DEFINE |
| ISHARES TR                   | DJ US UTILS    | 464287697     | 473    | 4775      | SH  | DEFINE |
| ISIS PHARMACEUTICALS INC     | COM            | 464330109     | 161    | 11805     | SH  | DEFINE |
| ISTAR FINL INC               | COM            | 45031U101     | 218785 | 16562070  | SH  | DEFINE |
| ISTAR FINL INC               | COM            | 45031U101     | 513    | 38807     | SH  | DEFINE |
| ISTAR FINL INC               | COM            | 45031U101     | 137    | 10400     | SH  | DEFINE |
| ISTAR FINL INC               | COM            | 45031U101     | 53     | 4000      | SH  | DEFINE |
| ISTAR FINL INC               | COM            | 45031U101     | 2650   | 200574    | SH  | DEFINE |
| ISTAR FINL INC               | FRNT           | 10/045031UBF7 | 275653 | 351150000 | PRN | DEFINE |
| ITRON INC                    | COM            | 465741106     | 7224   | 73450     | SH  | DEFINE |
| ITRON INC                    | COM            | 465741106     | 531    | 5400      | SH  | DEFINE |
| ITT CORP NEW                 | COM            | 450911102     | 2282   | 36029     | SH  | DEFINE |
| ITT CORP NEW                 | COM            | 450911102     | 285    | 4500      | SH  | DEFINE |
| ITURAN LOCATION AND CONTROL  | SHS            | M6158M104     | 8151   | 679223    | SH  | DEFINE |
| IVANHOE MINES LTD            | COM            | 46579N103     | 381    | 34887     | SH  | DEFINE |
| IXIA                         | COM            | 45071R109     | 13012  | 1872200   | SH  | DEFINE |

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

|                             |            |           |         |          |    |        |
|-----------------------------|------------|-----------|---------|----------|----|--------|
| IXIA                        | COM        | 45071R109 | 4213    | 606120   | SH | DEFINE |
| IXIA                        | COM        | 45071R109 | 338     | 48700    | SH | DEFINE |
| IXIA                        | COM        | 45071R109 | 11601   | 1668842  | SH | DEFINE |
| JA SOLAR HOLDINGS CO LTD    | SPON ADR   | 466090107 | 1191    | 70700    | SH | DEFINE |
| JA SOLAR HOLDINGS CO LTD    | SPON ADR   | 466090107 | 14      | 810      | SH | DEFINE |
| JACOBS ENGR GROUP INC DEL   | COM        | 469814107 | 8635    | 107000   | SH | DEFINE |
| JACOBS ENGR GROUP INC DEL   | COM        | 469814107 | 3029    | 37540    | SH | DEFINE |
| JER INVT TR INC             | COM        | 46614H301 | 1930    | 306300   | SH | DEFINE |
| JOHN HANCOCK BK &THRIFT OPP | SH BEN INT | 409735107 | 7524    | 1650000  | SH | DEFINE |
| JOHNSON & JOHNSON           | COM        | 478160104 | 1405    | 21830    | SH | DEFINE |
| JOHNSON & JOHNSON           | COM        | 478160104 | 1056028 | 16413238 | SH | DEFINE |
| JOHNSON & JOHNSON           | COM        | 478160104 | 69552   | 1081000  | SH | DEFINE |
| JOHNSON & JOHNSON           | COM        | 478160104 | 138268  | 2149017  | SH | DEFINE |
| JOHNSON & JOHNSON           | COM        | 478160104 | 187     | 2900     | SH | OTHER  |
| JOHNSON & JOHNSON           | COM        | 478160104 | 2445    | 38000    | SH | DEFINE |
| JOHNSON & JOHNSON           | COM        | 478160104 | 66      | 1020     | SH | DEFINE |
| JOHNSON & JOHNSON           | COM        | 478160104 | 33348   | 519174   | SH | DEFINE |
| JOHNSON & JOHNSON           | COM        | 478160104 | 470     | 7300     | SH | DEFINE |
| JOHNSON & JOHNSON           | COM        | 478160104 | 2951    | 45862    | SH | DEFINE |
| JOHNSON CTLS INC            | COM        | 478366107 | 1622    | 56540    | SH | DEFINE |
| JOHNSON CTLS INC            | COM        | 478366107 | 11598   | 404410   | SH | DEFINE |
| JOHNSON CTLS INC            | COM        | 478366107 | 34416   | 1200000  | SH | DEFINE |
| JOHNSON CTLS INC            | COM        | 478366107 | 640     | 22323    | SH | DEFINE |
| JOHNSON CTLS INC            | COM        | 478366107 | 23      | 790      | SH | DEFINE |
| JOHNSON CTLS INC            | COM        | 478366107 | 383     | 13340    | SH | DEFINE |
| JOHNSON CTLS INC            | COM        | 478366107 | 206     | 7200     | SH | DEFINE |
| JOY GLOBAL INC              | COM        | 481165108 | 4736    | 62450    | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 345027  | 10056160 | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 31157   | 908098   | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 86      | 2500     | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 128544  | 3746547  | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 24      | 700      | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 69      | 2010     | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 8586    | 249635   | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 14864   | 433236   | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 2289    | 66719    | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 464     | 13510    | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 6331    | 184536   | SH | DEFINE |
| JP MORGAN CHASE & CO        | COM        | 46625H100 | 1705    | 49696    | SH | DEFINE |
| JUNIPER NETWORKS INC        | COM        | 48203R104 | 15229   | 686624   | SH | DEFINE |
| JUNIPER NETWORKS INC        | COM        | 48203R104 | 639     | 28827    | SH | DEFINE |
| JUNIPER NETWORKS INC        | COM        | 48203R104 | 8       | 350      | SH | DEFINE |
| JUNIPER NETWORKS INC        | COM        | 48203R104 | 51      | 2300     | SH | DEFINE |
| KANSAS CITY LIFE INS CO     | COM        | 484836101 | 12625   | 302389   | SH | DEFINE |
| KANSAS CITY LIFE INS CO     | COM        | 484836101 | 84      | 2000     | SH | DEFINE |
| KANSAS CITY SOUTHERN        | COM NEW    | 485170302 | 53021   | 1205300  | SH | DEFINE |
| KAYDON CORP                 | COM        | 486587108 | 5375    | 104550   | SH | DEFINE |
| KAYDON CORP                 | COM        | 486587108 | 427     | 8300     | SH | DEFINE |
| KB HOME                     | COM        | 48666K109 | 15164   | 895700   | SH | DEFINE |
| KB HOME                     | COM        | 48666K109 | 63      | 3750     | SH | DEFINE |
| KB HOME                     | COM        | 48666K109 | 491     | 28979    | SH | DEFINE |
| KBR INC                     | COM        | 48242W106 | 526     | 15074    | SH | DEFINE |
| KELLOGG CO                  | COM        | 487836108 | 963     | 20055    | SH | DEFINE |
| KELLY SVCS INC              | CL A       | 488152208 | 44762   | 2315700  | SH | DEFINE |
| KENNAMETAL INC              | COM        | 489170100 | 45319   | 1392300  | SH | DEFINE |
| KENNAMETAL INC              | COM        | 489170100 | 4313    | 132500   | SH | DEFINE |
| KENNAMETAL INC              | COM        | 489170100 | 5       | 152      | SH | DEFINE |
| KEYCORP NEW                 | COM        | 493267108 | 189     | 17170    | SH | DEFINE |
| KILROY RLTY CORP            | COM        | 49427F108 | 52      | 1100     | SH | DEFINE |
| KILROY RLTY CORP            | COM        | 49427F108 | 560     | 11900    | SH | DEFINE |
| KILROY RLTY CORP            | COM        | 49427F108 | 1044    | 22200    | SH | DEFINE |
| KILROY RLTY CORP            | COM        | 49427F108 | 15351   | 326400   | SH | DEFINE |

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

|                              |                |           |        |         |    |             |
|------------------------------|----------------|-----------|--------|---------|----|-------------|
| KILROY RLTY CORP             | COM            | 49427F108 | 169    | 3600    | SH | DEFINE      |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 4424   | 74000   | SH | DEFINE      |
| KIMBERLY CLARK CORP          | COM            | 494368103 | 4857   | 81246   | SH | DEFINE      |
| KIMCO REALTY CORP            | COM            | 49446R109 | 404    | 11700   | SH | DEFINE      |
| KIMCO REALTY CORP            | COM            | 49446R109 | 445    | 12900   | SH | DEFINE      |
| KIMCO REALTY CORP            | COM            | 49446R109 | 1187   | 34400   | SH | DEFINE      |
| KIMCO REALTY CORP            | COM            | 49446R109 | 2247   | 65100   | SH | DEFINE      |
| KIMCO REALTY CORP            | COM            | 49446R109 | 32172  | 931984  | SH | DEFINE      |
| KIMCO REALTY CORP            | COM            | 49446R109 | 72     | 2080    | SH | DEFINE      |
| KIMCO REALTY CORP            | COM            | 49446R109 | 459    | 13300   | SH | DEFINE      |
| KINDER MORGAN ENERGY PARTNER | UT LTD PARTNER | 494550106 | 9351   | 167788  | SH | DEFINE      |
| KINDER MORGAN ENERGY PARTNER | UT LTD PARTNER | 494550106 | 89     | 1600    | SH | OTHER       |
| KINDER MORGAN ENERGY PARTNER | UT LTD PARTNER | 494550106 | 279    | 5000    | SH | DEFINE      |
| KINDRED HEALTHCARE INC       | COM            | 494580103 | 206536 | 7559334 | SH | DEFINE      |
| KINDRED HEALTHCARE INC       | COM            | 494580103 | 215    | 7851    | SH | CALL DEFINE |
| KINDRED HEALTHCARE INC       | COM            | 494580103 | 715    | 26171   | SH | CALL DEFINE |
| KINDRED HEALTHCARE INC       | COM            | 494580103 | 215    | 7851    | SH | CALL DEFINE |
| KINDRED HEALTHCARE INC       | COM            | 494580103 | 215    | 7851    | SH | CALL DEFINE |
| KLA-TENCOR CORP              | COM            | 482480100 | 18827  | 462470  | SH | DEFINE      |
| KLA-TENCOR CORP              | COM            | 482480100 | 1425   | 35000   | SH | DEFINE      |
| KLA-TENCOR CORP              | COM            | 482480100 | 30     | 738     | SH | DEFINE      |
| KLA-TENCOR CORP              | COM            | 482480100 | 19     | 460     | SH | DEFINE      |
| KNIGHTSBRIDGE TANKERS LTD    | ORD            | G5299G106 | 161    | 5000    | SH | DEFINE      |
| KNIGHTSBRIDGE TANKERS LTD    | ORD            | G5299G106 | 97     | 3000    | SH | OTHER       |
| KNOT INC                     | COM            | 499184109 | 2958   | 302450  | SH | DEFINE      |
| KNOT INC                     | COM            | 499184109 | 264    | 27000   | SH | DEFINE      |
| KNOT INC                     | COM            | 499184109 | 136    | 13900   | SH | DEFINE      |
| KOHLBERG CAPITAL CORP        | COM            | 500233101 | 6008   | 600834  | SH | DEFINE      |
| KOHLBERG CAPITAL CORP        | COM            | 500233101 | 4340   | 433394  | SH | DEFINE      |
| KOHL'S CORP                  | COM            | 500255104 | 1315   | 32831   | SH | DEFINE      |
| KONGZHONG CORP               | SPONSORED ADR  | 50047P104 | 198    | 53000   | SH | DEFINE      |
| KONINKLIJKE PHILIPS ELECTRS  | NY REG SH NEW  | 500472303 | 604    | 17870   | SH | DEFINE      |
| KONINKLIJKE PHILIPS ELECTRS  | NY REG SH NEW  | 500472303 | 11346  | 335692  | SH | DEFINE      |
| KONINKLIJKE PHILIPS ELECTRS  | NY REG SH NEW  | 500472303 | 31015  | 904214  | SH | DEFINE      |
| KONINKLIJKE PHILIPS ELECTRS  | NY REG SH NEW  | 500472303 | 17461  | 516584  | SH | DEFINE      |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 1313   | 22439   | SH | DEFINE      |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 1778   | 30387   | SH | DEFINE      |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 15971  | 272960  | SH | DEFINE      |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 26100  | 446070  | SH | DEFINE      |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 20281  | 344571  | SH | DEFINE      |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 436    | 7460    | SH | DEFINE      |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 75777  | 1295110 | SH | DEFINE      |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 167942 | 2870316 | SH | DEFINE      |
| KOOKMIN BK NEW               | SPONSORED ADR  | 50049M109 | 146    | 2500    | SH | DEFINE      |
| KOREA ELECTRIC PWR           | SPONSORED ADR  | 500631106 | 24     | 1674    | SH | DEFINE      |
| KOREA ELECTRIC PWR           | SPONSORED ADR  | 500631106 | 6333   | 430802  | SH | DEFINE      |
| KOREA ELECTRIC PWR           | SPONSORED ADR  | 500631106 | 9201   | 633233  | SH | DEFINE      |
| KRAFT FOODS INC              | CL A           | 50075N104 | 5122   | 180046  | SH | DEFINE      |
| KRAFT FOODS INC              | CL A           | 50075N104 | 278207 | 9778798 | SH | DEFINE      |
| KRAFT FOODS INC              | CL A           | 50075N104 | 18417  | 647393  | SH | DEFINE      |
| KRAFT FOODS INC              | CL A           | 50075N104 | 2930   | 103000  | SH | DEFINE      |
| KROGER CO                    | COM            | 501044101 | 427    | 14775   | SH | DEFINE      |
| KROGER CO                    | COM            | 501044101 | 283398 | 9816357 | SH | DEFINE      |
| KROGER CO                    | COM            | 501044101 | 29894  | 1035467 | SH | DEFINE      |
| KROGER CO                    | COM            | 501044101 | 23034  | 797850  | SH | DEFINE      |
| KROGER CO                    | COM            | 501044101 | 5710   | 197800  | SH | DEFINE      |
| K-SWISS INC                  | CL A           | 482686102 | 31426  | 2137816 | SH | DEFINE      |
| KT CORP                      | SPONSORED ADR  | 48268K101 | 25     | 1160    | SH | DEFINE      |
| KT CORP                      | SPONSORED ADR  | 48268K101 | 6      | 268     | SH | DEFINE      |
| KT CORP                      | SPONSORED ADR  | 48268K101 | 1510   | 70822   | SH | DEFINE      |
| KT CORP                      | SPONSORED ADR  | 48268K101 | 27437  | 1286892 | SH | DEFINE      |
| KT CORP                      | SPONSORED ADR  | 48268K101 | 10948  | 513512  | SH | DEFINE      |

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

|                              |                  |           |         |          |     |        |
|------------------------------|------------------|-----------|---------|----------|-----|--------|
| KT CORP                      | SPONSORED ADR    | 48268K101 | 134     | 6290     | SH  | DEFINE |
| KT CORP                      | SPONSORED ADR    | 48268K101 | 536993  | 25187308 | SH  | DEFINE |
| KT CORP                      | SPONSORED ADR    | 48268K101 | 61113   | 2866460  | SH  | DEFINE |
| L-3 COMMUNICATIONS HLDGS INC | COM              | 502424104 | 6618    | 72825    | SH  | DEFINE |
| L-3 COMMUNICATIONS HLDGS INC | COM              | 502424104 | 114     | 1250     | SH  | OTHER  |
| L-3 COMMUNICATIONS HLDGS INC | COM              | 502424104 | 190     | 2090     | SH  | DEFINE |
| LA Z BOY INC                 | COM              | 505336107 | 28996   | 3790300  | SH  | DEFINE |
| LABORATORY CORP AMER HLDGS   | COM NEW          | 50540R409 | 2138    | 30700    | SH  | DEFINE |
| LABORATORY CORP AMER HLDGS   | COM NEW          | 50540R409 | 558     | 8016     | SH  | DEFINE |
| LAM RESEARCH CORP            | COM              | 512807108 | 69008   | 1908940  | SH  | DEFINE |
| LAM RESEARCH CORP            | COM              | 512807108 | 40      | 1100     | SH  | DEFINE |
| LAM RESEARCH CORP            | COM              | 512807108 | 245     | 6779     | SH  | DEFINE |
| LAMAR ADVERTISING CO         | CL A             | 512815101 | 204     | 5655     | SH  | DEFINE |
| LASALLE HOTEL PPTYS          | COM SH BEN INT   | 517942108 | 292     | 11600    | SH  | DEFINE |
| LASALLE HOTEL PPTYS          | COM SH BEN INT   | 517942108 | 47      | 1890     | SH  | DEFINE |
| LATIN AMER EQUITY FD INC NEW | COM              | 51827Q106 | 11083   | 222015   | SH  | DEFINE |
| LATIN AMER EQUITY FD INC NEW | COM              | 51827Q106 | 77      | 1547     | SH  | DEFINE |
| LAUDER ESTEE COS INC         | CL A             | 518439104 | 8489    | 182749   | SH  | DEFINE |
| LAYNE CHRISTENSEN CO         | COM              | 521050104 | 2846    | 65000    | SH  | DEFINE |
| LEAP WIRELESS INTL INC       | COM NEW          | 521863308 | 3626    | 84000    | SH  | DEFINE |
| LEAPFROG ENTERPRISES INC     | CL A             | 52186N106 | 3542    | 425760   | SH  | DEFINE |
| LEAPFROG ENTERPRISES INC     | CL A             | 52186N106 | 49324   | 5928400  | SH  | DEFINE |
| LEAPFROG ENTERPRISES INC     | CL A             | 52186N106 | 206     | 24710    | SH  | DEFINE |
| LEAR CORP                    | COM              | 521865105 | 53963   | 3805579  | SH  | DEFINE |
| LEAR CORP                    | COM              | 521865105 | 1976    | 139338   | SH  | DEFINE |
| LEAR CORP                    | COM              | 521865105 | 326     | 23000    | SH  | DEFINE |
| LEAR CORP                    | COM              | 521865105 | 24225   | 1708388  | SH  | DEFINE |
| LEAR CORP                    | COM              | 521865105 | 331     | 23330    | SH  | DEFINE |
| LECG CORP                    | COM              | 523234102 | 13290   | 1518980  | SH  | DEFINE |
| LEGG MASON INC               | COM              | 524901105 | 16321   | 374590   | SH  | DEFINE |
| LEGG MASON INC               | COM              | 524901105 | 957     | 21975    | SH  | DEFINE |
| LEGG MASON INC               | COM              | 524901105 | 115605  | 2653319  | SH  | DEFINE |
| LEGG MASON INC               | COM              | 524901105 | 27      | 620      | SH  | DEFINE |
| LEGG MASON INC               | COM              | 524901105 | 509     | 11680    | SH  | DEFINE |
| LEGG MASON INC               | COM              | 524901105 | 183     | 4200     | SH  | DEFINE |
| LEGG MASON INC               | UNIT 99/99/9999  | 524901303 | 157797  | 3753500  | SH  | DEFINE |
| LEGGETT & PLATT INC          | COM              | 524660107 | 73154   | 4362200  | SH  | DEFINE |
| LEGGETT & PLATT INC          | COM              | 524660107 | 1452    | 86610    | SH  | DEFINE |
| LEGGETT & PLATT INC          | COM              | 524660107 | 6748    | 402390   | SH  | DEFINE |
| LEGGETT & PLATT INC          | COM              | 524660107 | 37      | 2200     | SH  | DEFINE |
| LEHMAN BROS HLDGS INC        | COM              | 524908100 | 567     | 28600    | SH  | DEFINE |
| LEHMAN BROS HLDGS INC        | COM              | 524908100 | 181     | 9158     | SH  | DEFINE |
| LEHMAN BROS HLDGS INC        | 7.25%CONV SR P   | 52523J453 | 1005747 | 1250260  | SH  | DEFINE |
| LENNAR CORP                  | CL A             | 526057104 | 5923    | 480000   | SH  | DEFINE |
| LENNAR CORP                  | CL B             | 526057302 | 533     | 48000    | SH  | DEFINE |
| LENOX INTL INC               | COM              | 526107107 | 18824   | 650000   | SH  | DEFINE |
| LEUCADIA NATL CORP           | COM              | 527288104 | 859     | 18300    | SH  | DEFINE |
| LEUCADIA NATL CORP           | NOTE 3.750% 4/15 | 527288AX2 | 7749    | 3600000  | PRN | DEFINE |
| LEXMARK INTL NEW             | CL A             | 529771107 | 47      | 1400     | SH  | DEFINE |
| LEXMARK INTL NEW             | CL A             | 529771107 | 148340  | 4437329  | SH  | DEFINE |
| LEXMARK INTL NEW             | CL A             | 529771107 | 369     | 11050    | SH  | DEFINE |
| LEXMARK INTL NEW             | CL A             | 529771107 | 1139    | 34060    | SH  | DEFINE |
| LEXMARK INTL NEW             | CL A             | 529771107 | 20640   | 617424   | SH  | DEFINE |
| LIBERTY GLOBAL INC           | COM SER A        | 530555101 | 2388    | 75975    | SH  | DEFINE |
| LIBERTY MEDIA CORP           | DEB 3.500% 1/15  | 530715AN1 | 3831    | 8000000  | PRN | DEFINE |
| LIBERTY MEDIA CORP           | DEB 3.250% 3/15  | 530715AR2 | 6544    | 10000000 | PRN | DEFINE |
| LIBERTY MEDIA CORP NEW       | INT COM SER A    | 53071M104 | 695     | 47087    | SH  | DEFINE |
| LIBERTY MEDIA CORP NEW       | CAP COM SER A    | 53071M302 | 95      | 6574     | SH  | DEFINE |
| LIBERTY MEDIA CORP NEW       | CAP COM SER A    | 53071M302 | 19091   | 1325757  | SH  | DEFINE |
| LIBERTY MEDIA CORP NEW       | ENT COM SER A    | 53071M500 | 555     | 22896    | SH  | DEFINE |
| LIBERTY MEDIA CORP NEW       | ENT COM SER A    | 53071M500 | 66122   | 2728945  | SH  | DEFINE |
| LIBERTY PPTY TR              | SH BEN INT       | 531172104 | 5781    | 174394   | SH  | DEFINE |

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

|                             |                 |           |        |          |     |        |
|-----------------------------|-----------------|-----------|--------|----------|-----|--------|
| LIBERTY PPTY TR             | SH BEN INT      | 531172104 | 573    | 17300    | SH  | DEFINE |
| LIBERTY PPTY TR             | SH BEN INT      | 531172104 | 1081   | 32600    | SH  | DEFINE |
| LIBERTY PPTY TR             | SH BEN INT      | 531172104 | 15942  | 480900   | SH  | DEFINE |
| LIBERTY PPTY TR             | SH BEN INT      | 531172104 | 45     | 1365     | SH  | DEFINE |
| LIBERTY PPTY TR             | SH BEN INT      | 531172104 | 176    | 5300     | SH  | DEFINE |
| LIFE TIME FITNESS INC       | COM             | 53217R207 | 2771   | 93760    | SH  | DEFINE |
| LIFE TIME FITNESS INC       | COM             | 53217R207 | 254    | 8600     | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC     | COM             | 53219L109 | 739    | 26100    | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC     | COM             | 53219L109 | 1817   | 64210    | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC     | COM             | 53219L109 | 25     | 880      | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC     | COM             | 53219L109 | 12824  | 453130   | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC     | COM             | 53219L109 | 164    | 5800     | SH  | DEFINE |
| LIFEPOINT HOSPITALS INC     | COM             | 53219L109 | 374    | 13200    | SH  | DEFINE |
| LILLY ELI & CO              | COM             | 532457108 | 18464  | 400000   | SH  | DEFINE |
| LILLY ELI & CO              | COM             | 532457108 | 7503   | 162551   | SH  | DEFINE |
| LILLY ELI & CO              | COM             | 532457108 | 9      | 200      | SH  | DEFINE |
| LILLY ELI & CO              | COM             | 532457108 | 310    | 6720     | SH  | DEFINE |
| LIMITED BRANDS INC          | COM             | 532716107 | 653    | 38750    | SH  | DEFINE |
| LIMITED BRANDS INC          | COM             | 532716107 | 219    | 13000    | SH  | DEFINE |
| LINCOLN NATL CORP IND       | COM             | 534187109 | 18424  | 406537   | SH  | DEFINE |
| LINCOLN NATL CORP IND       | COM             | 534187109 | 181    | 4000     | SH  | DEFINE |
| LIONBRIDGE TECHNOLOGIES INC | COM             | 536252109 | 12340  | 4777666  | SH  | DEFINE |
| LIONS GATE ENTMNT CORP      | COM NEW         | 535919203 | 15300  | 1476800  | SH  | DEFINE |
| LIONS GATE ENTMNT CORP      | COM NEW         | 535919203 | 5680   | 548300   | SH  | DEFINE |
| LIONS GATE ENTMNT CORP      | COM NEW         | 535919203 | 518    | 50000    | SH  | DEFINE |
| LIONS GATE ENTMNT CORP      | COM NEW         | 535919203 | 294    | 28400    | SH  | DEFINE |
| LIONS GATE ENTMNT CORP      | NOTE 3.625% 3/1 | 535919AG9 | 9893   | 10000000 | PRN | DEFINE |
| LIZ CLAIBORNE INC           | COM             | 539320101 | 72     | 5102     | SH  | DEFINE |
| LIZ CLAIBORNE INC           | COM             | 539320101 | 1306   | 92270    | SH  | DEFINE |
| LIZ CLAIBORNE INC           | COM             | 539320101 | 156    | 11010    | SH  | DEFINE |
| LIZ CLAIBORNE INC           | COM             | 539320101 | 6928   | 489590   | SH  | DEFINE |
| LLOYDS TSB GROUP PLC        | SPONSORED ADR   | 539439109 | 573    | 23209    | SH  | DEFINE |
| LOCKHEED MARTIN CORP        | COM             | 539830109 | 49330  | 500000   | SH  | DEFINE |
| LOCKHEED MARTIN CORP        | COM             | 539830109 | 9015   | 91371    | SH  | DEFINE |
| LOEWS CORP                  | COM             | 540424108 | 531    | 11316    | SH  | DEFINE |
| LOGITECH INTL S A           | SHS             | H50430232 | 53653  | 2001983  | SH  | DEFINE |
| LOGITECH INTL S A           | SHS             | H50430232 | 4020   | 150000   | SH  | DEFINE |
| LOGITECH INTL S A           | SHS             | H50430232 | 1335   | 49810    | SH  | DEFINE |
| LOGITECH INTL S A           | SHS             | H50430232 | 4      | 142      | SH  | DEFINE |
| LOWES COS INC               | COM             | 548661107 | 16180  | 779768   | SH  | DEFINE |
| LOWES COS INC               | COM             | 548661107 | 3632   | 175060   | SH  | DEFINE |
| LSI CORPORATION             | COM             | 502161102 | 3      | 541      | SH  | DEFINE |
| LSI CORPORATION             | COM             | 502161102 | 316902 | 51612768 | SH  | DEFINE |
| LULULEMON ATHLETICA INC     | COM             | 550021109 | 13272  | 456700   | SH  | DEFINE |
| LULULEMON ATHLETICA INC     | COM             | 550021109 | 912    | 31400    | SH  | DEFINE |
| LULULEMON ATHLETICA INC     | COM             | 550021109 | 61     | 2100     | SH  | DEFINE |
| LUXOTTICA GROUP S P A       | SPONSORED ADR   | 55068R202 | 3372   | 144520   | SH  | DEFINE |
| LUXOTTICA GROUP S P A       | SPONSORED ADR   | 55068R202 | 12073  | 517500   | SH  | DEFINE |
| LUXOTTICA GROUP S P A       | SPONSORED ADR   | 55068R202 | 1167   | 50000    | SH  | DEFINE |
| LUXOTTICA GROUP S P A       | SPONSORED ADR   | 55068R202 | 1097   | 47000    | SH  | DEFINE |
| M D C HLDGS INC             | COM             | 552676108 | 69460  | 1778300  | SH  | DEFINE |
| M/I HOMES INC               | COM             | 55305B101 | 33450  | 2126500  | SH  | DEFINE |
| MACERICH CO                 | COM             | 554382101 | 62     | 1000     | SH  | DEFINE |
| MACERICH CO                 | COM             | 554382101 | 646    | 10400    | SH  | DEFINE |
| MACERICH CO                 | COM             | 554382101 | 1224   | 19700    | SH  | DEFINE |
| MACERICH CO                 | COM             | 554382101 | 17850  | 287300   | SH  | DEFINE |
| MACERICH CO                 | COM             | 554382101 | 62     | 1000     | SH  | DEFINE |
| MACERICH CO                 | COM             | 554382101 | 199    | 3200     | SH  | DEFINE |
| MACQUARIE INFRASTR CO LLC   | MEMBERSHIP INT  | 55608B105 | 789    | 31200    | SH  | DEFINE |
| MACYS INC                   | COM             | 55616P104 | 2558   | 131743   | SH  | DEFINE |
| MACYS INC                   | COM             | 55616P104 | 117    | 6000     | SH  | DEFINE |
| MAIDEN HOLDINGS LTD         | SHS             | G5753U112 | 960    | 150000   | SH  | DEFINE |

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

|                              |             |           |        |          |    |        |
|------------------------------|-------------|-----------|--------|----------|----|--------|
| MANITOWOC INC                | COM         | 563571108 | 6125   | 188300   | SH | DEFINE |
| MANITOWOC INC                | COM         | 563571108 | 31     | 940      | SH | DEFINE |
| MANITOWOC INC                | COM         | 563571108 | 3494   | 107400   | SH | DEFINE |
| MANPOWER INC                 | COM         | 56418H100 | 1656   | 28435    | SH | DEFINE |
| MANULIFE FINL CORP           | COM         | 56501R106 | 33669  | 970000   | SH | DEFINE |
| MANULIFE FINL CORP           | COM         | 56501R106 | 280    | 8054     | SH | DEFINE |
| MARATHON OIL CORP            | COM         | 565849106 | 47005  | 906210   | SH | DEFINE |
| MARATHON OIL CORP            | COM         | 565849106 | 2342   | 45148    | SH | DEFINE |
| MARATHON OIL CORP            | COM         | 565849106 | 24     | 470      | SH | DEFINE |
| MARATHON OIL CORP            | COM         | 565849106 | 408    | 7870     | SH | DEFINE |
| MARATHON OIL CORP            | COM         | 565849106 | 166    | 3200     | SH | DEFINE |
| MARINER ENERGY INC           | COM         | 56845T305 | 250001 | 6762280  | SH | DEFINE |
| MARINER ENERGY INC           | COM         | 56845T305 | 350    | 9480     | SH | DEFINE |
| MARINER ENERGY INC           | COM         | 56845T305 | 19885  | 538277   | SH | DEFINE |
| MARKET VECTORS ETF TR        | AGRIBUS ETF | 57060U605 | 239    | 3855     | SH | DEFINE |
| MARSH & MCLENNAN COS INC     | COM         | 571748102 | 19695  | 741800   | SH | DEFINE |
| MARSH & MCLENNAN COS INC     | COM         | 571748102 | 809    | 30460    | SH | DEFINE |
| MARSH & MCLENNAN COS INC     | COM         | 571748102 | 195    | 7360     | SH | DEFINE |
| MARSH & MCLENNAN COS INC     | COM         | 571748102 | 735    | 27697    | SH | DEFINE |
| MARSHALL & ILSLEY CORP NEW   | COM         | 571837103 | 561    | 36569    | SH | DEFINE |
| MARTIN MARIETTA MATLS INC    | COM         | 573284106 | 2162   | 20867    | SH | DEFINE |
| MARVELL TECHNOLOGY GROUP LTD | ORD         | G5876H105 | 269    | 15236    | SH | DEFINE |
| MARVELL TECHNOLOGY GROUP LTD | ORD         | G5876H105 | 336    | 19000    | SH | DEFINE |
| MASCO CORP                   | COM         | 574599106 | 2029   | 129000   | SH | DEFINE |
| MASCO CORP                   | COM         | 574599106 | 16763  | 1065650  | SH | DEFINE |
| MASCO CORP                   | COM         | 574599106 | 71     | 4498     | SH | DEFINE |
| MASIMO CORP                  | COM         | 574795100 | 35833  | 1043181  | SH | DEFINE |
| MASSEY ENERGY CORP           | COM         | 576206106 | 375    | 4000     | SH | DEFINE |
| MASTERCARD INC               | CL A        | 57636Q104 | 91304  | 343870   | SH | DEFINE |
| MASTERCARD INC               | CL A        | 57636Q104 | 18     | 66       | SH | DEFINE |
| MASTERCARD INC               | CL A        | 57636Q104 | 614    | 2313     | SH | DEFINE |
| MATSUSHITA ELEC INDL         | ADR         | 576879209 | 11     | 496      | SH | DEFINE |
| MATSUSHITA ELEC INDL         | ADR         | 576879209 | 287    | 13525    | SH | DEFINE |
| MATSUSHITA ELEC INDL         | ADR         | 576879209 | 3      | 135      | SH | DEFINE |
| MATTEL INC                   | COM         | 577081102 | 929    | 54285    | SH | DEFINE |
| MATTEL INC                   | COM         | 577081102 | 370903 | 21664914 | SH | DEFINE |
| MATTEL INC                   | COM         | 577081102 | 1731   | 101101   | SH | DEFINE |
| MATTEL INC                   | COM         | 577081102 | 14852  | 867527   | SH | DEFINE |
| MATTEL INC                   | COM         | 577081102 | 511    | 29831    | SH | DEFINE |
| MAX CAPITAL GROUP LTD        | SHS         | G6052F103 | 3638   | 170580   | SH | DEFINE |
| MAX CAPITAL GROUP LTD        | SHS         | G6052F103 | 299    | 14000    | SH | DEFINE |
| MAX CAPITAL GROUP LTD        | SHS         | G6052F103 | 139    | 6500     | SH | DEFINE |
| MBIA INC                     | COM         | 55262C100 | 3578   | 815000   | SH | DEFINE |
| MBIA INC                     | COM         | 55262C100 | 42     | 9600     | SH | DEFINE |
| MCCORMICK & CO INC           | COM NON VTG | 579780206 | 88512  | 2482095  | SH | DEFINE |
| MCCORMICK & CO INC           | COM NON VTG | 579780206 | 309    | 8659     | SH | DEFINE |
| MCDERMOTT INTL INC           | COM         | 580037109 | 314    | 5079     | SH | DEFINE |
| MCDONALDS CORP               | COM         | 580135101 | 3907   | 69500    | SH | DEFINE |
| MCDONALDS CORP               | COM         | 580135101 | 14977  | 266395   | SH | DEFINE |
| MCDONALDS CORP               | COM         | 580135101 | 12493  | 222230   | SH | DEFINE |
| MCGRAW HILL COS INC          | COM         | 580645109 | 18293  | 455946   | SH | DEFINE |
| MCMORAN EXPLORATION CO       | COM         | 582411104 | 6019   | 218700   | SH | DEFINE |
| MCMORAN EXPLORATION CO       | COM         | 582411104 | 5      | 189      | SH | DEFINE |
| MDU RES GROUP INC            | COM         | 552690109 | 678    | 19438    | SH | DEFINE |
| MEADWESTVACO CORP            | COM         | 583334107 | 37493  | 1572700  | SH | DEFINE |
| MEADWESTVACO CORP            | COM         | 583334107 | 197423 | 8281166  | SH | DEFINE |
| MEDASSETS INC                | COM         | 584045108 | 788    | 46200    | SH | DEFINE |
| MEDCO HEALTH SOLUTIONS INC   | COM         | 58405U102 | 2804   | 59400    | SH | DEFINE |
| MEDCO HEALTH SOLUTIONS INC   | COM         | 58405U102 | 4554   | 96480    | SH | DEFINE |
| MEDCO HEALTH SOLUTIONS INC   | COM         | 58405U102 | 17095  | 362179   | SH | DEFINE |
| MEDICINES CO                 | COM         | 584688105 | 7827   | 394900   | SH | DEFINE |
| MEDICINES CO                 | COM         | 584688105 | 48     | 2410     | SH | DEFINE |

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

|                              |      |                     |        |          |     |        |
|------------------------------|------|---------------------|--------|----------|-----|--------|
| MEDTRONIC INC                | COM  | 585055106           | 31884  | 616115   | SH  | DEFINE |
| MEDTRONIC INC                | COM  | 585055106           | 3105   | 60000    | SH  | DEFINE |
| MEDTRONIC INC                | COM  | 585055106           | 47379  | 915544   | SH  | DEFINE |
| MEDTRONIC INC                | COM  | 585055106           | 139    | 2680     | SH  | DEFINE |
| MEDTRONIC INC                | COM  | 585055106           | 29     | 560      | SH  | DEFINE |
| MEDTRONIC INC                | COM  | 585055106           | 5546   | 107170   | SH  | DEFINE |
| MEDTRONIC INC                | COM  | 585055106           | 217    | 4200     | SH  | DEFINE |
| MEDTRONIC INC                | COM  | 585055106           | 230    | 4442     | SH  | DEFINE |
| MEDTRONIC INC                | COM  | 585055106           | 466    | 9000     | SH  | DEFINE |
| MEDTRONIC INC                | NOTE | 1.500% 4/1585055AL0 | 4255   | 4000000  | PRN | DEFINE |
| MEMC ELECTR MATLS INC        | COM  | 552715104           | 9200   | 149500   | SH  | DEFINE |
| MEMC ELECTR MATLS INC        | COM  | 552715104           | 725    | 11781    | SH  | DEFINE |
| MEMC ELECTR MATLS INC        | COM  | 552715104           | 3317   | 53900    | SH  | DEFINE |
| MENS WEARHOUSE INC           | COM  | 587118100           | 25367  | 1557200  | SH  | DEFINE |
| MENS WEARHOUSE INC           | COM  | 587118100           | 70725  | 4341650  | SH  | DEFINE |
| MENS WEARHOUSE INC           | COM  | 587118100           | 1122   | 68872    | SH  | DEFINE |
| MERCADOLIBRE INC             | COM  | 58733R102           | 12610  | 365600   | SH  | DEFINE |
| MERCADOLIBRE INC             | COM  | 58733R102           | 1711   | 49600    | SH  | DEFINE |
| MERCER INS GROUP INC         | COM  | 587902107           | 2050   | 117800   | SH  | DEFINE |
| MERCER INTL INC              | COM  | 588056101           | 19659  | 2628200  | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 4202   | 111500   | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 736931 | 19552430 | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 18845  | 500000   | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 83069  | 2203995  | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 13420  | 356074   | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 4020   | 106667   | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 26273  | 697070   | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 139536 | 3702197  | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 1455   | 39279    | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 2272   | 60275    | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 562331 | 14919903 | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 35117  | 931723   | SH  | DEFINE |
| MERCK & CO INC               | COM  | 589331107           | 313    | 8295     | SH  | DEFINE |
| MERCURY GENL CORP NEW        | COM  | 589400100           | 22412  | 479719   | SH  | DEFINE |
| MERCURY GENL CORP NEW        | COM  | 589400100           | 107    | 2300     | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | COM  | 590188108           | 189529 | 5976940  | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | COM  | 590188108           | 12188  | 384373   | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | COM  | 590188108           | 1268   | 40000    | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | COM  | 590188108           | 1956   | 61690    | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | COM  | 590188108           | 2011   | 62680    | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | COM  | 590188108           | 18412  | 580628   | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | COM  | 590188108           | 1414   | 44577    | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | COM  | 590188108           | 56627  | 1785779  | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | COM  | 590188108           | 629    | 19821    | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | COM  | 590188108           | 65     | 2056     | SH  | DEFINE |
| MERRILL LYNCH & CO INC       | NOTE | 3/1590188W46        | 18999  | 18535000 | PRN | DEFINE |
| METAVANTE TECHNOLOGIES INC   | COM  | 591407101           | 256    | 11320    | SH  | DEFINE |
| METHODE ELECTRS INC          | COM  | 591520200           | 5465   | 522957   | SH  | DEFINE |
| METLIFE INC                  | COM  | 59156R108           | 24163  | 457900   | SH  | DEFINE |
| METLIFE INC                  | COM  | 59156R108           | 3950   | 74853    | SH  | DEFINE |
| METROPDS COMMUNICATIONS INC  | COM  | 591708102           | 116360 | 6570295  | SH  | DEFINE |
| METROPDS COMMUNICATIONS INC  | COM  | 591708102           | 1634   | 92239    | SH  | DEFINE |
| METTLER TOLEDO INTERNATIONAL | COM  | 592688105           | 45239  | 476900   | SH  | DEFINE |
| METTLER TOLEDO INTERNATIONAL | COM  | 592688105           | 99009  | 1043739  | SH  | DEFINE |
| METTLER TOLEDO INTERNATIONAL | COM  | 592688105           | 4743   | 50000    | SH  | DEFINE |
| METTLER TOLEDO INTERNATIONAL | COM  | 592688105           | 12529  | 132096   | SH  | DEFINE |
| MEXICO FD INC                | COM  | 592835102           | 21784  | 620800   | SH  | DEFINE |
| MGIC INVT CORP WIS           | COM  | 552848103           | 4491   | 735000   | SH  | DEFINE |
| MICROCHIP TECHNOLOGY INC     | COM  | 595017104           | 261796 | 8572220  | SH  | DEFINE |
| MICROCHIP TECHNOLOGY INC     | COM  | 595017104           | 7664   | 250953   | SH  | DEFINE |
| MICROCHIP TECHNOLOGY INC     | COM  | 595017104           | 305    | 10000    | SH  | DEFINE |
| MICROCHIP TECHNOLOGY INC     | COM  | 595017104           | 25     | 810      | SH  | DEFINE |



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

|                              |               |                     |         |          |     |        |
|------------------------------|---------------|---------------------|---------|----------|-----|--------|
| MICROCHIP TECHNOLOGY INC     | COM           | 595017104           | 1766    | 57770    | SH  | DEFINE |
| MICROCHIP TECHNOLOGY INC     | COM           | 595017104           | 2303    | 75416    | SH  | DEFINE |
| MICROCHIP TECHNOLOGY INC     | COM           | 595017104           | 244     | 8000     | SH  | DEFINE |
| MICRON TECHNOLOGY INC        | NOTE          | 1.875% 6/0595112AH6 | 14200   | 20000000 | PRN | DEFINE |
| MICROSEMI CORP               | COM           | 595137100           | 241428  | 9588092  | SH  | DEFINE |
| MICROSEMI CORP               | COM           | 595137100           | 6379    | 253340   | SH  | DEFINE |
| MICROSEMI CORP               | COM           | 595137100           | 529     | 21000    | SH  | DEFINE |
| MICROSEMI CORP               | COM           | 595137100           | 33      | 1300     | SH  | DEFINE |
| MICROSEMI CORP               | COM           | 595137100           | 348     | 13830    | SH  | DEFINE |
| MICROSEMI CORP               | COM           | 595137100           | 199     | 7900     | SH  | DEFINE |
| MICROSEMI CORP               | COM           | 595137100           | 19107   | 758498   | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 4759    | 173000   | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 88619   | 3221340  | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 32324   | 1175000  | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 80770   | 2936011  | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 151     | 5500     | SH  | OTHER  |
| MICROSOFT CORP               | COM           | 594918104           | 748072  | 27192725 | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 32022   | 1164000  | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 11463   | 416686   | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 42399   | 1541716  | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 216817  | 7881393  | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 7643    | 277129   | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 5378    | 195510   | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 1693113 | 61545349 | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 53571   | 1947323  | SH  | DEFINE |
| MICROSOFT CORP               | COM           | 594918104           | 571     | 20750    | SH  | DEFINE |
| MICROTUNE INC DEL            | COM           | 59514P109           | 10877   | 3143700  | SH  | DEFINE |
| MICROTUNE INC DEL            | COM           | 59514P109           | 3547    | 1025040  | SH  | DEFINE |
| MICROTUNE INC DEL            | COM           | 59514P109           | 282     | 81600    | SH  | DEFINE |
| MIDCAP SPDR TR               | UNIT SER 1    | 595635103           | 5005    | 33636    | SH  | DEFINE |
| MILLICOM INTL CELLULAR S A   | SHS NEW       | L6388F110           | 9       | 83       | SH  | DEFINE |
| MILLICOM INTL CELLULAR S A   | SHS NEW       | L6388F110           | 4016    | 38800    | SH  | DEFINE |
| MILLIPORE CORP               | COM           | 601073109           | 3407    | 50210    | SH  | DEFINE |
| MILLIPORE CORP               | COM           | 601073109           | 27144   | 400000   | SH  | DEFINE |
| MILLIPORE CORP               | COM           | 601073109           | 433     | 6379     | SH  | DEFINE |
| MILLIPORE CORP               | COM           | 601073109           | 3033    | 44700    | SH  | DEFINE |
| MINDRAY MEDICAL INTL LTD     | SPON ADR      | 602675100           | 735     | 19700    | SH  | DEFINE |
| MINDRAY MEDICAL INTL LTD     | SPON ADR      | 602675100           | 696     | 18660    | SH  | DEFINE |
| MINE SAFETY APPLIANCES CO    | COM           | 602720104           | 56006   | 1400500  | SH  | DEFINE |
| MINERALS TECHNOLOGIES INC    | COM           | 603158106           | 6610    | 103921   | SH  | DEFINE |
| MINERALS TECHNOLOGIES INC    | COM           | 603158106           | 6610    | 103921   | SH  | DEFINE |
| MINERALS TECHNOLOGIES INC    | COM           | 603158106           | 6610    | 103921   | SH  | DEFINE |
| MITSUBISHI UFJ FINL GROUP IN | SPONSORED ADR | 606822104           | 35      | 4000     | SH  | DEFINE |
| MITSUBISHI UFJ FINL GROUP IN | SPONSORED ADR | 606822104           | 5931    | 680175   | SH  | DEFINE |
| MITSUBISHI UFJ FINL GROUP IN | SPONSORED ADR | 606822104           | 8659    | 983930   | SH  | DEFINE |
| MOBILE MINI INC              | COM           | 60740F105           | 12706   | 635300   | SH  | DEFINE |
| MOBILE TELESYSTEMS OJSC      | SPONSORED ADR | 607409109           | 61      | 800      | SH  | DEFINE |
| MOBILE TELESYSTEMS OJSC      | SPONSORED ADR | 607409109           | 1735    | 22650    | SH  | DEFINE |
| MOBILE TELESYSTEMS OJSC      | SPONSORED ADR | 607409109           | 120247  | 1569602  | SH  | DEFINE |
| MOBILE TELESYSTEMS OJSC      | SPONSORED ADR | 607409109           | 62110   | 810730   | SH  | DEFINE |
| MOBILE TELESYSTEMS OJSC      | SPONSORED ADR | 607409109           | 27117   | 353960   | SH  | DEFINE |
| MOLEX INC                    | COM           | 608554101           | 3576    | 146483   | SH  | DEFINE |
| MOLEX INC                    | COM           | 608554101           | 192     | 7866     | SH  | DEFINE |
| MOLEX INC                    | COM           | 608554101           | 49      | 2000     | SH  | OTHER  |
| MOLEX INC                    | CL A          | 608554200           | 3356    | 146483   | SH  | DEFINE |
| MOLEX INC                    | CL A          | 608554200           | 65      | 2859     | SH  | DEFINE |
| MONACO COACH CORP            | COM           | 60886R103           | 9343    | 3073500  | SH  | DEFINE |
| MONOTYPE IMAGING HOLDINGS IN | COM           | 61022P100           | 2149    | 176408   | SH  | DEFINE |
| MONOTYPE IMAGING HOLDINGS IN | COM           | 61022P100           | 169     | 13900    | SH  | DEFINE |
| MONSANTO CO NEW              | COM           | 61166W101           | 30042   | 237600   | SH  | DEFINE |
| MONSANTO CO NEW              | COM           | 61166W101           | 3146    | 24882    | SH  | DEFINE |
| MONTPELIER RE HOLDINGS LTD   | SHS           | G62185106           | 42983   | 2914100  | SH  | DEFINE |
| MONTPELIER RE HOLDINGS LTD   | SHS           | G62185106           | 60      | 4100     | SH  | DEFINE |
| MOODYS CORP                  | COM           | 615369105           | 18529   | 538000   | SH  | DEFINE |

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

|                             |                  |           |        |          |     |        |
|-----------------------------|------------------|-----------|--------|----------|-----|--------|
| MOODYS CORP                 | COM              | 615369105 | 785    | 22803    | SH  | DEFINE |
| MORGAN STANLEY              | COM NEW          | 617446448 | 1847   | 51200    | SH  | DEFINE |
| MORGAN STANLEY              | COM NEW          | 617446448 | 244    | 6770     | SH  | DEFINE |
| MORGAN STANLEY              | COM NEW          | 617446448 | 5890   | 163302   | SH  | DEFINE |
| MORGAN STANLEY              | COM NEW          | 617446448 | 3071   | 85153    | SH  | DEFINE |
| MORGAN STANLEY              | COM NEW          | 617446448 | 679    | 18820    | SH  | DEFINE |
| MORGAN STANLEY              | COM NEW          | 617446448 | 27253  | 755565   | SH  | DEFINE |
| MORGAN STANLEY              | COM NEW          | 617446448 | 190    | 5208     | SH  | DEFINE |
| MORGAN STANLEY              | COM NEW          | 617446448 | 1280   | 35499    | SH  | DEFINE |
| MORGAN STANLEY              | COM NEW          | 617446448 | 5712   | 158369   | SH  | DEFINE |
| MOSAIC CO                   | COM              | 61945A107 | 5065   | 35000    | SH  | DEFINE |
| MOSAIC CO                   | COM              | 61945A107 | 98     | 679      | SH  | DEFINE |
| MOSAIC CO                   | COM              | 61945A107 | 5831   | 40300    | SH  | DEFINE |
| MOTOROLA INC                | COM              | 620076109 | 1500   | 204364   | SH  | DEFINE |
| MOTOROLA INC                | COM              | 620076109 | 255003 | 34741611 | SH  | DEFINE |
| MOTOROLA INC                | COM              | 620076109 | 3      | 380      | SH  | DEFINE |
| MSCI INC                    | CL A             | 55354G100 | 10767  | 296700   | SH  | DEFINE |
| MUELLER INDS INC            | COM              | 624756102 | 80465  | 2498900  | SH  | DEFINE |
| MUELLER INDS INC            | COM              | 624756102 | 322    | 10000    | SH  | DEFINE |
| MURPHY OIL CORP             | COM              | 626717102 | 18443  | 188100   | SH  | DEFINE |
| MURPHY OIL CORP             | COM              | 626717102 | 1257   | 12815    | SH  | DEFINE |
| MURPHY OIL CORP             | COM              | 626717102 | 5589   | 57000    | SH  | DEFINE |
| MURPHY OIL CORP             | COM              | 626717102 | 3      | 31       | SH  | DEFINE |
| MWI VETERINARY SUPPLY INC   | COM              | 55402X105 | 10835  | 327235   | SH  | DEFINE |
| MYLAN INC                   | COM              | 628530107 | 320    | 26475    | SH  | DEFINE |
| MYLAN INC                   | PFD CONV         | 628530206 | 800    | 910      | SH  | DEFINE |
| MYLAN INC                   | PFD CONV         | 628530206 | 106    | 120      | SH  | OTHER  |
| MYLAN INC                   | NOTE 1.250% 3/16 | 28530AG2  | 8375   | 10000000 | PRN | DEFINE |
| MYRIAD GENETICS INC         | COM              | 62855J104 | 92712  | 2036730  | SH  | DEFINE |
| MYRIAD GENETICS INC         | COM              | 62855J104 | 894    | 19649    | SH  | DEFINE |
| NABORS INDUSTRIES LTD       | SHS              | G6359F103 | 11259  | 228700   | SH  | DEFINE |
| NABORS INDUSTRIES LTD       | SHS              | G6359F103 | 5873   | 119290   | SH  | DEFINE |
| NACCO INDS INC              | CL A             | 629579103 | 21419  | 288084   | SH  | DEFINE |
| NANOGEN INC                 | COM              | 630075109 | 8      | 20000    | SH  | DEFINE |
| NASDAQ OMX GROUP INC        | COM              | 631103108 | 593    | 22341    | SH  | SOLE   |
| NASH FINCH CO               | COM              | 631158102 | 206    | 6000     | SH  | DEFINE |
| NASHUA CORP                 | COM              | 631226107 | 3579   | 357930   | SH  | DEFINE |
| NATIONAL BK GREECE S A      | SPONSORED ADR    | 633643408 | 4676   | 523670   | SH  | DEFINE |
| NATIONAL CITY CORP          | COM              | 635405103 | 58     | 12082    | SH  | DEFINE |
| NATIONAL FINL PARTNERS CORP | COM              | 63607P208 | 2479   | 125070   | SH  | DEFINE |
| NATIONAL FINL PARTNERS CORP | COM              | 63607P208 | 224    | 11300    | SH  | DEFINE |
| NATIONAL FINL PARTNERS CORP | COM              | 63607P208 | 85     | 4300     | SH  | DEFINE |
| NATIONAL FINL PARTNERS CORP | COM              | 63607P208 | 10397  | 524133   | SH  | DEFINE |
| NATIONAL INSTRS CORP        | COM              | 636518102 | 7044   | 248302   | SH  | DEFINE |
| NATIONAL INSTRS CORP        | COM              | 636518102 | 5458   | 192364   | SH  | DEFINE |
| NATIONAL OILWELL VARCO INC  | COM              | 637071101 | 184577 | 2080440  | SH  | DEFINE |
| NATIONAL OILWELL VARCO INC  | COM              | 637071101 | 10133  | 114216   | SH  | DEFINE |
| NATIONAL OILWELL VARCO INC  | COM              | 637071101 | 3016   | 34000    | SH  | DEFINE |
| NATIONAL OILWELL VARCO INC  | COM              | 637071101 | 2100   | 23670    | SH  | DEFINE |
| NATIONAL OILWELL VARCO INC  | COM              | 637071101 | 43926  | 495112   | SH  | DEFINE |
| NATIONAL WESTN LIFE INS CO  | CL A             | 638522102 | 37801  | 173000   | SH  | DEFINE |
| NATIONWIDE HEALTH PPTYS INC | COM              | 638620104 | 1127   | 35800    | SH  | DEFINE |
| NATIONWIDE HEALTH PPTYS INC | COM              | 638620104 | 715    | 22700    | SH  | DEFINE |
| NATIONWIDE HEALTH PPTYS INC | COM              | 638620104 | 1319   | 41900    | SH  | DEFINE |
| NATIONWIDE HEALTH PPTYS INC | COM              | 638620104 | 18988  | 602994   | SH  | DEFINE |
| NATIONWIDE HEALTH PPTYS INC | COM              | 638620104 | 34     | 1070     | SH  | DEFINE |
| NATIONWIDE HEALTH PPTYS INC | COM              | 638620104 | 274    | 8700     | SH  | DEFINE |
| NAVTEQ CORP                 | COM              | 63936L100 | 389    | 5050     | SH  | DEFINE |
| NAVTEQ CORP                 | COM              | 63936L100 | 94963  | 1233289  | SH  | DEFINE |
| NETAPP INC                  | COM              | 64110D104 | 433    | 20000    | SH  | DEFINE |
| NETAPP INC                  | COM              | 64110D104 | 4103   | 189410   | SH  | DEFINE |
| NETAPP INC                  | COM              | 64110D104 | 260    | 12000    | SH  | DEFINE |

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

|                              |               |           |         |          |    |        |
|------------------------------|---------------|-----------|---------|----------|----|--------|
| NETLOGIC MICROSYSTEMS INC    | COM           | 64118B100 | 20923   | 630200   | SH | DEFINE |
| NETLOGIC MICROSYSTEMS INC    | COM           | 64118B100 | 4467    | 134560   | SH | DEFINE |
| NETLOGIC MICROSYSTEMS INC    | COM           | 64118B100 | 352     | 10600    | SH | DEFINE |
| NEW AMER HIGH INCOME FD INC  | COM           | 641876107 | 16      | 10126    | SH | DEFINE |
| NEW IRELAND FUND INC         | COM           | 645673104 | 2292    | 135000   | SH | DEFINE |
| NEW ORIENTAL ED & TECH GRP I | SPON ADR      | 647581107 | 631     | 10805    | SH | DEFINE |
| NEW YORK TIMES CO            | CL A          | 650111107 | 4856    | 315550   | SH | DEFINE |
| NEW YORK TIMES CO            | CL A          | 650111107 | 200     | 13000    | SH | DEFINE |
| NEWMONT MINING CORP          | COM           | 651639106 | 53501   | 1025714  | SH | DEFINE |
| NEWMONT MINING CORP          | COM           | 651639106 | 1916    | 36728    | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 8929    | 593710   | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 6040    | 401597   | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 131     | 8700     | SH | OTHER  |
| NEWS CORP                    | CL A          | 65248E104 | 766473  | 50962319 | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 17978   | 1195316  | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 24369   | 1620290  | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 95479   | 6348348  | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 3400    | 220612   | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 1914    | 127265   | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 1106204 | 73550772 | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 69943   | 4650438  | SH | DEFINE |
| NEWS CORP                    | CL A          | 65248E104 | 206     | 13702    | SH | DEFINE |
| NEWS CORP                    | CL B          | 65248E203 | 5179    | 337367   | SH | DEFINE |
| NEWS CORP                    | CL B          | 65248E203 | 6127    | 399181   | SH | DEFINE |
| NEWS CORP                    | CL B          | 65248E203 | 2972    | 193606   | SH | DEFINE |
| NEWSTAR FINANCIAL INC        | COM           | 65251F105 | 2891    | 489200   | SH | DEFINE |
| NIGHTHAWK RADIOLOGY HLDGS IN | COM           | 65411N105 | 269     | 38000    | SH | DEFINE |
| NIGHTHAWK RADIOLOGY HLDGS IN | COM           | 65411N105 | 1       | 156      | SH | DEFINE |
| NII HLDGS INC                | CL B NEW      | 62913F201 | 248937  | 5241880  | SH | DEFINE |
| NII HLDGS INC                | CL B NEW      | 62913F201 | 100     | 2100     | SH | DEFINE |
| NII HLDGS INC                | CL B NEW      | 62913F201 | 35      | 730      | SH | DEFINE |
| NII HLDGS INC                | CL B NEW      | 62913F201 | 581     | 12240    | SH | DEFINE |
| NII HLDGS INC                | CL B NEW      | 62913F201 | 204     | 4300     | SH | DEFINE |
| NII HLDGS INC                | CL B NEW      | 62913F201 | 2471    | 52031    | SH | DEFINE |
| NIKE INC                     | CL B          | 654106103 | 2337    | 39200    | SH | DEFINE |
| NIKE INC                     | CL B          | 654106103 | 14768   | 247746   | SH | DEFINE |
| NIKE INC                     | CL B          | 654106103 | 5025    | 84300    | SH | DEFINE |
| NIPPON TELEG & TEL CORP      | SPONSORED ADR | 654624105 | 70      | 2892     | SH | DEFINE |
| NIPPON TELEG & TEL CORP      | SPONSORED ADR | 654624105 | 311     | 12803    | SH | DEFINE |
| NISOURCE INC                 | COM           | 65473P105 | 95603   | 5335000  | SH | DEFINE |
| NISOURCE INC                 | COM           | 65473P105 | 165     | 9222     | SH | DEFINE |
| NISOURCE INC                 | COM           | 65473P105 | 56      | 3130     | SH | DEFINE |
| NISOURCE INC                 | COM           | 65473P105 | 5718    | 319067   | SH | DEFINE |
| NISOURCE INC                 | COM           | 65473P105 | 7780    | 434153   | SH | DEFINE |
| NOBLE CORPORATION            | SHS           | G65422100 | 10023   | 154300   | SH | DEFINE |
| NOBLE CORPORATION            | SHS           | G65422100 | 1013    | 15588    | SH | DEFINE |
| NOBLE CORPORATION            | SHS           | G65422100 | 5833    | 89800    | SH | DEFINE |
| NOBLE CORPORATION            | SHS           | G65422100 | 32069   | 493680   | SH | DEFINE |
| NOBLE ENERGY INC             | COM           | 655044105 | 112359  | 1117330  | SH | DEFINE |
| NOBLE ENERGY INC             | COM           | 655044105 | 663     | 6590     | SH | DEFINE |
| NOBLE ENERGY INC             | COM           | 655044105 | 2019    | 20080    | SH | DEFINE |
| NOKIA CORP                   | SPONSORED ADR | 654902204 | 68294   | 2787510  | SH | DEFINE |
| NOKIA CORP                   | SPONSORED ADR | 654902204 | 15099   | 616267   | SH | DEFINE |
| NOKIA CORP                   | SPONSORED ADR | 654902204 | 205     | 8370     | SH | DEFINE |
| NOKIA CORP                   | SPONSORED ADR | 654902204 | 43      | 1760     | SH | DEFINE |
| NOKIA CORP                   | SPONSORED ADR | 654902204 | 7006    | 288250   | SH | DEFINE |
| NOKIA CORP                   | SPONSORED ADR | 654902204 | 296     | 12100    | SH | DEFINE |
| NOKIA CORP                   | SPONSORED ADR | 654902204 | 1899    | 77516    | SH | DEFINE |
| NORDSON CORP                 | COM           | 655663102 | 88069   | 1208240  | SH | DEFINE |
| NORDSTROM INC                | COM           | 655664100 | 3027    | 99900    | SH | DEFINE |
| NORDSTROM INC                | COM           | 655664100 | 78326   | 2585010  | SH | DEFINE |
| NORDSTROM INC                | COM           | 655664100 | 6393    | 210984   | SH | DEFINE |

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

|                              |                   |           |        |         |    |        |
|------------------------------|-------------------|-----------|--------|---------|----|--------|
| NORDSTROM INC                | COM               | 655664100 | 1694   | 55920   | SH | DEFINE |
| NORDSTROM INC                | COM               | 655664100 | 1529   | 49700   | SH | DEFINE |
| NORDSTROM INC                | COM               | 655664100 | 2093   | 69081   | SH | DEFINE |
| NORFOLK SOUTHERN CORP        | COM               | 655844108 | 80255  | 1280600 | SH | DEFINE |
| NORFOLK SOUTHERN CORP        | COM               | 655844108 | 8563   | 136631  | SH | DEFINE |
| NORTH AMERN ENERGY PARTNERS  | COM               | 656844107 | 6276   | 289500  | SH | DEFINE |
| NORTH EUROPEAN OIL RTY TR    | SH BEN INT        | 659310106 | 387    | 10000   | SH | DEFINE |
| NORTHEAST UTILS              | COM               | 664397106 | 40148  | 1572600 | SH | DEFINE |
| NORTHEAST UTILS              | COM               | 664397106 | 25530  | 1000000 | SH | DEFINE |
| NORTHEAST UTILS              | COM               | 664397106 | 87     | 3400    | SH | DEFINE |
| NORTHERN OIL & GAS INC NEV   | COM               | 665531109 | 3370   | 350000  | SH | DEFINE |
| NORTHERN TR CORP             | COM               | 665859104 | 308    | 4494    | SH | DEFINE |
| NORTHROP GRUMMAN CORP        | COM               | 666807102 | 66900  | 1000000 | SH | DEFINE |
| NORTHROP GRUMMAN CORP        | COM               | 666807102 | 7661   | 114512  | SH | DEFINE |
| NORTHWEST AIRLS CORP         | COM               | 667280408 | 50856  | 7636090 | SH | DEFINE |
| NORTHWEST PIPE CO            | COM               | 667746101 | 7700   | 138000  | SH | DEFINE |
| NORTHWESTERN CORP            | COM NEW           | 668074305 | 20     | 800     | SH | DEFINE |
| NORTHWESTERN CORP            | COM NEW           | 668074305 | 39813  | 1566204 | SH | DEFINE |
| NOVAGOLD RES INC             | COM NEW           | 66987E206 | 4843   | 650000  | SH | DEFINE |
| NOVAGOLD RES INC             | COM NEW           | 66987E206 | 9      | 1223    | SH | DEFINE |
| NOVARTIS A G                 | SPONSORED ADR     | 66987V109 | 4263   | 77458   | SH | DEFINE |
| NOVARTIS A G                 | SPONSORED ADR     | 66987V109 | 286    | 5200    | SH | DEFINE |
| NOVARTIS A G                 | SPONSORED ADR     | 66987V109 | 4934   | 89650   | SH | DEFINE |
| NOVARTIS A G                 | SPONSORED ADR     | 66987V109 | 26308  | 492480  | SH | DEFINE |
| NOVARTIS A G                 | SPONSORED ADR     | 66987V109 | 12367  | 224690  | SH | DEFINE |
| NOVO-NORDISK A S             | ADR               | 670100205 | 8976   | 136000  | SH | DEFINE |
| NOVO-NORDISK A S             | ADR               | 670100205 | 811    | 12289   | SH | DEFINE |
| NOVO-NORDISK A S             | ADR               | 670100205 | 238    | 3600    | SH | DEFINE |
| NRG ENERGY INC               | COM NEW           | 629377508 | 758    | 17668   | SH | DEFINE |
| NRG ENERGY INC               | COM NEW           | 629377508 | 118    | 2750    | SH | DEFINE |
| NSTAR                        | COM               | 67019E107 | 456    | 13480   | SH | DEFINE |
| NUANCE COMMUNICATIONS INC    | COM               | 67020Y100 | 140317 | 8954477 | SH | DEFINE |
| NUANCE COMMUNICATIONS INC    | COM               | 67020Y100 | 7661   | 488885  | SH | DEFINE |
| NUANCE COMMUNICATIONS INC    | COM               | 67020Y100 | 376    | 24000   | SH | DEFINE |
| NUANCE COMMUNICATIONS INC    | COM               | 67020Y100 | 265    | 16900   | SH | DEFINE |
| NUANCE COMMUNICATIONS INC    | COM               | 67020Y100 | 2223   | 141860  | SH | DEFINE |
| NUCOR CORP                   | COM               | 670346105 | 213660 | 2861389 | SH | DEFINE |
| NUCOR CORP                   | COM               | 670346105 | 5227   | 70000   | SH | DEFINE |
| NUCOR CORP                   | COM               | 670346105 | 21983  | 294405  | SH | DEFINE |
| NUCOR CORP                   | COM               | 670346105 | 112    | 1500    | SH | DEFINE |
| NUCOR CORP                   | COM               | 670346105 | 134    | 1800    | SH | DEFINE |
| NUVEEN INS NY TX FR ADV MUN  | COM               | 670656107 | 516    | 38600   | SH | DEFINE |
| NVIDIA CORP                  | COM               | 67066G104 | 124410 | 6645855 | SH | DEFINE |
| NVIDIA CORP                  | COM               | 67066G104 | 72     | 3840    | SH | DEFINE |
| NVIDIA CORP                  | COM               | 67066G104 | 1373   | 73364   | SH | DEFINE |
| NYMEX HOLDINGS INC           | COM               | 62948N104 | 72538  | 858636  | SH | DEFINE |
| OCCIDENTAL PETE CORP DEL     | COM               | 674599105 | 5940   | 66100   | SH | DEFINE |
| OCCIDENTAL PETE CORP DEL     | COM               | 674599105 | 45746  | 509080  | SH | DEFINE |
| OCCIDENTAL PETE CORP DEL     | COM               | 674599105 | 518    | 5764    | SH | DEFINE |
| OCCIDENTAL PETE CORP DEL     | COM               | 674599105 | 5374   | 59800   | SH | DEFINE |
| OCEANEERING INTL INC         | COM               | 675232102 | 7677   | 99640   | SH | DEFINE |
| OCULUS INNOVATIVE SCIENCES I | COM               | 67575P108 | 716    | 297000  | SH | DEFINE |
| OFFICE DEPOT INC             | COM               | 676220106 | 3446   | 315000  | SH | DEFINE |
| OFFICE DEPOT INC             | COM               | 676220106 | 148    | 13500   | SH | DEFINE |
| OFFICE DEPOT INC             | COM               | 676220106 | 801    | 73260   | SH | DEFINE |
| OFFICE DEPOT INC             | COM               | 676220106 | 2010   | 183759  | SH | DEFINE |
| OFFICEMAX INC DEL            | COM               | 67622P101 | 85     | 6100    | SH | DEFINE |
| OFFICEMAX INC DEL            | COM               | 67622P101 | 3139   | 225863  | SH | DEFINE |
| OFFICEMAX INC DEL            | COM               | 67622P101 | 5929   | 426560  | SH | DEFINE |
| OIL STS INTL INC             | COM               | 678026105 | 51888  | 817900  | SH | DEFINE |
| OIL STS INTL INC             | COM               | 678026105 | 12453  | 196300  | SH | DEFINE |
| OILSANDS QUEST INC           | -W EXP 12/05/2006 | 678046111 | 239    | 119450  | SH | DEFINE |

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

|                              |               |           |         |          |    |        |
|------------------------------|---------------|-----------|---------|----------|----|--------|
| OLD REP INTL CORP            | COM           | 680223104 | 234892  | 19838883 | SH | DEFINE |
| OLD REP INTL CORP            | COM           | 680223104 | 31      | 2600     | SH | DEFINE |
| OLD REP INTL CORP            | COM           | 680223104 | 189204  | 15980057 | SH | DEFINE |
| OLD REP INTL CORP            | COM           | 680223104 | 6619    | 558808   | SH | DEFINE |
| OMNICARE INC                 | COM           | 681904108 | 2707    | 103250   | SH | DEFINE |
| OMNICARE INC                 | COM           | 681904108 | 4554    | 173680   | SH | DEFINE |
| OMNICARE INC                 | COM           | 681904108 | 9162    | 349411   | SH | DEFINE |
| OMNICARE INC                 | COM           | 681904108 | 852     | 32480    | SH | DEFINE |
| OMNICARE INC                 | COM           | 681904108 | 1299    | 49560    | SH | DEFINE |
| OMNICELL INC                 | COM           | 68213N109 | 3658    | 277550   | SH | DEFINE |
| OMNICELL INC                 | COM           | 68213N109 | 252     | 19100    | SH | DEFINE |
| OMNICOM GROUP INC            | COM           | 681919106 | 2991    | 66638    | SH | DEFINE |
| OMNITURE INC                 | COM           | 68212S109 | 54381   | 2928430  | SH | DEFINE |
| OMNITURE INC                 | COM           | 68212S109 | 3392    | 182640   | SH | DEFINE |
| OMNITURE INC                 | COM           | 68212S109 | 234     | 12600    | SH | DEFINE |
| OMNITURE INC                 | COM           | 68212S109 | 163     | 8803     | SH | DEFINE |
| OMNIVISION TECHNOLOGIES INC  | COM           | 682128103 | 11707   | 968300   | SH | DEFINE |
| ONEOK INC NEW                | COM           | 682680103 | 225     | 4600     | SH | DEFINE |
| ONYX PHARMACEUTICALS INC     | COM           | 683399109 | 8423    | 236600   | SH | DEFINE |
| ONYX PHARMACEUTICALS INC     | COM           | 683399109 | 1118    | 31400    | SH | DEFINE |
| OPEN JT STK CO-VIMPEL COMMUN | SPONSORED ADR | 68370R109 | 2374    | 80000    | SH | DEFINE |
| OPTIONSXPRESS HLDGS INC      | COM           | 684010101 | 6767    | 302900   | SH | DEFINE |
| OPTIONSXPRESS HLDGS INC      | COM           | 684010101 | 4844    | 216823   | SH | DEFINE |
| OPTIONSXPRESS HLDGS INC      | COM           | 684010101 | 355     | 15900    | SH | DEFINE |
| OPTIONSXPRESS HLDGS INC      | COM           | 684010101 | 2       | 90       | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 60759   | 2893266  | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 10500   | 500000   | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 10594   | 504461   | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 18048   | 859430   | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 8461    | 402908   | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 1413    | 67290    | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 120046  | 5716480  | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 4685    | 220532   | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 2641    | 125740   | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 1295742 | 61702003 | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 39784   | 1894463  | SH | DEFINE |
| ORACLE CORP                  | COM           | 68389X105 | 153     | 7285     | SH | DEFINE |
| ORBITAL SCIENCES CORP        | COM           | 685564106 | 107455  | 4560898  | SH | DEFINE |
| ORBITAL SCIENCES CORP        | COM           | 685564106 | 5926    | 251521   | SH | DEFINE |
| ORBITAL SCIENCES CORP        | COM           | 685564106 | 459     | 19500    | SH | DEFINE |
| ORBITAL SCIENCES CORP        | COM           | 685564106 | 1292    | 54835    | SH | DEFINE |
| ORBOTECH LTD                 | ORD           | M75253100 | 468     | 35100    | SH | DEFINE |
| ORBOTECH LTD                 | ORD           | M75253100 | 8188    | 614700   | SH | DEFINE |
| ORBOTECH LTD                 | ORD           | M75253100 | 2443    | 183400   | SH | DEFINE |
| OREXIGEN THERAPEUTICS INC    | COM           | 686164104 | 3935    | 498700   | SH | DEFINE |
| OREXIGEN THERAPEUTICS INC    | COM           | 686164104 | 2742    | 347500   | SH | DEFINE |
| OREXIGEN THERAPEUTICS INC    | COM           | 686164104 | 196     | 24800    | SH | DEFINE |
| OREXIGEN THERAPEUTICS INC    | COM           | 686164104 | 197     | 25000    | SH | DEFINE |
| OREZONE RES INC              | COM           | 685921108 | 10245   | 8537400  | SH | DEFINE |
| ORIENT-EXPRESS HOTELS LTD    | CL A          | G67743107 | 12324   | 283700   | SH | DEFINE |
| ORITANI FINL CORP            | COM           | 686323106 | 2951    | 184430   | SH | DEFINE |
| OSHKOSH CORP                 | COM           | 688239201 | 20976   | 1013800  | SH | DEFINE |
| OSHKOSH CORP                 | COM           | 688239201 | 98      | 4725     | SH | DEFINE |
| OSI PHARMACEUTICALS INC      | COM           | 671040103 | 8632    | 208900   | SH | DEFINE |
| OSI PHARMACEUTICALS INC      | COM           | 671040103 | 248     | 6000     | SH | DEFINE |
| OUTDOOR CHANNEL HLDGS INC    | COM NEW       | 690027206 | 1327    | 190100   | SH | DEFINE |
| OVERSEAS SHIPHOLDING GROUP I | COM           | 690368105 | 98239   | 1235400  | SH | DEFINE |
| OWENS CORNING NEW            | COM           | 690742101 | 87183   | 3832239  | SH | DEFINE |
| OWENS ILL INC                | COM NEW       | 690768403 | 3352    | 80400    | SH | DEFINE |
| P & F INDS INC               | CL A NEW      | 692830508 | 368     | 89700    | SH | DEFINE |
| P A M TRANSN SVCS INC        | COM           | 693149106 | 3881    | 364400   | SH | DEFINE |
| PACER INTL INC TENN          | COM           | 69373H106 | 11471   | 533300   | SH | DEFINE |

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

|                              |               |           |        |         |    |        |
|------------------------------|---------------|-----------|--------|---------|----|--------|
| PACER INTL INC TENN          | COM           | 69373H106 | 9700   | 450931  | SH | DEFINE |
| PACKAGING CORP AMER          | COM           | 695156109 | 5472   | 254400  | SH | DEFINE |
| PACWEST BANCORP DEL          | COM           | 695263103 | 14926  | 1003079 | SH | DEFINE |
| PALL CORP                    | COM           | 696429307 | 19840  | 500000  | SH | DEFINE |
| PALL CORP                    | COM           | 696429307 | 751    | 18915   | SH | DEFINE |
| PANERA BREAD CO              | CL A          | 69840W108 | 9206   | 199000  | SH | DEFINE |
| PANERA BREAD CO              | CL A          | 69840W108 | 83     | 1800    | SH | DEFINE |
| PAR PHARMACEUTICAL COS INC   | COM           | 69888P106 | 5919   | 364743  | SH | DEFINE |
| PARAGON SHIPPING INC         | CL A          | 69913R309 | 5355   | 318930  | SH | DEFINE |
| PARAMETRIC TECHNOLOGY CORP   | COM NEW       | 699173209 | 235    | 14100   | SH | DEFINE |
| PAREXEL INTL CORP            | COM           | 699462107 | 10961  | 416600  | SH | DEFINE |
| PARKER HANNIFIN CORP         | COM           | 701094104 | 251    | 3525    | SH | DEFINE |
| PARKWAY PPTYS INC            | COM           | 70159Q104 | 7      | 200     | SH | DEFINE |
| PARKWAY PPTYS INC            | COM           | 70159Q104 | 67     | 2000    | SH | DEFINE |
| PARKWAY PPTYS INC            | COM           | 70159Q104 | 135    | 4000    | SH | DEFINE |
| PARKWAY PPTYS INC            | COM           | 70159Q104 | 1963   | 58200   | SH | DEFINE |
| PARKWAY PPTYS INC            | COM           | 70159Q104 | 16     | 470     | SH | DEFINE |
| PARKWAY PPTYS INC            | COM           | 70159Q104 | 20     | 600     | SH | DEFINE |
| PARTNERRE LTD                | COM           | G6852T105 | 283    | 4100    | SH | DEFINE |
| PARTNERRE LTD                | COM           | G6852T105 | 3913   | 56600   | SH | DEFINE |
| PATRIOT COAL CORP            | COM           | 70336T104 | 9280   | 60540   | SH | DEFINE |
| PATRIOT COAL CORP            | COM           | 70336T104 | 1350   | 8805    | SH | DEFINE |
| PATRIOT COAL CORP            | COM           | 70336T104 | 123    | 800     | SH | DEFINE |
| PATTERSON COMPANIES INC      | COM           | 703395103 | 755    | 25700   | SH | DEFINE |
| PAYCHEX INC                  | COM           | 704326107 | 79400  | 2538360 | SH | DEFINE |
| PAYCHEX INC                  | COM           | 704326107 | 15633  | 499774  | SH | DEFINE |
| PAYCHEX INC                  | COM           | 704326107 | 1927   | 61606   | SH | DEFINE |
| PAYCHEX INC                  | COM           | 704326107 | 336    | 10750   | SH | DEFINE |
| PDL BIOPHARMA INC            | COM           | 69329Y104 | 16679  | 1570520 | SH | DEFINE |
| PDL BIOPHARMA INC            | COM           | 69329Y104 | 18     | 1650    | SH | DEFINE |
| PDL BIOPHARMA INC            | COM           | 69329Y104 | 478    | 45000   | SH | DEFINE |
| PEABODY ENERGY CORP          | COM           | 704549104 | 33838  | 384300  | SH | DEFINE |
| PEABODY ENERGY CORP          | COM           | 704549104 | 53599  | 608734  | SH | DEFINE |
| PEABODY ENERGY CORP          | COM           | 704549104 | 26615  | 302273  | SH | DEFINE |
| PEABODY ENERGY CORP          | COM           | 704549104 | 26     | 290     | SH | DEFINE |
| PEABODY ENERGY CORP          | COM           | 704549104 | 418    | 4750    | SH | DEFINE |
| PEABODY ENERGY CORP          | COM           | 704549104 | 167    | 1900    | SH | DEFINE |
| PEABODY ENERGY CORP          | COM           | 704549104 | 1233   | 14000   | SH | DEFINE |
| PEARSON PLC                  | SPONSORED ADR | 705015105 | 5713   | 468290  | SH | DEFINE |
| PENN NATL GAMING INC         | COM           | 707569109 | 3572   | 111100  | SH | DEFINE |
| PENN VA CORP                 | COM           | 707882106 | 302    | 4000    | SH | DEFINE |
| PENN VA RESOURCES PARTNERS L | COM           | 707884102 | 211    | 7800    | SH | DEFINE |
| PENNEY J C INC               | COM           | 708160106 | 4573   | 126000  | SH | DEFINE |
| PENNEY J C INC               | COM           | 708160106 | 1509   | 41581   | SH | DEFINE |
| PENTAIR INC                  | COM           | 709631105 | 378    | 10800   | SH | DEFINE |
| PENTAIR INC                  | COM           | 709631105 | 393    | 11230   | SH | DEFINE |
| PENTAIR INC                  | COM           | 709631105 | 3656   | 104390  | SH | DEFINE |
| PENTAIR INC                  | COM           | 709631105 | 155223 | 4432401 | SH | DEFINE |
| PENWEST PHARMACEUTICALS CO   | COM           | 709754105 | 3504   | 1297800 | SH | DEFINE |
| PENWEST PHARMACEUTICALS CO   | COM           | 709754105 | 4145   | 1534696 | SH | DEFINE |
| PEOPLES BANCORP INC          | COM           | 709789101 | 16800  | 885123  | SH | DEFINE |
| PEOPLES BANCORP INC          | COM           | 709789101 | 23     | 1200    | SH | DEFINE |
| PEOPLES UNITED FINANCIAL INC | COM           | 712704105 | 274    | 17537   | SH | DEFINE |
| PEOPLES UNITED FINANCIAL INC | COM           | 712704105 | 31302  | 2006560 | SH | DEFINE |
| PEPCO HOLDINGS INC           | COM           | 713291102 | 33345  | 1300000 | SH | DEFINE |
| PEPCO HOLDINGS INC           | COM           | 713291102 | 83     | 3236    | SH | DEFINE |
| PEPSIAMERICAS INC            | COM           | 71343P200 | 448    | 22632   | SH | DEFINE |
| PEPSICO INC                  | COM           | 713448108 | 73691  | 1158840 | SH | DEFINE |
| PEPSICO INC                  | COM           | 713448108 | 75012  | 1179613 | SH | DEFINE |
| PEPSICO INC                  | COM           | 713448108 | 203    | 3200    | SH | OTHER  |
| PEPSICO INC                  | COM           | 713448108 | 556    | 8750    | SH | DEFINE |
| PEPSICO INC                  | COM           | 713448108 | 5718   | 89925   | SH | DEFINE |

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

|                              |                |           |         |          |    |        |
|------------------------------|----------------|-----------|---------|----------|----|--------|
| PEPSICO INC                  | COM            | 713448108 | 114     | 1800     | SH | DEFINE |
| PEPSICO INC                  | COM            | 713448108 | 601     | 9451     | SH | DEFINE |
| PERKINELMER INC              | COM            | 714046109 | 480     | 17232    | SH | DEFINE |
| PERRIGO CO                   | COM            | 714290103 | 5159    | 162400   | SH | DEFINE |
| PETROCHINA CO LTD            | SPONSORED ADR  | 71646E100 | 1648    | 12790    | SH | DEFINE |
| PETROCHINA CO LTD            | SPONSORED ADR  | 71646E100 | 193     | 1500     | SH | DEFINE |
| PETROHAWK ENERGY CORP        | COM            | 716495106 | 75055   | 1620700  | SH | DEFINE |
| PETROHAWK ENERGY CORP        | COM            | 716495106 | 14947   | 322763   | SH | DEFINE |
| PETROHAWK ENERGY CORP        | COM            | 716495106 | 595     | 12855    | SH | DEFINE |
| PETROHAWK ENERGY CORP        | COM            | 716495106 | 541     | 11680    | SH | DEFINE |
| PETROHAWK ENERGY CORP        | COM            | 716495106 | 338     | 7309     | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 14545   | 251000   | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 121     | 2080     | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 44652   | 770526   | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 22      | 384      | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 1750030 | 30198960 | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 8509    | 146840   | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SP ADR NON VTG | 71654V101 | 17505   | 302070   | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V408 | 5666    | 80000    | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V408 | 18323   | 258690   | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V408 | 4       | 50       | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V408 | 38650   | 545674   | SH | DEFINE |
| PETROLEO BRASILEIRO SA PETRO | SPONSORED ADR  | 71654V408 | 722     | 10200    | SH | DEFINE |
| PETROLEUM & RES CORP         | COM            | 716549100 | 6539    | 150000   | SH | DEFINE |
| PETSMART INC                 | COM            | 716768106 | 85261   | 4273710  | SH | DEFINE |
| PETSMART INC                 | COM            | 716768106 | 3411    | 170980   | SH | DEFINE |
| PETSMART INC                 | COM            | 716768106 | 1560    | 78171    | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 120652  | 6906230  | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 1286581 | 73645156 | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 37910   | 2170000  | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 34193   | 1957269  | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 262     | 15000    | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 386032  | 22096864 | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 19740   | 1129959  | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 7523    | 430633   | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 55776   | 3194971  | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 140531  | 8044129  | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 6058    | 348766   | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 3551    | 203266   | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 1020509 | 58414924 | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 45743   | 2618369  | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 360     | 20611    | SH | DEFINE |
| PFIZER INC                   | COM            | 717081103 | 4       | 220      | SH | SOLE   |
| PG&E CORP                    | COM            | 69331C108 | 1066212 | 26863500 | SH | DEFINE |
| PG&E CORP                    | COM            | 69331C108 | 62      | 1570     | SH | DEFINE |
| PG&E CORP                    | COM            | 69331C108 | 1303    | 32838    | SH | DEFINE |
| PG&E CORP                    | COM            | 69331C108 | 10144   | 255580   | SH | DEFINE |
| PHARMACEUTICAL PROD DEV INC  | COM            | 717124101 | 50735   | 1182642  | SH | DEFINE |
| PHARMACEUTICAL PROD DEV INC  | COM            | 717124101 | 176     | 4100     | SH | DEFINE |
| PHARMACEUTICAL PROD DEV INC  | COM            | 717124101 | 13482   | 314187   | SH | DEFINE |
| PHARMERICA CORP              | COM            | 71714F104 | 6       | 281      | SH | DEFINE |
| PHARMERICA CORP              | COM            | 71714F104 | 61275   | 2712463  | SH | DEFINE |
| PHASE FORWARD INC            | COM            | 71721R406 | 791     | 44000    | SH | DEFINE |
| PHASE FORWARD INC            | COM            | 71721R406 | 6171    | 343380   | SH | DEFINE |
| PHASE FORWARD INC            | COM            | 71721R406 | 494     | 27500    | SH | DEFINE |
| PHI INC                      | COM VTG        | 69336T106 | 3823    | 95100    | SH | DEFINE |
| PHI INC                      | COM NON VTG    | 69336T205 | 30409   | 756999   | SH | DEFINE |
| PHI INC                      | COM NON VTG    | 69336T205 | 3410    | 84900    | SH | DEFINE |
| PHILIP MORRIS INTL INC       | COM            | 718172109 | 10889   | 220460   | SH | DEFINE |
| PHILIP MORRIS INTL INC       | COM            | 718172109 | 11742   | 237750   | SH | DEFINE |
| PHILIP MORRIS INTL INC       | COM            | 718172109 | 356     | 7200     | SH | DEFINE |
| PHILIP MORRIS INTL INC       | COM            | 718172109 | 389323  | 7882619  | SH | DEFINE |

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

|                              |                |                     |        |         |     |        |
|------------------------------|----------------|---------------------|--------|---------|-----|--------|
| PHILIP MORRIS INTL INC       | COM            | 718172109           | 17     | 350     | SH  | DEFINE |
| PHILIP MORRIS INTL INC       | COM            | 718172109           | 10223  | 206984  | SH  | DEFINE |
| PHILIP MORRIS INTL INC       | COM            | 718172109           | 188    | 3800    | SH  | DEFINE |
| PHILIPPINE LONG DISTANCE TEL | SPONSORED ADR  | 718252604           | 8191   | 153329  | SH  | DEFINE |
| PHILIPPINE LONG DISTANCE TEL | SPONSORED ADR  | 718252604           | 4056   | 75931   | SH  | DEFINE |
| PHILLIPS VAN HEUSEN CORP     | COM            | 718592108           | 452    | 12349   | SH  | DEFINE |
| PIER 1 IMPORTS INC           | COM            | 720279108           | 14761  | 4290900 | SH  | DEFINE |
| PIER 1 IMPORTS INC           | COM            | 720279108           | 24981  | 7261920 | SH  | DEFINE |
| PINNACLE WEST CAP CORP       | COM            | 723484101           | 221778 | 7207600 | SH  | DEFINE |
| PINNACLE WEST CAP CORP       | COM            | 723484101           | 67     | 2164    | SH  | DEFINE |
| PIONEER NAT RES CO           | COM            | 723787107           | 556    | 7100    | SH  | DEFINE |
| PIONEER NAT RES CO           | COM            | 723787107           | 235    | 3000    | SH  | DEFINE |
| PIONEER NAT RES CO           | COM            | 723787107           | 5245   | 67000   | SH  | DEFINE |
| PITNEY BOWES INC             | COM            | 724479100           | 18394  | 539400  | SH  | DEFINE |
| PITNEY BOWES INC             | COM            | 724479100           | 1121   | 32875   | SH  | DEFINE |
| PITNEY BOWES INC             | COM            | 724479100           | 13239  | 388240  | SH  | DEFINE |
| PITNEY BOWES INC             | COM            | 724479100           | 37327  | 1094640 | SH  | DEFINE |
| PITNEY BOWES INC             | COM            | 724479100           | 1352   | 39687   | SH  | DEFINE |
| PITNEY BOWES INC             | COM            | 724479100           | 909    | 26650   | SH  | DEFINE |
| PITNEY BOWES INC             | COM            | 724479100           | 208982 | 6128500 | SH  | DEFINE |
| PITNEY BOWES INC             | COM            | 724479100           | 2610   | 76540   | SH  | DEFINE |
| PITNEY BOWES INC             | COM            | 724479100           | 82     | 2410    | SH  | DEFINE |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108           | 15328  | 358877  | SH  | DEFINE |
| PLUM CREEK TIMBER CO INC     | COM            | 729251108           | 342    | 8000    | SH  | DEFINE |
| PMC-SIERRA INC               | NOTE           | 2.250%10/169344FAD8 | 10889  | 9500000 | PRN | DEFINE |
| PMI GROUP INC                | COM            | 69344M101           | 5921   | 3036300 | SH  | DEFINE |
| PNC FINL SVCS GROUP INC      | COM            | 693475105           | 19831  | 347295  | SH  | DEFINE |
| PNC FINL SVCS GROUP INC      | COM            | 693475105           | 4802   | 84101   | SH  | DEFINE |
| PNC FINL SVCS GROUP INC      | COM            | 693475105           | 48     | 846     | SH  | DEFINE |
| PNM RES INC                  | COM            | 69349H107           | 23800  | 1990000 | SH  | DEFINE |
| PNM RES INC                  | COM            | 69349H107           | 21265  | 1778024 | SH  | DEFINE |
| PNM RES INC                  | COM            | 69349H107           | 99     | 8250    | SH  | DEFINE |
| PNM RES INC                  | COM            | 69349H107           | 30612  | 2559570 | SH  | DEFINE |
| PNM RES INC                  | COM            | 69349H107           | 3351   | 280170  | SH  | DEFINE |
| POLO RALPH LAUREN CORP       | CL A           | 731572103           | 1096   | 17450   | SH  | DEFINE |
| POLYONE CORP                 | COM            | 73179P106           | 9584   | 1375000 | SH  | DEFINE |
| POLYPORE INTL INC            | COM            | 73179V103           | 894    | 35300   | SH  | DEFINE |
| PORTLAND GEN ELEC CO         | COM NEW        | 736508847           | 139624 | 6200000 | SH  | DEFINE |
| PORTUGAL TELECOM SGPS S A    | SPONSORED ADR  | 737273102           | 13184  | 1195295 | SH  | DEFINE |
| PORTUGAL TELECOM SGPS S A    | SPONSORED ADR  | 737273102           | 81     | 7162    | SH  | DEFINE |
| POSCO                        | SPONSORED ADR  | 693483109           | 1839   | 14170   | SH  | DEFINE |
| POSCO                        | SPONSORED ADR  | 693483109           | 541    | 4170    | SH  | DEFINE |
| POSCO                        | SPONSORED ADR  | 693483109           | 1197   | 9223    | SH  | DEFINE |
| POSCO                        | SPONSORED ADR  | 693483109           | 20935  | 161311  | SH  | DEFINE |
| POSCO                        | SPONSORED ADR  | 693483109           | 389    | 3000    | SH  | DEFINE |
| POTASH CORP SASK INC         | COM            | 73755L107           | 15680  | 68600   | SH  | DEFINE |
| POTASH CORP SASK INC         | COM            | 73755L107           | 1909   | 8350    | SH  | DEFINE |
| POTASH CORP SASK INC         | COM            | 73755L107           | 6400   | 28000   | SH  | DEFINE |
| POWELL INDS INC              | COM            | 739128106           | 16615  | 329600  | SH  | DEFINE |
| POWER INTEGRATIONS INC       | COM            | 739276103           | 20294  | 642000  | SH  | DEFINE |
| POWER INTEGRATIONS INC       | COM            | 739276103           | 4531   | 143331  | SH  | DEFINE |
| POWER INTEGRATIONS INC       | COM            | 739276103           | 331    | 10469   | SH  | DEFINE |
| POWER INTEGRATIONS INC       | COM            | 739276103           | 11774  | 372499  | SH  | DEFINE |
| POWERSHARES QQQ TRUST        | UNIT SER 1     | 73935A104           | 3096   | 68535   | SH  | DEFINE |
| POWERSHS DB MULTI SECT COMM  | DB AGRICULT FD | 73936B408           | 1936   | 47600   | SH  | DEFINE |
| PPG INDS INC                 | COM            | 693506107           | 8048   | 140285  | SH  | DEFINE |
| PPG INDS INC                 | COM            | 693506107           | 8      | 150     | SH  | DEFINE |
| PPL CORP                     | COM            | 69351T106           | 114994 | 2200000 | SH  | DEFINE |
| PPL CORP                     | COM            | 69351T106           | 580    | 11097   | SH  | DEFINE |
| PRAXAIR INC                  | COM            | 74005P104           | 228229 | 2421781 | SH  | DEFINE |
| PRAXAIR INC                  | COM            | 74005P104           | 68805  | 730100  | SH  | DEFINE |
| PRAXAIR INC                  | COM            | 74005P104           | 21736  | 230643  | SH  | DEFINE |



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

|                              |                 |           |        |          |     |        |
|------------------------------|-----------------|-----------|--------|----------|-----|--------|
| PRAXAIR INC                  | COM             | 74005P104 | 283    | 3000     | SH  | DEFINE |
| PRAXAIR INC                  | COM             | 74005P104 | 1009   | 10708    | SH  | DEFINE |
| PRAXAIR INC                  | COM             | 74005P104 | 377    | 4000     | SH  | DEFINE |
| PRECISION CASTPARTS CORP     | COM             | 740189105 | 230288 | 2389625  | SH  | DEFINE |
| PRECISION CASTPARTS CORP     | COM             | 740189105 | 238    | 2469     | SH  | DEFINE |
| PRECISION CASTPARTS CORP     | COM             | 740189105 | 2967   | 30790    | SH  | DEFINE |
| PRESIDENTIAL LIFE CORP       | COM             | 740884101 | 5860   | 380000   | SH  | DEFINE |
| PRICE T ROWE GROUP INC       | COM             | 74144T108 | 43456  | 769540   | SH  | DEFINE |
| PRICE T ROWE GROUP INC       | COM             | 74144T108 | 3652   | 64667    | SH  | DEFINE |
| PRICE T ROWE GROUP INC       | COM             | 74144T108 | 521    | 9222     | SH  | DEFINE |
| PRICELINE COM INC            | COM NEW         | 741503403 | 5196   | 45000    | SH  | DEFINE |
| PRIDE INTL INC DEL           | COM             | 74153Q102 | 375387 | 7937975  | SH  | DEFINE |
| PRINCIPAL FINANCIAL GROUP IN | COM             | 74251V102 | 9443   | 225000   | SH  | DEFINE |
| PRINCIPAL FINANCIAL GROUP IN | COM             | 74251V102 | 5      | 110      | SH  | DEFINE |
| PROCTER & GAMBLE CO          | COM             | 742718109 | 210932 | 3468700  | SH  | DEFINE |
| PROCTER & GAMBLE CO          | COM             | 742718109 | 87309  | 1435770  | SH  | DEFINE |
| PROCTER & GAMBLE CO          | COM             | 742718109 | 2128   | 35000    | SH  | DEFINE |
| PROCTER & GAMBLE CO          | COM             | 742718109 | 89743  | 1475793  | SH  | DEFINE |
| PROCTER & GAMBLE CO          | COM             | 742718109 | 645    | 10610    | SH  | DEFINE |
| PROCTER & GAMBLE CO          | COM             | 742718109 | 44     | 720      | SH  | DEFINE |
| PROCTER & GAMBLE CO          | COM             | 742718109 | 23318  | 383511   | SH  | DEFINE |
| PROCTER & GAMBLE CO          | COM             | 742718109 | 316    | 5200     | SH  | DEFINE |
| PROCTER & GAMBLE CO          | COM             | 742718109 | 901    | 14812    | SH  | DEFINE |
| PROGRESS ENERGY INC          | COM             | 743263105 | 476444 | 11390000 | SH  | DEFINE |
| PROGRESS ENERGY INC          | COM             | 743263105 | 3120   | 74594    | SH  | DEFINE |
| PROGRESSIVE CORP OHIO        | COM             | 743315103 | 3049   | 162860   | SH  | DEFINE |
| PROGRESSIVE CORP OHIO        | COM             | 743315103 | 448    | 23910    | SH  | DEFINE |
| PROGRESSIVE CORP OHIO        | COM             | 743315103 | 21337  | 1139810  | SH  | DEFINE |
| PROGRESSIVE CORP OHIO        | COM             | 743315103 | 12549  | 670350   | SH  | DEFINE |
| PROGRESSIVE CORP OHIO        | COM             | 743315103 | 95769  | 5115878  | SH  | DEFINE |
| PROGRESSIVE CORP OHIO        | COM             | 743315103 | 1109   | 57420    | SH  | DEFINE |
| PROGRESSIVE CORP OHIO        | COM             | 743315103 | 296306 | 15828330 | SH  | DEFINE |
| PROGRESSIVE CORP OHIO        | COM             | 743315103 | 20178  | 1077895  | SH  | DEFINE |
| PROGRESSIVE CORP OHIO        | COM             | 743315103 | 148    | 7880     | SH  | DEFINE |
| PROLIANCE INTL INC           | COM             | 74340R104 | 783    | 823800   | SH  | DEFINE |
| PROLOGIS                     | SH BEN INT      | 743410102 | 494    | 9089     | SH  | DEFINE |
| PROLOGIS                     | SH BEN INT      | 743410102 | 7023   | 129219   | SH  | DEFINE |
| PROLOGIS                     | SH BEN INT      | 743410102 | 1891   | 34800    | SH  | DEFINE |
| PROLOGIS                     | SH BEN INT      | 743410102 | 3554   | 65400    | SH  | DEFINE |
| PROLOGIS                     | SH BEN INT      | 743410102 | 52211  | 960649   | SH  | DEFINE |
| PROLOGIS                     | SH BEN INT      | 743410102 | 70     | 1280     | SH  | DEFINE |
| PROLOGIS                     | SH BEN INT      | 743410102 | 848    | 15600    | SH  | DEFINE |
| PROTECTION ONE INC           | COM NEW         | 743663403 | 6381   | 759684   | SH  | DEFINE |
| PROTECTIVE LIFE CORP         | COM             | 743674103 | 37643  | 989300   | SH  | DEFINE |
| PROTECTIVE LIFE CORP         | COM             | 743674103 | 34     | 900      | SH  | DEFINE |
| PROTEIN DESIGN LABS INC      | NOTE 2.750% 8/1 | 74369LAD5 | 21193  | 21990000 | PRN | DEFINE |
| PROVIDENCE & WORCESTER RR CO | COM             | 743737108 | 4115   | 205000   | SH  | DEFINE |
| PRUDENTIAL FINL INC          | COM             | 744320102 | 70732  | 1184000  | SH  | DEFINE |
| PRUDENTIAL FINL INC          | COM             | 744320102 | 1641   | 27469    | SH  | DEFINE |
| PRUDENTIAL FINL INC          | COM             | 744320102 | 206403 | 3455028  | SH  | DEFINE |
| PRUDENTIAL FINL INC          | COM             | 744320102 | 4481   | 75000    | SH  | DEFINE |
| PSS WORLD MED INC            | COM             | 69366A100 | 1218   | 74700    | SH  | DEFINE |
| PSYCHIATRIC SOLUTIONS INC    | COM             | 74439H108 | 22314  | 589700   | SH  | DEFINE |
| PSYCHIATRIC SOLUTIONS INC    | COM             | 74439H108 | 4989   | 131840   | SH  | DEFINE |
| PSYCHIATRIC SOLUTIONS INC    | COM             | 74439H108 | 416    | 11000    | SH  | DEFINE |
| PUBLIC STORAGE               | COM             | 74460D109 | 452    | 5600     | SH  | DEFINE |
| PUBLIC STORAGE               | COM             | 74460D109 | 779    | 9637     | SH  | DEFINE |
| PUBLIC STORAGE               | COM             | 74460D109 | 1390   | 17200    | SH  | DEFINE |
| PUBLIC STORAGE               | COM             | 74460D109 | 2432   | 30100    | SH  | DEFINE |
| PUBLIC STORAGE               | COM             | 74460D109 | 38139  | 472070   | SH  | DEFINE |
| PUBLIC STORAGE               | COM             | 74460D109 | 86     | 1070     | SH  | DEFINE |
| PUBLIC STORAGE               | COM             | 74460D109 | 428    | 5300     | SH  | DEFINE |

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

|                             |               |           |         |          |    |        |
|-----------------------------|---------------|-----------|---------|----------|----|--------|
| PUBLIC SVC ENTERPRISE GROUP | COM           | 744573106 | 1228669 | 26750898 | SH | DEFINE |
| PUBLIC SVC ENTERPRISE GROUP | COM           | 744573106 | 4593    | 100000   | SH | DEFINE |
| PUBLIC SVC ENTERPRISE GROUP | COM           | 744573106 | 9884    | 215206   | SH | DEFINE |
| PUBLIC SVC ENTERPRISE GROUP | COM           | 744573106 | 34      | 740      | SH | DEFINE |
| PUBLIC SVC ENTERPRISE GROUP | COM           | 744573106 | 390     | 8500     | SH | DEFINE |
| PUBLIC SVC ENTERPRISE GROUP | COM           | 744573106 | 193     | 4200     | SH | DEFINE |
| PUGET ENERGY INC NEW        | COM           | 745310102 | 274717  | 11451300 | SH | DEFINE |
| PUGET ENERGY INC NEW        | COM           | 745310102 | 24      | 1000     | SH | DEFINE |
| PUGET ENERGY INC NEW        | COM           | 745310102 | 28838   | 1202080  | SH | DEFINE |
| PULTE HOMES INC             | COM           | 745867101 | 25295   | 2626700  | SH | DEFINE |
| PULTE HOMES INC             | COM           | 745867101 | 0       | 1        | SH | DEFINE |
| QIAGEN N V                  | ORD           | N72482107 | 74535   | 3702700  | SH | DEFINE |
| QIAGEN N V                  | ORD           | N72482107 | 4570    | 227000   | SH | DEFINE |
| QIAGEN N V                  | ORD           | N72482107 | 4026    | 200000   | SH | DEFINE |
| QIAGEN N V                  | ORD           | N72482107 | 1324    | 65795    | SH | DEFINE |
| QIAGEN N V                  | ORD           | N72482107 | 1268    | 63000    | SH | DEFINE |
| QIMONDA AG                  | SPONSORED ADR | 746904101 | 1226    | 515000   | SH | DEFINE |
| QIMONDA AG                  | SPONSORED ADR | 746904101 | 106     | 44620    | SH | DEFINE |
| QIMONDA AG                  | SPONSORED ADR | 746904101 | 5157    | 2166930  | SH | DEFINE |
| QIMONDA AG                  | SPONSORED ADR | 746904101 | 13      | 5330     | SH | DEFINE |
| QUALCOMM INC                | COM           | 747525103 | 170159  | 3834990  | SH | DEFINE |
| QUALCOMM INC                | COM           | 747525103 | 4881    | 110000   | SH | DEFINE |
| QUALCOMM INC                | COM           | 747525103 | 41933   | 945083   | SH | DEFINE |
| QUALCOMM INC                | COM           | 747525103 | 6366    | 143480   | SH | DEFINE |
| QUALCOMM INC                | COM           | 747525103 | 38      | 850      | SH | DEFINE |
| QUALCOMM INC                | COM           | 747525103 | 548     | 12340    | SH | DEFINE |
| QUALCOMM INC                | COM           | 747525103 | 204     | 4600     | SH | DEFINE |
| QUALCOMM INC                | COM           | 747525103 | 774     | 17447    | SH | DEFINE |
| QUALCOMM INC                | COM           | 747525103 | 1443    | 32520    | SH | DEFINE |
| QUEST DIAGNOSTICS INC       | COM           | 74834L100 | 238     | 4910     | SH | DEFINE |
| QUEST DIAGNOSTICS INC       | COM           | 74834L100 | 24235   | 500000   | SH | DEFINE |
| QUEST DIAGNOSTICS INC       | COM           | 74834L100 | 7269    | 149969   | SH | DEFINE |
| QUEST DIAGNOSTICS INC       | COM           | 74834L100 | 346751  | 7153930  | SH | DEFINE |
| QUEST DIAGNOSTICS INC       | COM           | 74834L100 | 30630   | 631940   | SH | DEFINE |
| QUEST DIAGNOSTICS INC       | COM           | 74834L100 | 79681   | 1643923  | SH | DEFINE |
| QUEST DIAGNOSTICS INC       | COM           | 74834L100 | 2092    | 43869    | SH | DEFINE |
| QUEST DIAGNOSTICS INC       | COM           | 74834L100 | 1167    | 24080    | SH | DEFINE |
| QUEST DIAGNOSTICS INC       | COM           | 74834L100 | 100213  | 2067520  | SH | DEFINE |
| QUEST DIAGNOSTICS INC       | COM           | 74834L100 | 26357   | 543770   | SH | DEFINE |
| QUEST SOFTWARE INC          | COM           | 74834T103 | 20590   | 1390300  | SH | DEFINE |
| QUEST SOFTWARE INC          | COM           | 74834T103 | 11566   | 780862   | SH | DEFINE |
| QUESTAR CORP                | COM           | 748356102 | 3768    | 53046    | SH | DEFINE |
| R H DONNELLEY CORP          | COM NEW       | 74955W307 | 540     | 180130   | SH | DEFINE |
| R H DONNELLEY CORP          | COM NEW       | 74955W307 | 0       | 32       | SH | DEFINE |
| RADIAN GROUP INC            | COM           | 750236101 | 1885    | 1300000  | SH | DEFINE |
| RADIOSHACK CORP             | COM           | 750438103 | 479     | 39000    | SH | DEFINE |
| RAIT FINANCIAL TRUST        | COM           | 749227104 | 3543    | 476772   | SH | DEFINE |
| RANDGOLD RES LTD            | ADR           | 752344309 | 102871  | 2227600  | SH | DEFINE |
| RAYTHEON CO                 | COM NEW       | 755111507 | 33768   | 600000   | SH | DEFINE |
| RAYTHEON CO                 | COM NEW       | 755111507 | 5273    | 93696    | SH | DEFINE |
| RAYTHEON CO                 | COM NEW       | 755111507 | 68      | 1225     | SH | DEFINE |
| RAYTHEON CO                 | COM NEW       | 755111507 | 98695   | 1753647  | SH | DEFINE |
| RAYTHEON CO                 | COM NEW       | 755111507 | 6164    | 109520   | SH | DEFINE |
| RC2 CORP                    | COM           | 749388104 | 5427    | 292400   | SH | DEFINE |
| REALNETWORKS INC            | COM           | 75605L104 | 94      | 14262    | SH | DEFINE |
| REDDY ICE HLDGS INC         | COM           | 75734R105 | 436     | 31900    | SH | DEFINE |
| REDWOOD TR INC              | COM           | 758075402 | 34      | 1500     | SH | DEFINE |
| REDWOOD TR INC              | COM           | 758075402 | 3598    | 157856   | SH | DEFINE |
| REED ELSEVIER N V           | SPONS ADR NEW | 758204200 | 7       | 216      | SH | DEFINE |
| REED ELSEVIER N V           | SPONS ADR NEW | 758204200 | 23974   | 725392   | SH | DEFINE |
| REGAL ENTMT GROUP           | CL A          | 758766109 | 4914    | 321594   | SH | DEFINE |
| REGENCY CTRS CORP           | COM           | 758849103 | 378     | 6400     | SH | DEFINE |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| REGENCY CTRS CORP            | COM            | 758849103 | 780    | 13200    | SH | DEFINE |
| REGENCY CTRS CORP            | COM            | 758849103 | 733    | 12400    | SH | DEFINE |
| REGENCY CTRS CORP            | COM            | 758849103 | 1377   | 23300    | SH | DEFINE |
| REGENCY CTRS CORP            | COM            | 758849103 | 20612  | 348643   | SH | DEFINE |
| REGENCY CTRS CORP            | COM            | 758849103 | 50     | 845      | SH | DEFINE |
| REGENCY CTRS CORP            | COM            | 758849103 | 225    | 3800     | SH | DEFINE |
| REGIS CORP MINN              | COM            | 758932107 | 54523  | 2069200  | SH | DEFINE |
| RELIANCE STEEL & ALUMINUM CO | COM            | 759509102 | 156958 | 2036034  | SH | DEFINE |
| RENAISSANCERE HOLDINGS LTD   | COM            | G7496G103 | 385    | 8625     | SH | DEFINE |
| REPROS THERAPEUTICS INC      | COM            | 76028H100 | 5675   | 599300   | SH | DEFINE |
| REPROS THERAPEUTICS INC      | COM            | 76028H100 | 142    | 15000    | SH | DEFINE |
| REPSOL YPF S A               | SPONSORED ADR  | 76026T205 | 301    | 7675     | SH | DEFINE |
| REPSOL YPF S A               | SPONSORED ADR  | 76026T205 | 15867  | 404972   | SH | DEFINE |
| REPSOL YPF S A               | SPONSORED ADR  | 76026T205 | 20565  | 523679   | SH | DEFINE |
| RESEARCH IN MOTION LTD       | COM            | 760975102 | 78836  | 674390   | SH | DEFINE |
| RESEARCH IN MOTION LTD       | COM            | 760975102 | 545    | 4662     | SH | DEFINE |
| RESEARCH IN MOTION LTD       | COM            | 760975102 | 4758   | 40700    | SH | DEFINE |
| RESEARCH IN MOTION LTD       | COM            | 760975102 | 513    | 4389     | SH | DEFINE |
| REVLON INC                   | CL A           | 761525500 | 17     | 16666    | SH | DEFINE |
| REYNOLDS AMERICAN INC        | COM            | 761713106 | 286    | 6136     | SH | DEFINE |
| REYNOLDS AMERICAN INC        | COM            | 761713106 | 595061 | 12750399 | SH | DEFINE |
| RIGHTNOW TECHNOLOGIES INC    | COM            | 76657R106 | 8407   | 614993   | SH | DEFINE |
| RIO TINTO PLC                | SPONSORED ADR  | 767204100 | 14521  | 29336    | SH | DEFINE |
| RIO TINTO PLC                | SPONSORED ADR  | 767204100 | 42981  | 86830    | SH | DEFINE |
| RIO TINTO PLC                | SPONSORED ADR  | 767204100 | 495    | 1000     | SH | DEFINE |
| RIVERBED TECHNOLOGY INC      | COM            | 768573107 | 72281  | 5268285  | SH | DEFINE |
| RIVERBED TECHNOLOGY INC      | COM            | 768573107 | 198    | 14460    | SH | DEFINE |
| RLI CORP                     | COM            | 749607107 | 99711  | 2015595  | SH | DEFINE |
| RLI CORP                     | COM            | 749607107 | 78     | 1575     | SH | DEFINE |
| ROBERT HALF INTL INC         | COM            | 770323103 | 585    | 24400    | SH | DEFINE |
| ROBERT HALF INTL INC         | COM            | 770323103 | 59414  | 2478690  | SH | DEFINE |
| ROBERT HALF INTL INC         | COM            | 770323103 | 7191   | 300000   | SH | DEFINE |
| ROBERT HALF INTL INC         | COM            | 770323103 | 168    | 7000     | SH | DEFINE |
| ROBERT HALF INTL INC         | COM            | 770323103 | 858    | 35815    | SH | DEFINE |
| ROCKFORD CORP                | COM            | 77316P101 | 610    | 575000   | SH | DEFINE |
| ROCKWELL AUTOMATION INC      | COM            | 773903109 | 395    | 9035     | SH | DEFINE |
| ROCKWELL COLLINS INC         | COM            | 774341101 | 4796   | 100000   | SH | DEFINE |
| ROCKWELL COLLINS INC         | COM            | 774341101 | 585    | 12190    | SH | DEFINE |
| ROCKWELL COLLINS INC         | COM            | 774341101 | 2      | 38       | SH | DEFINE |
| ROHM & HAAS CO               | COM            | 775371107 | 3256   | 70108    | SH | DEFINE |
| ROPER INDS INC NEW           | COM            | 776696106 | 266065 | 4038633  | SH | DEFINE |
| ROPER INDS INC NEW           | COM            | 776696106 | 5      | 76       | SH | DEFINE |
| ROPER INDS INC NEW           | COM            | 776696106 | 171    | 2600     | SH | DEFINE |
| ROWAN COS INC                | COM            | 779382100 | 25385  | 543000   | SH | DEFINE |
| ROWAN COS INC                | COM            | 779382100 | 5124   | 109600   | SH | DEFINE |
| ROWAN COS INC                | COM            | 779382100 | 23     | 500      | SH | DEFINE |
| ROWAN COS INC                | COM            | 779382100 | 5203   | 111300   | SH | DEFINE |
| ROWAN COS INC                | COM            | 779382100 | 3      | 56       | SH | DEFINE |
| ROYAL BK CDA MONTREAL QUE    | COM            | 780087102 | 386    | 8640     | SH | DEFINE |
| ROYAL BK SCOTLAND GROUP PLC  | SP ADR PREF T  | 780097713 | 339    | 16600    | SH | DEFINE |
| ROYAL BK SCOTLAND GROUP PLC  | SP ADR REP SHS | 780097721 | 94     | 22000    | SH | DEFINE |
| ROYAL BK SCOTLAND GROUP PLC  | SP ADR REP SHS | 780097721 | 11111  | 2554452  | SH | DEFINE |
| ROYAL DUTCH SHELL PLC        | SPON ADR B     | 780259107 | 489    | 6101     | SH | DEFINE |
| ROYAL DUTCH SHELL PLC        | SPON ADR B     | 780259107 | 483    | 6033     | SH | DEFINE |
| ROYAL DUTCH SHELL PLC        | SPON ADR B     | 780259107 | 30916  | 396914   | SH | DEFINE |
| ROYAL DUTCH SHELL PLC        | SPON ADR B     | 780259107 | 8148   | 101706   | SH | DEFINE |
| ROYAL DUTCH SHELL PLC        | SPON ADR B     | 780259107 | 168063 | 2097897  | SH | DEFINE |
| ROYAL DUTCH SHELL PLC        | SPONS ADR A    | 780259206 | 378701 | 4634700  | SH | DEFINE |
| ROYAL DUTCH SHELL PLC        | SPONS ADR A    | 780259206 | 22879  | 280000   | SH | DEFINE |
| ROYAL DUTCH SHELL PLC        | SPONS ADR A    | 780259206 | 38799  | 474843   | SH | DEFINE |
| ROYAL DUTCH SHELL PLC        | SPONS ADR A    | 780259206 | 16797  | 205570   | SH | DEFINE |
| ROYAL DUTCH SHELL PLC        | SPONS ADR A    | 780259206 | 15169  | 185650   | SH | DEFINE |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| ROYAL GOLD INC               | COM            | 780287108 | 4704   | 150000   | SH | DEFINE |
| RPM INTL INC                 | COM            | 749685103 | 49327  | 2394500  | SH | DEFINE |
| RPM INTL INC                 | COM            | 749685103 | 7626   | 370172   | SH | DEFINE |
| RTI INTL METALS INC          | COM            | 74973W107 | 4987   | 140000   | SH | DEFINE |
| RUBICON TECHNOLOGY INC       | COM            | 78112T107 | 981    | 48300    | SH | DEFINE |
| RUBICON TECHNOLOGY INC       | COM            | 78112T107 | 75     | 3700     | SH | DEFINE |
| RUSS BERRIE & CO             | COM            | 782233100 | 19327  | 2425000  | SH | DEFINE |
| RYANAIR HLDGS PLC            | SPONSORED ADR  | 783513104 | 61442  | 2143090  | SH | DEFINE |
| RYANAIR HLDGS PLC            | SPONSORED ADR  | 783513104 | 913    | 31850    | SH | DEFINE |
| RYANAIR HLDGS PLC            | SPONSORED ADR  | 783513104 | 855    | 29819    | SH | DEFINE |
| SAFECO CORP                  | COM            | 786429100 | 287    | 4275     | SH | DEFINE |
| SAFETY INS GROUP INC         | COM            | 78648T100 | 1818   | 51000    | SH | DEFINE |
| SAFEWAY INC                  | COM NEW        | 786514208 | 567    | 19871    | SH | DEFINE |
| SAIC INC                     | COM            | 78390X101 | 2524   | 121300   | SH | DEFINE |
| SAKS INC                     | COM            | 79377W108 | 44266  | 4031500  | SH | DEFINE |
| SALESFORCE COM INC           | COM            | 79466L302 | 93634  | 1372330  | SH | DEFINE |
| SALESFORCE COM INC           | COM            | 79466L302 | 201    | 2950     | SH | DEFINE |
| SALESFORCE COM INC           | COM            | 79466L302 | 495    | 7249     | SH | DEFINE |
| SALLY BEAUTY HLDGS INC       | COM            | 79546E104 | 7970   | 1233700  | SH | DEFINE |
| SALLY BEAUTY HLDGS INC       | COM            | 79546E104 | 2      | 250      | SH | DEFINE |
| SALLY BEAUTY HLDGS INC       | COM            | 79546E104 | 8      | 1200     | SH | DEFINE |
| SAN JUAN BASIN RTY TR        | UNIT BEN INT   | 798241105 | 315    | 6808     | SH | DEFINE |
| SANDISK CORP                 | COM            | 80004C101 | 1754   | 93775    | SH | DEFINE |
| SANDRIDGE ENERGY INC         | COM            | 80007P307 | 12696  | 196600   | SH | DEFINE |
| SANFILIPPO JOHN B & SON INC  | COM            | 800422107 | 1749   | 200000   | SH | DEFINE |
| SANOFI AVENTIS               | SPONSORED ADR  | 80105N105 | 1641   | 49375    | SH | DEFINE |
| SANOFI AVENTIS               | SPONSORED ADR  | 80105N105 | 523    | 15733    | SH | DEFINE |
| SANOFI AVENTIS               | SPONSORED ADR  | 80105N105 | 28165  | 853654   | SH | DEFINE |
| SANOFI AVENTIS               | SPONSORED ADR  | 80105N105 | 235    | 7073     | SH | DEFINE |
| SAP AKTIENGESELLSCHAFT       | SPONSORED ADR  | 803054204 | 15243  | 292519   | SH | DEFINE |
| SAP AKTIENGESELLSCHAFT       | SPONSORED ADR  | 803054204 | 27696  | 524540   | SH | DEFINE |
| SAP AKTIENGESELLSCHAFT       | SPONSORED ADR  | 803054204 | 56936  | 1092620  | SH | DEFINE |
| SAPIENT CORP                 | COM            | 803062108 | 17295  | 2693905  | SH | DEFINE |
| SAPIENT CORP                 | COM            | 803062108 | 135    | 21000    | SH | DEFINE |
| SARA LEE CORP                | COM            | 803111103 | 819    | 66824    | SH | DEFINE |
| SARA LEE CORP                | COM            | 803111103 | 10     | 800      | SH | DEFINE |
| SASOL LTD                    | SPONSORED ADR  | 803866300 | 1623   | 27543    | SH | DEFINE |
| SASOL LTD                    | SPONSORED ADR  | 803866300 | 17     | 296      | SH | DEFINE |
| SASOL LTD                    | SPONSORED ADR  | 803866300 | 84000  | 1425180  | SH | DEFINE |
| SATYAM COMPUTER SERVICES LTD | ADR            | 804098101 | 8      | 320      | SH | DEFINE |
| SATYAM COMPUTER SERVICES LTD | ADR            | 804098101 | 211    | 8600     | SH | DEFINE |
| SATYAM COMPUTER SERVICES LTD | ADR            | 804098101 | 10730  | 437590   | SH | DEFINE |
| SAUL CTRS INC                | COM            | 804395101 | 470    | 10000    | SH | DEFINE |
| SBA COMMUNICATIONS CORP      | COM            | 78388J106 | 118249 | 3283775  | SH | DEFINE |
| SBA COMMUNICATIONS CORP      | COM            | 78388J106 | 946    | 26266    | SH | DEFINE |
| SCANA CORP NEW               | COM            | 80589M102 | 44400  | 1200000  | SH | DEFINE |
| SCANA CORP NEW               | COM            | 80589M102 | 943    | 25475    | SH | DEFINE |
| SCANSOURCE INC               | COM            | 806037107 | 7459   | 278752   | SH | DEFINE |
| SCHEIN HENRY INC             | COM            | 806407102 | 77223  | 1497440  | SH | DEFINE |
| SCHEIN HENRY INC             | COM            | 806407102 | 260    | 5040     | SH | DEFINE |
| SCHEIN HENRY INC             | COM            | 806407102 | 1435   | 27827    | SH | DEFINE |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 348036 | 17675783 | SH | DEFINE |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 9845   | 500000   | SH | DEFINE |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 4586   | 232911   | SH | DEFINE |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 1189   | 60400    | SH | DEFINE |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 60     | 3040     | SH | DEFINE |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 1048   | 53200    | SH | DEFINE |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 420    | 21320    | SH | DEFINE |
| SCHERING PLOUGH CORP         | COM            | 806605101 | 2464   | 125134   | SH | DEFINE |
| SCHERING PLOUGH CORP         | PFD CONV MAN07 | 806605705 | 199664 | 1047500  | SH | DEFINE |
| SCHERING PLOUGH CORP         | PFD CONV MAN07 | 806605705 | 3021   | 15850    | SH | DEFINE |
| SCHERING PLOUGH CORP         | PFD CONV MAN07 | 806605705 | 114    | 600      | SH | OTHER  |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| SCHLUMBERGER LTD             | COM            | 806857108 | 138588 | 1290030  | SH | DEFINE |
| SCHLUMBERGER LTD             | COM            | 806857108 | 4297   | 40000    | SH | DEFINE |
| SCHLUMBERGER LTD             | COM            | 806857108 | 137380 | 1278782  | SH | DEFINE |
| SCHLUMBERGER LTD             | COM            | 806857108 | 107    | 1000     | SH | OTHER  |
| SCHLUMBERGER LTD             | COM            | 806857108 | 7127   | 66340    | SH | DEFINE |
| SCHLUMBERGER LTD             | COM            | 806857108 | 32     | 300      | SH | DEFINE |
| SCHLUMBERGER LTD             | COM            | 806857108 | 573    | 5330     | SH | DEFINE |
| SCHLUMBERGER LTD             | COM            | 806857108 | 226    | 2100     | SH | DEFINE |
| SCHLUMBERGER LTD             | COM            | 806857108 | 610    | 5678     | SH | DEFINE |
| SCHLUMBERGER LTD             | COM            | 806857108 | 1515   | 14100    | SH | DEFINE |
| SCHOLASTIC CORP              | COM            | 807066105 | 298    | 10414    | SH | DEFINE |
| SCHOLASTIC CORP              | COM            | 807066105 | 10425  | 363740   | SH | DEFINE |
| SCHWAB CHARLES CORP NEW      | COM            | 808513105 | 1097   | 53386    | SH | DEFINE |
| SCHWEITZER-MAUDUIT INTL INC  | COM            | 808541106 | 585    | 34724    | SH | DEFINE |
| SCHWEITZER-MAUDUIT INTL INC  | COM            | 808541106 | 2      | 134      | SH | DEFINE |
| SCIENTIFIC GAMES CORP        | CL A           | 80874P109 | 351    | 11836    | SH | DEFINE |
| SCIENTIFIC GAMES CORP        | CL A           | 80874P109 | 2      | 70       | SH | DEFINE |
| SEACOR HOLDINGS INC          | COM            | 811904101 | 1599   | 17860    | SH | DEFINE |
| SEACOR HOLDINGS INC          | COM            | 811904101 | 90     | 1000     | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 132    | 6910     | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 2658   | 138924   | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 11965  | 625445   | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 4343   | 227019   | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 21305  | 1113710  | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 91032  | 4758586  | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 204    | 10536    | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 2028   | 106020   | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 535665 | 28001298 | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 20194  | 1055627  | SH | DEFINE |
| SEAGATE TECHNOLOGY           | SHS            | G7945J104 | 85     | 4422     | SH | DEFINE |
| SEALY CORP                   | COM            | 812139301 | 10054  | 1751580  | SH | DEFINE |
| SECURITY CAPITAL ASSURANCE   | COM            | G8018D107 | 1236   | 4261500  | SH | DEFINE |
| SELECT COMFORT CORP          | COM            | 81616X103 | 2142   | 1305830  | SH | DEFINE |
| SELECT SECTOR SPDR TR        | SBI INT-FINL   | 81369Y605 | 1791   | 88413    | SH | DEFINE |
| SELECTIVE INS GROUP INC      | COM            | 816300107 | 24388  | 1300000  | SH | DEFINE |
| SEMPRA ENERGY                | COM            | 816851109 | 181013 | 3206614  | SH | DEFINE |
| SEMPRA ENERGY                | COM            | 816851109 | 379    | 6722     | SH | DEFINE |
| SEMPRA ENERGY                | COM            | 816851109 | 43     | 760      | SH | DEFINE |
| SEMPRA ENERGY                | COM            | 816851109 | 698    | 12370    | SH | DEFINE |
| SEMPRA ENERGY                | COM            | 816851109 | 281    | 4970     | SH | DEFINE |
| SEMPRA ENERGY                | COM            | 816851109 | 1      | 21       | SH | DEFINE |
| SEMTECH CORP                 | COM            | 816850101 | 6083   | 432222   | SH | DEFINE |
| SENECA FOODS CORP NEW        | CL B           | 817070105 | 2596   | 121500   | SH | DEFINE |
| SENECA FOODS CORP NEW        | CL A           | 817070501 | 5350   | 256600   | SH | DEFINE |
| SEQUENOM INC                 | COM NEW        | 817337405 | 18735  | 1173900  | SH | DEFINE |
| SEQUENOM INC                 | COM NEW        | 817337405 | 559    | 35000    | SH | DEFINE |
| SERVICE CORP INTL            | COM            | 817565104 | 626    | 63500    | SH | DEFINE |
| SERVICE CORP INTL            | COM            | 817565104 | 25952  | 2632020  | SH | DEFINE |
| SERVICE CORP INTL            | COM            | 817565104 | 710    | 71990    | SH | DEFINE |
| SHERWIN WILLIAMS CO          | COM            | 824348106 | 230    | 5000     | SH | DEFINE |
| SHINHAN FINANCIAL GROUP CO L | SPN ADR RESTRD | 824596100 | 9672   | 109743   | SH | DEFINE |
| SHINHAN FINANCIAL GROUP CO L | SPN ADR RESTRD | 824596100 | 282    | 3152     | SH | DEFINE |
| SHIP FINANCE INTERNATIONAL L | SHS            | G81075106 | 325    | 11000    | SH | DEFINE |
| SHIRE LIMITED                | SPONSORED ADR  | 82481R106 | 3493   | 71100    | SH | DEFINE |
| SHOE CARNIVAL INC            | COM            | 824889109 | 2752   | 233378   | SH | DEFINE |
| SHUFFLE MASTER INC           | COM            | 825549108 | 7503   | 1518800  | SH | DEFINE |
| SHUFFLE MASTER INC           | COM            | 825549108 | 16599  | 3344641  | SH | DEFINE |
| SHUTTERFLY INC               | COM            | 82568P304 | 4299   | 352100   | SH | DEFINE |
| SIEMENS A G                  | SPONSORED ADR  | 826197501 | 2855   | 25926    | SH | DEFINE |
| SIEMENS A G                  | SPONSORED ADR  | 826197501 | 38325  | 344436   | SH | DEFINE |
| SIEMENS A G                  | SPONSORED ADR  | 826197501 | 63878  | 580020   | SH | DEFINE |
| SIERRA PAC RES NEW           | COM            | 826428104 | 86253  | 6786200  | SH | DEFINE |

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

|                              |               |           |        |          |    |        |
|------------------------------|---------------|-----------|--------|----------|----|--------|
| SIERRA PAC RES NEW           | COM           | 826428104 | 38130  | 3000000  | SH | DEFINE |
| SIERRA PAC RES NEW           | COM           | 826428104 | 12     | 913      | SH | DEFINE |
| SIGMA ALDRICH CORP           | COM           | 826552101 | 1352   | 25100    | SH | DEFINE |
| SIGMA ALDRICH CORP           | COM           | 826552101 | 14919  | 277000   | SH | DEFINE |
| SIGMA ALDRICH CORP           | COM           | 826552101 | 21544  | 400000   | SH | DEFINE |
| SIGMA ALDRICH CORP           | COM           | 826552101 | 3065   | 56906    | SH | DEFINE |
| SIGNATURE BK NEW YORK N Y    | COM           | 82669G104 | 4506   | 174910   | SH | DEFINE |
| SIGNATURE BK NEW YORK N Y    | COM           | 82669G104 | 314    | 12200    | SH | DEFINE |
| SILICON LABORATORIES INC     | COM           | 826919102 | 124992 | 3463340  | SH | DEFINE |
| SILICON LABORATORIES INC     | COM           | 826919102 | 223    | 6175     | SH | DEFINE |
| SILICON LABORATORIES INC     | COM           | 826919102 | 1749   | 48457    | SH | DEFINE |
| SIMON PPTY GROUP INC NEW     | COM           | 828806109 | 431    | 4800     | SH | DEFINE |
| SIMON PPTY GROUP INC NEW     | COM           | 828806109 | 10189  | 113347   | SH | DEFINE |
| SIMON PPTY GROUP INC NEW     | COM           | 828806109 | 2760   | 30700    | SH | DEFINE |
| SIMON PPTY GROUP INC NEW     | COM           | 828806109 | 5196   | 57800    | SH | DEFINE |
| SIMON PPTY GROUP INC NEW     | COM           | 828806109 | 74471  | 828468   | SH | DEFINE |
| SIMON PPTY GROUP INC NEW     | COM           | 828806109 | 123    | 1365     | SH | DEFINE |
| SIMON PPTY GROUP INC NEW     | COM           | 828806109 | 1133   | 12600    | SH | DEFINE |
| SIMON PPTY GROUP INC NEW     | PFD CONV I 6% | 828806802 | 14600  | 200000   | SH | DEFINE |
| SIMON PPTY GROUP INC NEW     | PFD CONV I 6% | 828806802 | 212    | 2899     | SH | DEFINE |
| SIMPSON MANUFACTURING CO INC | COM           | 829073105 | 29409  | 1238800  | SH | DEFINE |
| SIMS GROUP LTD               | SPONS ADR     | 829160100 | 5987   | 150061   | SH | DEFINE |
| SIMS GROUP LTD               | SPONS ADR     | 829160100 | 491    | 12300    | SH | DEFINE |
| SK TELECOM LTD               | SPONSORED ADR | 78440P108 | 49     | 2380     | SH | DEFINE |
| SK TELECOM LTD               | SPONSORED ADR | 78440P108 | 1      | 41       | SH | DEFINE |
| SK TELECOM LTD               | SPONSORED ADR | 78440P108 | 2858   | 137583   | SH | DEFINE |
| SK TELECOM LTD               | SPONSORED ADR | 78440P108 | 13820  | 665370   | SH | DEFINE |
| SK TELECOM LTD               | SPONSORED ADR | 78440P108 | 1719   | 82760    | SH | DEFINE |
| SK TELECOM LTD               | SPONSORED ADR | 78440P108 | 3750   | 181433   | SH | DEFINE |
| SK TELECOM LTD               | SPONSORED ADR | 78440P108 | 7057   | 339748   | SH | DEFINE |
| SK TELECOM LTD               | SPONSORED ADR | 78440P108 | 3218   | 154912   | SH | DEFINE |
| SK TELECOM LTD               | SPONSORED ADR | 78440P108 | 45414  | 2186497  | SH | DEFINE |
| SKILLED HEALTHCARE GROUP INC | CL A          | 83066R107 | 752    | 56000    | SH | DEFINE |
| SKYWEST INC                  | COM           | 830879102 | 27750  | 2193700  | SH | DEFINE |
| SKYWEST INC                  | COM           | 830879102 | 10     | 800      | SH | DEFINE |
| SL GREEN RLTY CORP           | COM           | 78440X101 | 58     | 700      | SH | DEFINE |
| SL GREEN RLTY CORP           | COM           | 78440X101 | 587    | 7100     | SH | DEFINE |
| SL GREEN RLTY CORP           | COM           | 78440X101 | 1108   | 13400    | SH | DEFINE |
| SL GREEN RLTY CORP           | COM           | 78440X101 | 16726  | 202200   | SH | DEFINE |
| SL GREEN RLTY CORP           | COM           | 78440X101 | 37     | 450      | SH | DEFINE |
| SL GREEN RLTY CORP           | COM           | 78440X101 | 182    | 2200     | SH | DEFINE |
| SLM CORP                     | COM           | 78442P106 | 14     | 698      | SH | DEFINE |
| SLM CORP                     | COM           | 78442P106 | 440330 | 22756077 | SH | DEFINE |
| SMITH & NEPHEW PLC           | SPDN ADR NEW  | 83175M205 | 2546   | 46500    | SH | DEFINE |
| SMITH & NEPHEW PLC           | SPDN ADR NEW  | 83175M205 | 504    | 9211     | SH | DEFINE |
| SMITH A O                    | COM           | 831865209 | 41783  | 1272700  | SH | DEFINE |
| SMITH INTL INC               | COM           | 832110100 | 310106 | 3729920  | SH | DEFINE |
| SMITH INTL INC               | COM           | 832110100 | 3193   | 38403    | SH | DEFINE |
| SMITH INTL INC               | COM           | 832110100 | 354    | 4260     | SH | DEFINE |
| SMITH INTL INC               | COM           | 832110100 | 4107   | 49397    | SH | DEFINE |
| SMITHFIELD FOODS INC         | COM           | 832248108 | 37013  | 1861800  | SH | DEFINE |
| SMITHTOWN BANCORP INC        | COM           | 832449102 | 1286   | 79147    | SH | DEFINE |
| SMUCKER J M CO               | COM NEW       | 832696405 | 1383   | 34033    | SH | DEFINE |
| SOHU COM INC                 | COM           | 83408W103 | 5086   | 72200    | SH | DEFINE |
| SOHU COM INC                 | COM           | 83408W103 | 14567  | 206800   | SH | DEFINE |
| SOMAXON PHARMACEUTICALS INC  | COM           | 834453102 | 2920   | 612100   | SH | DEFINE |
| SOMAXON PHARMACEUTICALS INC  | COM           | 834453102 | 310    | 65000    | SH | DEFINE |
| SONUS NETWORKS INC           | COM           | 835916107 | 2642   | 772600   | SH | DEFINE |
| SONUS NETWORKS INC           | COM           | 835916107 | 192    | 56100    | SH | DEFINE |
| SONY CORP                    | ADR NEW       | 835699307 | 1868   | 42700    | SH | DEFINE |
| SONY CORP                    | ADR NEW       | 835699307 | 807    | 18440    | SH | DEFINE |
| SONY CORP                    | ADR NEW       | 835699307 | 91     | 2070     | SH | DEFINE |

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

|                              |                |           |         |          |    |        |
|------------------------------|----------------|-----------|---------|----------|----|--------|
| SONY CORP                    | ADR NEW        | 835699307 | 15085   | 343534   | SH | DEFINE |
| SONY CORP                    | ADR NEW        | 835699307 | 11023   | 252020   | SH | DEFINE |
| SONY CORP                    | ADR NEW        | 835699307 | 4514    | 103195   | SH | DEFINE |
| SONY CORP                    | ADR NEW        | 835699307 | 315     | 7200     | SH | DEFINE |
| SOURCEFORGE INC              | COM            | 83616W101 | 3330    | 2081931  | SH | DEFINE |
| SOUTH JERSEY INDS INC        | COM            | 838518108 | 410     | 10984    | SH | DEFINE |
| SOUTHERN CO                  | COM            | 842587107 | 1287898 | 36881377 | SH | DEFINE |
| SOUTHERN CO                  | COM            | 842587107 | 800     | 22912    | SH | DEFINE |
| SOUTHERN COPPER CORP         | COM            | 84265V105 | 5827    | 54650    | SH | DEFINE |
| SOUTHERN COPPER CORP         | COM            | 84265V105 | 147     | 1375     | SH | DEFINE |
| SOUTHERN NATL BANCORP OF VA  | COM            | 843395104 | 2354    | 290840   | SH | DEFINE |
| SOUTHWEST AIRLS CO           | COM            | 844741108 | 850     | 65200    | SH | DEFINE |
| SOUTHWEST AIRLS CO           | COM            | 844741108 | 933     | 71523    | SH | DEFINE |
| SOUTHWEST GAS CORP           | COM            | 844895102 | 11892   | 400000   | SH | DEFINE |
| SOUTHWESTERN ENERGY CO       | COM            | 845467109 | 120844  | 2538196  | SH | DEFINE |
| SOUTHWESTERN ENERGY CO       | COM            | 845467109 | 1048    | 22007    | SH | DEFINE |
| SOUTHWESTERN ENERGY CO       | COM            | 845467109 | 1257    | 26392    | SH | DEFINE |
| SOVRAN SELF STORAGE INC      | COM            | 84610H108 | 303     | 7300     | SH | DEFINE |
| SPANSION INC                 | COM CL A       | 84649R101 | 9000    | 4000000  | SH | DEFINE |
| SPARTON CORP                 | COM            | 847235108 | 1664    | 396102   | SH | DEFINE |
| SPDR GOLD TRUST              | GOLD SHS       | 78463V107 | 5303    | 58020    | SH | DEFINE |
| SPDR INDEX SHS FDS           | MIDEAST AFRICA | 78463X806 | 1798    | 27610    | SH | DEFINE |
| SPDR SERIES TRUST            | LEH MUN BD ETF | 78464A458 | 289     | 13362    | SH | DEFINE |
| SPDR TR                      | UNIT SER 1     | 78462F103 | 5467    | 42714    | SH | DEFINE |
| SPECTRA ENERGY CORP          | COM            | 847560109 | 511976  | 17814050 | SH | DEFINE |
| SPECTRA ENERGY CORP          | COM            | 847560109 | 2290    | 79674    | SH | DEFINE |
| SPECTRA ENERGY CORP          | COM            | 847560109 | 287     | 10000    | SH | DEFINE |
| SPHERION CORP                | COM            | 848420105 | 4712    | 1020000  | SH | DEFINE |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100 | 21064   | 2217271  | SH | DEFINE |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100 | 723     | 76089    | SH | DEFINE |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100 | 174142  | 18330768 | SH | DEFINE |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100 | 27      | 2873     | SH | DEFINE |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100 | 471     | 49625    | SH | DEFINE |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100 | 69650   | 7331617  | SH | DEFINE |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100 | 525053  | 55268700 | SH | DEFINE |
| SPRINT NEXTEL CORP           | COM SER 1      | 852061100 | 5197    | 547010   | SH | DEFINE |
| SPSS INC                     | COM            | 78462K102 | 10286   | 282801   | SH | DEFINE |
| SPX CORP                     | COM            | 784635104 | 503     | 3820     | SH | DEFINE |
| ST JOE CO                    | COM            | 790148100 | 17      | 500      | SH | DEFINE |
| ST JOE CO                    | COM            | 790148100 | 80058   | 2332706  | SH | DEFINE |
| ST JUDE MED INC              | COM            | 790849103 | 1504    | 36800    | SH | DEFINE |
| ST JUDE MED INC              | COM            | 790849103 | 195     | 4773     | SH | DEFINE |
| STAMPS COM INC               | COM NEW        | 852857200 | 623     | 49900    | SH | DEFINE |
| STANCORP FINL GROUP INC      | COM            | 852891100 | 92769   | 1975500  | SH | DEFINE |
| STANDARD MICROSYSTEMS CORP   | COM            | 853626109 | 10037   | 369700   | SH | DEFINE |
| STANDARD PAC CORP NEW        | COM            | 85375C101 | 8450    | 2500000  | SH | DEFINE |
| STANDARD REGISTER CO         | COM            | 853887107 | 330     | 35000    | SH | DEFINE |
| STANLEY INC                  | COM            | 854532108 | 8109    | 241927   | SH | DEFINE |
| STANLEY INC                  | COM            | 854532108 | 2601    | 77600    | SH | DEFINE |
| STANLEY INC                  | COM            | 854532108 | 6830    | 203783   | SH | DEFINE |
| STANLEY WKS                  | COM            | 854616109 | 283     | 6303     | SH | DEFINE |
| STAPLES INC                  | COM            | 855030102 | 8170    | 343988   | SH | DEFINE |
| STAPLES INC                  | COM            | 855030102 | 191     | 8050     | SH | OTHER  |
| STARBUCKS CORP               | COM            | 855244109 | 1558    | 99010    | SH | DEFINE |
| STARBUCKS CORP               | COM            | 855244109 | 1242    | 78907    | SH | DEFINE |
| STARWOOD HOTELS&RESORTS WRLD | COM            | 85590A401 | 8412    | 209930   | SH | DEFINE |
| STARWOOD HOTELS&RESORTS WRLD | COM            | 85590A401 | 3994    | 99685    | SH | DEFINE |
| STARWOOD HOTELS&RESORTS WRLD | COM            | 85590A401 | 200     | 5000     | SH | DEFINE |
| STATE STR CORP               | COM            | 857477103 | 192581  | 3009550  | SH | DEFINE |
| STATE STR CORP               | COM            | 857477103 | 6821    | 106590   | SH | DEFINE |
| STATE STR CORP               | COM            | 857477103 | 13022   | 203493   | SH | DEFINE |
| STATE STR CORP               | COM            | 857477103 | 176     | 2750     | SH | OTHER  |

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

|                              |               |           |        |         |    |        |
|------------------------------|---------------|-----------|--------|---------|----|--------|
| STATE STR CORP               | COM           | 857477103 | 15     | 230     | SH | DEFINE |
| STATE STR CORP               | COM           | 857477103 | 196    | 3070    | SH | DEFINE |
| STATE STR CORP               | COM           | 857477103 | 83     | 1300    | SH | DEFINE |
| STATOILHYDRO ASA             | SPONSORED ADR | 85771P102 | 1795   | 48007   | SH | DEFINE |
| STEEL DYNAMICS INC           | COM           | 858119100 | 94014  | 2406300 | SH | DEFINE |
| STEEL DYNAMICS INC           | COM           | 858119100 | 4263   | 109123  | SH | DEFINE |
| STEEL DYNAMICS INC           | COM           | 858119100 | 5618   | 143800  | SH | DEFINE |
| STEINER LEISURE LTD          | ORD           | P8744Y102 | 55928  | 1972778 | SH | DEFINE |
| STEINER LEISURE LTD          | ORD           | P8744Y102 | 3604   | 127120  | SH | DEFINE |
| STEREOTAXIS INC              | COM           | 85916J102 | 8010   | 1494310 | SH | DEFINE |
| STERICYCLE INC               | COM           | 858912108 | 29159  | 564000  | SH | DEFINE |
| STERICYCLE INC               | COM           | 858912108 | 16     | 300     | SH | DEFINE |
| STERICYCLE INC               | COM           | 858912108 | 290    | 5601    | SH | DEFINE |
| STERIS CORP                  | COM           | 859152100 | 28616  | 995010  | SH | DEFINE |
| STERIS CORP                  | COM           | 859152100 | 164    | 5700    | SH | DEFINE |
| STERLITE INDS INDIA LTD      | ADS           | 859737207 | 175    | 11000   | SH | DEFINE |
| STRAYER ED INC               | COM           | 863236105 | 39180  | 187400  | SH | DEFINE |
| STRYKER CORP                 | COM           | 863667101 | 50537  | 803700  | SH | DEFINE |
| STRYKER CORP                 | COM           | 863667101 | 13046  | 207468  | SH | DEFINE |
| STRYKER CORP                 | COM           | 863667101 | 459    | 7304    | SH | DEFINE |
| SUN COMMUNITIES INC          | COM           | 866674104 | 26     | 1400    | SH | DEFINE |
| SUN COMMUNITIES INC          | COM           | 866674104 | 166    | 9100    | SH | DEFINE |
| SUN COMMUNITIES INC          | COM           | 866674104 | 314    | 17200   | SH | DEFINE |
| SUN COMMUNITIES INC          | COM           | 866674104 | 4240   | 232600  | SH | DEFINE |
| SUN COMMUNITIES INC          | COM           | 866674104 | 80     | 4400    | SH | DEFINE |
| SUN MICROSYSTEMS INC         | COM NEW       | 866810203 | 4352   | 400000  | SH | DEFINE |
| SUN MICROSYSTEMS INC         | COM NEW       | 866810203 | 218    | 20025   | SH | DEFINE |
| SUNCOR ENERGY INC            | COM           | 867229106 | 2210   | 38024   | SH | DEFINE |
| SUNOCO INC                   | COM           | 86764P109 | 8097   | 199000  | SH | DEFINE |
| SUNOCO INC                   | COM           | 86764P109 | 527    | 12946   | SH | DEFINE |
| SUNOCO INC                   | COM           | 86764P109 | 1135   | 29632   | SH | DEFINE |
| SUNOCO INC                   | COM           | 86764P109 | 1021   | 25083   | SH | DEFINE |
| SUNOPTA INC                  | COM           | 8676EP108 | 21443  | 4131675 | SH | DEFINE |
| SUNPOWER CORP                | COM CL A      | 867652109 | 145736 | 2024670 | SH | DEFINE |
| SUNPOWER CORP                | COM CL A      | 867652109 | 144    | 2000    | SH | DEFINE |
| SUNPOWER CORP                | COM CL A      | 867652109 | 14197  | 197238  | SH | DEFINE |
| SUNPOWER CORP                | COM CL A      | 867652109 | 1991   | 27659   | SH | DEFINE |
| SUNSTONE HOTEL INVS INC NEW  | COM           | 867892101 | 43     | 2600    | SH | DEFINE |
| SUNSTONE HOTEL INVS INC NEW  | COM           | 867892101 | 470    | 28300   | SH | DEFINE |
| SUNSTONE HOTEL INVS INC NEW  | COM           | 867892101 | 883    | 53200   | SH | DEFINE |
| SUNSTONE HOTEL INVS INC NEW  | COM           | 867892101 | 13157  | 792600  | SH | DEFINE |
| SUNSTONE HOTEL INVS INC NEW  | COM           | 867892101 | 138    | 8300    | SH | DEFINE |
| SUNTECH PWR HLDGS CO LTD     | ADR           | 86800C104 | 1416   | 37810   | SH | DEFINE |
| SUNTECH PWR HLDGS CO LTD     | ADR           | 86800C104 | 749    | 20000   | SH | DEFINE |
| SUNTRUST BKS INC             | COM           | 867914103 | 33272  | 918609  | SH | DEFINE |
| SUNTRUST BKS INC             | COM           | 867914103 | 871    | 24059   | SH | DEFINE |
| SUNTRUST BKS INC             | COM           | 867914103 | 48     | 1336    | SH | DEFINE |
| SUPERIOR ENERGY SVCS INC     | COM           | 868157108 | 28414  | 515300  | SH | DEFINE |
| SUPERIOR ENERGY SVCS INC     | COM           | 868157108 | 83     | 1500    | SH | DEFINE |
| SUPERIOR ENERGY SVCS INC     | COM           | 868157108 | 7066   | 128164  | SH | DEFINE |
| SUPERIOR UNIFORM GP INC      | COM           | 868358102 | 3952   | 456300  | SH | DEFINE |
| SXC HEALTH SOLUTIONS CORP    | COM           | 78505P100 | 6293   | 460346  | SH | DEFINE |
| SYCAMORE NETWORKS INC        | COM           | 871206108 | 0      | 100     | SH | DEFINE |
| SYCAMORE NETWORKS INC        | COM           | 871206108 | 8731   | 2711630 | SH | DEFINE |
| SYMANTEC CORP                | COM           | 871503108 | 1107   | 57194   | SH | DEFINE |
| SYMS CORP                    | COM           | 871551107 | 19448  | 1430000 | SH | DEFINE |
| SYNGENTA AG                  | SPONSORED ADR | 87160A100 | 12209  | 188701  | SH | DEFINE |
| SYNGENTA AG                  | SPONSORED ADR | 87160A100 | 324    | 5000    | SH | DEFINE |
| SYSCO CORP                   | COM           | 871829107 | 7983   | 290203  | SH | DEFINE |
| T-3 ENERGY SRVCS INC         | COM           | 87306E107 | 19605  | 246700  | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 1571   | 144000  | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MFG LTD | SPONSORED ADR | 874039100 | 20646  | 1892355 | SH | DEFINE |



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

|                               |               |           |        |          |    |        |
|-------------------------------|---------------|-----------|--------|----------|----|--------|
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR | 874039100 | 284    | 26000    | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR | 874039100 | 112    | 10290    | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR | 874039100 | 16771  | 1537210  | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR | 874039100 | 621    | 56960    | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR | 874039100 | 20961  | 1928310  | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR | 874039100 | 41831  | 3834189  | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR | 874039100 | 40656  | 3726464  | SH | DEFINE |
| TAIWAN SEMICONDUCTOR MFG LTD  | SPONSORED ADR | 874039100 | 514    | 47100    | SH | DEFINE |
| TAKE-TWO INTERACTIVE SOFTWARE | COM           | 874054109 | 4      | 160      | SH | DEFINE |
| TAKE-TWO INTERACTIVE SOFTWARE | COM           | 874054109 | 20991  | 820940   | SH | DEFINE |
| TALISMAN ENERGY INC           | COM           | 87425E103 | 4291   | 193900   | SH | DEFINE |
| TANDY BRANDS ACCESSORIES INC  | COM           | 875378101 | 2975   | 540000   | SH | DEFINE |
| TANGER FACTORY OUTLET CTRS I  | COM           | 875465106 | 25     | 700      | SH | DEFINE |
| TANGER FACTORY OUTLET CTRS I  | COM           | 875465106 | 277    | 7700     | SH | DEFINE |
| TANGER FACTORY OUTLET CTRS I  | COM           | 875465106 | 525    | 14600    | SH | DEFINE |
| TANGER FACTORY OUTLET CTRS I  | COM           | 875465106 | 8645   | 240600   | SH | DEFINE |
| TANGER FACTORY OUTLET CTRS I  | COM           | 875465106 | 24     | 675      | SH | DEFINE |
| TANGER FACTORY OUTLET CTRS I  | COM           | 875465106 | 79     | 2200     | SH | DEFINE |
| TARGET CORP                   | COM           | 87612E106 | 79661  | 1713505  | SH | DEFINE |
| TARGET CORP                   | COM           | 87612E106 | 12983  | 279258   | SH | DEFINE |
| TARGET CORP                   | COM           | 87612E106 | 139    | 3000     | SH | OTHER  |
| TARGET CORP                   | COM           | 87612E106 | 37     | 800      | SH | DEFINE |
| TARGET CORP                   | COM           | 87612E106 | 1839   | 39565    | SH | DEFINE |
| TARGET CORP                   | COM           | 87612E106 | 42813  | 920905   | SH | DEFINE |
| TARGET CORP                   | COM           | 87612E106 | 3463   | 72501    | SH | DEFINE |
| TARGET CORP                   | COM           | 87612E106 | 796    | 17119    | SH | DEFINE |
| TARGET CORP                   | COM           | 87612E106 | 37748  | 811950   | SH | DEFINE |
| TARGET CORP                   | COM           | 87612E106 | 24667  | 530581   | SH | DEFINE |
| TATA MTRS LTD                 | SPONSORED ADR | 876568502 | 1310   | 130325   | SH | DEFINE |
| TATA MTRS LTD                 | SPONSORED ADR | 876568502 | 0      | 12       | SH | DEFINE |
| TATA MTRS LTD                 | SPONSORED ADR | 876568502 | 2140   | 212977   | SH | DEFINE |
| TAUBMAN CTRS INC              | COM           | 876664103 | 78     | 1600     | SH | DEFINE |
| TAUBMAN CTRS INC              | COM           | 876664103 | 919    | 18900    | SH | DEFINE |
| TAUBMAN CTRS INC              | COM           | 876664103 | 1547   | 31800    | SH | DEFINE |
| TAUBMAN CTRS INC              | COM           | 876664103 | 22094  | 454142   | SH | DEFINE |
| TAUBMAN CTRS INC              | COM           | 876664103 | 243    | 5000     | SH | DEFINE |
| TD AMERITRADE HLDG CORP       | COM           | 87236Y108 | 4372   | 241700   | SH | DEFINE |
| TECO ENERGY INC               | COM           | 872375100 | 238324 | 11090000 | SH | DEFINE |
| TECO ENERGY INC               | COM           | 872375100 | 2019   | 93933    | SH | DEFINE |
| TECO ENERGY INC               | COM           | 872375100 | 1251   | 60450    | SH | DEFINE |
| TECO ENERGY INC               | COM           | 872375100 | 6353   | 295617   | SH | DEFINE |
| TECO ENERGY INC               | COM           | 872375100 | 1665   | 77478    | SH | DEFINE |
| TECO ENERGY INC               | COM           | 872375100 | 99828  | 4645320  | SH | DEFINE |
| TECO ENERGY INC               | COM           | 872375100 | 344    | 16000    | SH | DEFINE |
| TECUMSEH PRODS CO             | CL B          | 878895101 | 9364   | 322799   | SH | DEFINE |
| TECUMSEH PRODS CO             | CL A          | 878895200 | 39336  | 1200000  | SH | DEFINE |
| TEEKAY CORPORATION            | COM           | Y8564W103 | 77147  | 1707545  | SH | DEFINE |
| TEEKAY CORPORATION            | COM           | Y8564W103 | 23     | 501      | SH | DEFINE |
| TELE NORTE LESTE PART S A     | SPON ADR PFD  | 879246106 | 266    | 10690    | SH | DEFINE |
| TELEDYNE TECHNOLOGIES INC     | COM           | 879360105 | 6377   | 130710   | SH | DEFINE |
| TELEDYNE TECHNOLOGIES INC     | COM           | 879360105 | 2342   | 48000    | SH | DEFINE |
| TELEDYNE TECHNOLOGIES INC     | COM           | 879360105 | 283    | 5800     | SH | DEFINE |
| TELEFLEX INC                  | COM           | 879369106 | 69251  | 1245741  | SH | DEFINE |
| TELEFLEX INC                  | COM           | 879369106 | 27795  | 500000   | SH | DEFINE |
| TELEFLEX INC                  | COM           | 879369106 | 145    | 2600     | SH | DEFINE |
| TELEFLEX INC                  | COM           | 879369106 | 72     | 1300     | SH | DEFINE |
| TELEFONICA S A                | SPONSORED ADR | 879382208 | 5014   | 63001    | SH | DEFINE |
| TELEFONICA S A                | SPONSORED ADR | 879382208 | 173425 | 2179258  | SH | DEFINE |
| TELEFONICA S A                | SPONSORED ADR | 879382208 | 4304   | 54082    | SH | DEFINE |
| TELEFONICA S A                | SPONSORED ADR | 879382208 | 43737  | 555113   | SH | DEFINE |
| TELEFONICA S A                | SPONSORED ADR | 879382208 | 35187  | 442157   | SH | DEFINE |
| TELEFONICA S A                | SPONSORED ADR | 879382208 | 330215 | 4149467  | SH | DEFINE |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| TELEFONOS DE MEXICO S A B    | SPON ADR ORD L | 879403780 | 1713   | 72354    | SH | DEFINE |
| TELEFONOS DE MEXICO S A B    | SPON ADR ORD L | 879403780 | 39617  | 1673018  | SH | DEFINE |
| TELEFONOS DE MEXICO S A B    | SPON ADR ORD L | 879403780 | 1      | 53       | SH | DEFINE |
| TELEFONOS DE MEXICO S A B    | SPON ADR ORD L | 879403780 | 82514  | 3484533  | SH | DEFINE |
| TELEFONOS DE MEXICO S A B    | SPON ADR ORD L | 879403780 | 16120  | 680730   | SH | DEFINE |
| TELEFONOS DE MEXICO S A B    | SPON ADR ORD L | 879403780 | 90867  | 3837307  | SH | DEFINE |
| TELEPHONE & DATA SYS INC     | COM            | 879433100 | 246    | 5200     | SH | DEFINE |
| TELEPHONE & DATA SYS INC     | SPL COM        | 879433860 | 229    | 5200     | SH | DEFINE |
| TELETECH HOLDINGS INC        | COM            | 879939106 | 4191   | 209960   | SH | DEFINE |
| TELETECH HOLDINGS INC        | COM            | 879939106 | 321    | 16100    | SH | DEFINE |
| TELLABS INC                  | COM            | 879664100 | 1      | 160      | SH | DEFINE |
| TELLABS INC                  | COM            | 879664100 | 2717   | 584300   | SH | DEFINE |
| TELLABS INC                  | COM            | 879664100 | 79     | 17010    | SH | DEFINE |
| TELMEX INTERNACIONAL SAB DE  | SPONS ADR SR L | 879690105 | 1154   | 71654    | SH | DEFINE |
| TELMEX INTERNACIONAL SAB DE  | SPONS ADR SR L | 879690105 | 26936  | 1673018  | SH | DEFINE |
| TELMEX INTERNACIONAL SAB DE  | SPONS ADR SR L | 879690105 | 48784  | 3030059  | SH | DEFINE |
| TELMEX INTERNACIONAL SAB DE  | SPONS ADR SR L | 879690105 | 10960  | 680730   | SH | DEFINE |
| TELMEX INTERNACIONAL SAB DE  | SPONS ADR SR L | 879690105 | 61781  | 3837307  | SH | DEFINE |
| TELUS CORP                   | NON-VTG SHS    | 87971M202 | 2851   | 70700    | SH | DEFINE |
| TEMPLE INLAND INC            | COM            | 879868107 | 331    | 29390    | SH | DEFINE |
| TEMPLE INLAND INC            | COM            | 879868107 | 117476 | 10423777 | SH | DEFINE |
| TEMPLETON DRAGON FD INC      | COM            | 88018T101 | 7      | 300      | SH | DEFINE |
| TEMPLETON DRAGON FD INC      | COM            | 88018T101 | 336    | 13507    | SH | SOLE   |
| TEMPLETON EMERG MKTS INCOME  | COM            | 880192109 | 153    | 11266    | SH | DEFINE |
| TEMPLETON EMERG MKTS INCOME  | COM            | 880192109 | 251    | 18532    | SH | SOLE   |
| TEMPLETON EMERGING MKTS FD I | COM            | 880191101 | 320    | 16138    | SH | DEFINE |
| TEMPLETON GLOBAL INCOME FD   | COM            | 880198106 | 296    | 33401    | SH | DEFINE |
| TEMPLETON RUS AND EAST EUR F | COM            | 88022F105 | 648    | 11143    | SH | SOLE   |
| TENARIS S A                  | SPONSORED ADR  | 88031M109 | 61293  | 822729   | SH | DEFINE |
| TENET HEALTHCARE CORP        | COM            | 88033G100 | 77     | 13830    | SH | DEFINE |
| TENET HEALTHCARE CORP        | COM            | 88033G100 | 212    | 38200    | SH | DEFINE |
| TENET HEALTHCARE CORP        | COM            | 88033G100 | 281582 | 50644304 | SH | DEFINE |
| TENET HEALTHCARE CORP        | COM            | 88033G100 | 21099  | 3794750  | SH | DEFINE |
| TENET HEALTHCARE CORP        | COM            | 88033G100 | 6727   | 1209940  | SH | DEFINE |
| TENNECO INC                  | COM            | 880349105 | 6567   | 485400   | SH | DEFINE |
| TEREX CORP NEW               | COM            | 880779103 | 1161   | 22600    | SH | DEFINE |
| TEREX CORP NEW               | COM            | 880779103 | 136084 | 2649091  | SH | DEFINE |
| TEREX CORP NEW               | COM            | 880779103 | 20852  | 405916   | SH | DEFINE |
| TEREX CORP NEW               | COM            | 880779103 | 1557   | 30300    | SH | DEFINE |
| TEREX CORP NEW               | COM            | 880779103 | 3339   | 65000    | SH | DEFINE |
| TEREX CORP NEW               | COM            | 880779103 | 2132   | 41511    | SH | DEFINE |
| TERNIUM SA                   | SPON ADR       | 880890108 | 39203  | 933400   | SH | DEFINE |
| TERNIUM SA                   | SPON ADR       | 880890108 | 3818   | 91000    | SH | DEFINE |
| TERRA INDS INC               | COM            | 880915103 | 7      | 133      | SH | DEFINE |
| TERRA INDS INC               | COM            | 880915103 | 4545   | 92100    | SH | DEFINE |
| TESCO CORP                   | COM            | 88157K101 | 9114   | 285265   | SH | DEFINE |
| TESCO CORP                   | COM            | 88157K101 | 13     | 403      | SH | DEFINE |
| TEVA PHARMACEUTICAL INDS LTD | ADR            | 881624209 | 52753  | 1151820  | SH | DEFINE |
| TEVA PHARMACEUTICAL INDS LTD | ADR            | 881624209 | 40035  | 874120   | SH | DEFINE |
| TEVA PHARMACEUTICAL INDS LTD | ADR            | 881624209 | 2066   | 45100    | SH | DEFINE |
| TEVA PHARMACEUTICAL INDS LTD | ADR            | 881624209 | 22     | 470      | SH | DEFINE |
| TEVA PHARMACEUTICAL INDS LTD | ADR            | 881624209 | 101    | 2200     | SH | DEFINE |
| TEXAS INDS INC               | COM            | 882491103 | 38112  | 679000   | SH | DEFINE |
| TEXAS INSTRS INC             | COM            | 882508104 | 21012  | 746170   | SH | DEFINE |
| TEXAS INSTRS INC             | COM            | 882508104 | 14502  | 515000   | SH | DEFINE |
| TEXAS INSTRS INC             | COM            | 882508104 | 27394  | 972807   | SH | DEFINE |
| TEXAS INSTRS INC             | COM            | 882508104 | 197    | 7000     | SH | DEFINE |
| TEXAS INSTRS INC             | COM            | 882508104 | 38     | 1350     | SH | DEFINE |
| TEXAS INSTRS INC             | COM            | 882508104 | 698    | 24800    | SH | DEFINE |
| TEXAS INSTRS INC             | COM            | 882508104 | 268    | 9500     | SH | DEFINE |
| TEXAS INSTRS INC             | COM            | 882508104 | 282    | 10000    | SH | DEFINE |
| TEXTRON INC                  | COM            | 883203101 | 50327  | 1050000  | SH | DEFINE |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| TEXTRON INC                  | COM            | 883203101 | 430    | 8980     | SH | DEFINE |
| THERMO FISHER SCIENTIFIC INC | COM            | 883556102 | 6375   | 114392   | SH | DEFINE |
| THERMO FISHER SCIENTIFIC INC | COM            | 883556102 | 869    | 15587    | SH | DEFINE |
| THINKORSWIM GROUP INC        | COM            | 88409C105 | 1989   | 282110   | SH | DEFINE |
| THINKORSWIM GROUP INC        | COM            | 88409C105 | 110    | 15600    | SH | DEFINE |
| THOMAS & BETTS CORP          | COM            | 884315102 | 18925  | 500000   | SH | DEFINE |
| THOMSON                      | SPONSORED ADR  | 885118109 | 5561   | 1039525  | SH | DEFINE |
| THOMSON                      | SPONSORED ADR  | 885118109 | 866    | 168500   | SH | DEFINE |
| THOMSON REUTERS PLC          | SPONSORED ADR  | 885141101 | 349    | 2153     | SH | DEFINE |
| THOR INDS INC                | COM            | 885160101 | 46238  | 2174900  | SH | DEFINE |
| TIDEWATER INC                | COM            | 886423102 | 20159  | 310000   | SH | DEFINE |
| TIDEWATER INC                | COM            | 886423102 | 13     | 200      | SH | DEFINE |
| TIFFANY & CO NEW             | COM            | 886547108 | 2616   | 64208    | SH | DEFINE |
| TIM HORTONS INC              | COM            | 88706M103 | 60     | 2096     | SH | DEFINE |
| TIM HORTONS INC              | COM            | 88706M103 | 23711  | 832126   | SH | DEFINE |
| TIMBERLAND CO                | CL A           | 887100105 | 15810  | 967000   | SH | DEFINE |
| TIME WARNER CABLE INC        | CL A           | 88732J108 | 208635 | 7878961  | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 239    | 16130    | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 19980  | 1350000  | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 4702   | 317676   | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 1406   | 95000    | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 641281 | 43329772 | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 18553  | 1253550  | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 3220   | 217579   | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 25177  | 1704227  | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 101050 | 6827683  | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 3240   | 221869   | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 1333   | 90050    | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 974157 | 65821432 | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 41637  | 2813325  | SH | DEFINE |
| TIME WARNER INC              | COM            | 887317105 | 153    | 10350    | SH | DEFINE |
| TIME WARNER TELECOM INC      | CL A           | 87311L104 | 8125   | 506850   | SH | DEFINE |
| TIMKEN CO                    | COM            | 887389104 | 41775  | 1268200  | SH | DEFINE |
| TITAN MACHY INC              | COM            | 88830R101 | 4219   | 134700   | SH | DEFINE |
| TITAN MACHY INC              | COM            | 88830R101 | 323    | 10300    | SH | DEFINE |
| TJX COS INC NEW              | COM            | 872540109 | 1137   | 36138    | SH | DEFINE |
| TJX COS INC NEW              | COM            | 872540109 | 2      | 75       | SH | DEFINE |
| TOLL BROTHERS INC            | COM            | 889478103 | 17     | 900      | SH | DEFINE |
| TOMOTHERAPY INC              | COM            | 890088107 | 5190   | 581200   | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 3798   | 64750    | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 575    | 9800     | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 23073  | 393400   | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 4785   | 81591    | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 1099   | 18730    | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 97534  | 1662986  | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 212    | 3600     | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 1485   | 25320    | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 377517 | 6436784  | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 7532   | 128420   | SH | DEFINE |
| TORCHMARK CORP               | COM            | 891027104 | 177    | 3010     | SH | DEFINE |
| TORONTO DOMINION BK ONT      | COM NEW        | 891160509 | 3789   | 60854    | SH | DEFINE |
| TOTAL S A                    | SPONSORED ADR  | 89151E109 | 18128  | 212600   | SH | DEFINE |
| TOTAL S A                    | SPONSORED ADR  | 89151E109 | 7541   | 88434    | SH | DEFINE |
| TOTAL S A                    | SPONSORED ADR  | 89151E109 | 37232  | 436636   | SH | DEFINE |
| TOTAL S A                    | SPONSORED ADR  | 89151E109 | 16284  | 190972   | SH | DEFINE |
| TOTAL S A                    | SPONSORED ADR  | 89151E109 | 38315  | 459241   | SH | DEFINE |
| TOTAL S A                    | SPONSORED ADR  | 89151E109 | 4590   | 53830    | SH | DEFINE |
| TOYOTA MOTOR CORP            | SP ADR REP2COM | 892331307 | 291    | 3091     | SH | DEFINE |
| TOYOTA MOTOR CORP            | SP ADR REP2COM | 892331307 | 1542   | 16400    | SH | DEFINE |
| TOYOTA MOTOR CORP            | SP ADR REP2COM | 892331307 | 16252  | 172294   | SH | DEFINE |
| TOYOTA MOTOR CORP            | SP ADR REP2COM | 892331307 | 47757  | 508050   | SH | DEFINE |
| TRACTOR SUPPLY CO            | COM            | 892356106 | 63433  | 2184345  | SH | DEFINE |

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

|                              |              |           |        |          |    |        |
|------------------------------|--------------|-----------|--------|----------|----|--------|
| TRACTOR SUPPLY CO            | COM          | 892356106 | 3728   | 128370   | SH | DEFINE |
| TRACTOR SUPPLY CO            | COM          | 892356106 | 299    | 10300    | SH | DEFINE |
| TRACTOR SUPPLY CO            | COM          | 892356106 | 1161   | 39990    | SH | DEFINE |
| TRANSATLANTIC HLDGS INC      | COM          | 893521104 | 763    | 13516    | SH | DEFINE |
| TRANSCANADA CORP             | COM          | 89353D107 | 7247   | 186935   | SH | DEFINE |
| TRANSCANADA CORP             | COM          | 89353D107 | 310    | 8000     | SH | DEFINE |
| TRANSOCEAN INC NEW           | SHS          | G90073100 | 24050  | 157818   | SH | DEFINE |
| TRANSOCEAN INC NEW           | SHS          | G90073100 | 2320   | 15222    | SH | DEFINE |
| TRANSOCEAN INC NEW           | SHS          | G90073100 | 27419  | 179929   | SH | DEFINE |
| TRANSOCEAN INC NEW           | SHS          | G90073100 | 2635   | 17288    | SH | DEFINE |
| TRANSOCEAN INC NEW           | SHS          | G90073100 | 292029 | 1916327  | SH | DEFINE |
| TRANSOCEAN INC NEW           | SHS          | G90073100 | 4861   | 31900    | SH | DEFINE |
| TRANSOCEAN INC NEW           | SHS          | G90073100 | 8      | 53       | SH | DEFINE |
| TRANSOCEAN INC NEW           | SHS          | G90073100 | 42     | 278      | SH | SOLE   |
| TRAVELERS COMPANIES INC      | COM          | 89417E109 | 24955  | 575000   | SH | DEFINE |
| TRAVELERS COMPANIES INC      | COM          | 89417E109 | 2702   | 62269    | SH | DEFINE |
| TRAVELERS COMPANIES INC      | COM          | 89417E109 | 93866  | 2162813  | SH | DEFINE |
| TRIMBLE NAVIGATION LTD       | COM          | 896239100 | 168634 | 4723632  | SH | DEFINE |
| TRIMBLE NAVIGATION LTD       | COM          | 896239100 | 18653  | 522500   | SH | DEFINE |
| TRIMBLE NAVIGATION LTD       | COM          | 896239100 | 2035   | 57000    | SH | DEFINE |
| TRIMBLE NAVIGATION LTD       | COM          | 896239100 | 2466   | 69073    | SH | DEFINE |
| TRIMBLE NAVIGATION LTD       | COM          | 896239100 | 357    | 10000    | SH | DEFINE |
| TRINITY INDS INC             | COM          | 896522109 | 103328 | 2978600  | SH | DEFINE |
| TRINITY INDS INC             | COM          | 896522109 | 1989   | 57322    | SH | DEFINE |
| TRIPLE-S MGMT CORP           | CL B         | 896749108 | 981    | 60000    | SH | DEFINE |
| TRUMP ENTMT RESORTS INC      | COM          | 89816T103 | 9821   | 5141843  | SH | DEFINE |
| TRUSTCO BK CORP N Y          | COM          | 898349105 | 49514  | 6673059  | SH | DEFINE |
| TRUSTCO BK CORP N Y          | COM          | 898349105 | 45     | 6085     | SH | DEFINE |
| TSAKOS ENERGY NAVIGATION LTD | SHS          | G9108L108 | 4318   | 116450   | SH | DEFINE |
| TUESDAY MORNING CORP         | COM NEW      | 899035505 | 17652  | 4294935  | SH | DEFINE |
| TUMBLEWEED COMMUNICATIONS CO | COM          | 899690101 | 2978   | 1136678  | SH | DEFINE |
| TUMBLEWEED COMMUNICATIONS CO | COM          | 899690101 | 258    | 98622    | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 2098   | 144160   | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 2080   | 142953   | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 10787  | 741400   | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 1571   | 107971   | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 518    | 35590    | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 45011  | 3093549  | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 9395   | 628638   | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 2412   | 165770   | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 121193 | 8329387  | SH | DEFINE |
| TURKCELL ILETISIM HIZMETLERI | SPON ADR NEW | 900111204 | 32864  | 2258722  | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 1368   | 38192    | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 13881  | 387513   | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 664    | 18539    | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 337737 | 9428729  | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 14588  | 407253   | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 5201   | 145186   | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 15273  | 426391   | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 68504  | 1912441  | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 1257   | 34893    | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 663    | 18520    | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 459140 | 12817989 | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 13093  | 365509   | SH | DEFINE |
| TYCO ELECTRONICS LTD         | COM NEW      | G9144P105 | 78     | 2166     | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS          | G9143X208 | 1524   | 38052    | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS          | G9143X208 | 15516  | 387513   | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS          | G9143X208 | 687    | 17158    | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS          | G9143X208 | 260242 | 6499561  | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS          | G9143X208 | 11018  | 275173   | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS          | G9143X208 | 4055   | 101269   | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS          | G9143X208 | 11290  | 281976   | SH | DEFINE |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| TYCO INTL LTD BERMUDA        | SHS            | G9143X208 | 55507  | 1386284  | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS            | G9143X208 | 1388   | 34628    | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS            | G9143X208 | 762    | 19040    | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS            | G9143X208 | 410917 | 10262659 | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS            | G9143X208 | 12358  | 308649   | SH | DEFINE |
| TYCO INTL LTD BERMUDA        | SHS            | G9143X208 | 87     | 2166     | SH | DEFINE |
| U S G CORP                   | COM NEW        | 903293405 | 3544   | 119860   | SH | DEFINE |
| U S G CORP                   | COM NEW        | 903293405 | 151191 | 5112976  | SH | DEFINE |
| UBS AG                       | SHS NEW        | H89231338 | 69     | 3333     | SH | DEFINE |
| UBS AG                       | SHS NEW        | H89231338 | 1593   | 77112    | SH | DEFINE |
| UBS AG                       | SHS NEW        | H89231338 | 17026  | 784625   | SH | DEFINE |
| UBS AG                       | SHS NEW        | H89231338 | 40535  | 1962022  | SH | DEFINE |
| UDR INC                      | COM            | 902653104 | 204    | 9100     | SH | DEFINE |
| UDR INC                      | COM            | 902653104 | 163    | 7300     | SH | DEFINE |
| UDR INC                      | COM            | 902653104 | 837    | 37400    | SH | DEFINE |
| UDR INC                      | COM            | 902653104 | 1589   | 71000    | SH | DEFINE |
| UDR INC                      | COM            | 902653104 | 22964  | 1026100  | SH | DEFINE |
| UDR INC                      | COM            | 902653104 | 253    | 11300    | SH | DEFINE |
| UIL HLDG CORP                | COM            | 902748102 | 6776   | 230400   | SH | DEFINE |
| ULTRAPETROL BAHAMAS LTD      | COM            | P94398107 | 29989  | 2378200  | SH | DEFINE |
| UMB FINL CORP                | COM            | 902788108 | 261    | 5094     | SH | DEFINE |
| UNDER ARMOUR INC             | CL A           | 904311107 | 3441   | 134200   | SH | DEFINE |
| UNIBANCO-UNIAO DE BANCOS BRA | GDR REP PFD UT | 90458E107 | 586639 | 4621754  | SH | DEFINE |
| UNIBANCO-UNIAO DE BANCOS BRA | GDR REP PFD UT | 90458E107 | 1780   | 14020    | SH | DEFINE |
| UNILEVER N V                 | N Y SHS NEW    | 904784709 | 22382  | 788100   | SH | DEFINE |
| UNILEVER N V                 | N Y SHS NEW    | 904784709 | 1659   | 58426    | SH | DEFINE |
| UNILEVER N V                 | N Y SHS NEW    | 904784709 | 2112   | 76315    | SH | DEFINE |
| UNILEVER N V                 | N Y SHS NEW    | 904784709 | 40308  | 1441944  | SH | DEFINE |
| UNILEVER N V                 | N Y SHS NEW    | 904784709 | 548    | 19310    | SH | DEFINE |
| UNION PAC CORP               | COM            | 907818108 | 45300  | 600000   | SH | DEFINE |
| UNION PAC CORP               | COM            | 907818108 | 20043  | 265474   | SH | DEFINE |
| UNIT CORP                    | COM            | 909218109 | 39848  | 480264   | SH | DEFINE |
| UNITED AMER INDEMNITY LTD    | CL A           | 90933T109 | 2904   | 217168   | SH | DEFINE |
| UNITED NAT FOODS INC         | COM            | 911163103 | 4483   | 230140   | SH | DEFINE |
| UNITED NAT FOODS INC         | COM            | 911163103 | 253    | 13000    | SH | DEFINE |
| UNITED NAT FOODS INC         | COM            | 911163103 | 164    | 8400     | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 20714  | 336970   | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 10234  | 166480   | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 12901  | 209880   | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 52     | 850      | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 2704   | 44070    | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 43108  | 701283   | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 3560   | 58495    | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 2673   | 43480    | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 822951 | 13387853 | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 23422  | 381030   | SH | DEFINE |
| UNITED PARCEL SERVICE INC    | CL B           | 911312106 | 139    | 2260     | SH | DEFINE |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 19217  | 104000   | SH | DEFINE |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 832    | 4500     | SH | DEFINE |
| UNITED STATES STL CORP NEW   | COM            | 912909108 | 2522   | 13646    | SH | DEFINE |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 204685 | 3317424  | SH | DEFINE |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 70513  | 1142836  | SH | DEFINE |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 52445  | 850000   | SH | DEFINE |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 57175  | 926663   | SH | DEFINE |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 2715   | 44000    | SH | DEFINE |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 28     | 460      | SH | DEFINE |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 4616   | 74820    | SH | DEFINE |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 216    | 3500     | SH | DEFINE |
| UNITED TECHNOLOGIES CORP     | COM            | 913017109 | 463    | 7498     | SH | DEFINE |
| UNITEDHEALTH GROUP INC       | COM            | 91324P102 | 4343   | 165440   | SH | DEFINE |
| UNIVERSAL CORP VA            | COM            | 913456109 | 32359  | 715600   | SH | DEFINE |
| UNIVERSAL FST PRODS INC      | COM            | 913543104 | 60864  | 2031525  | SH | DEFINE |

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

|                              |                |           |        |          |    |        |
|------------------------------|----------------|-----------|--------|----------|----|--------|
| UNIVERSAL HLTH SVCS INC      | CL B           | 913903100 | 253    | 4000     | SH | DEFINE |
| UNIVERSAL TECHNICAL INST INC | COM            | 913915104 | 8763   | 703300   | SH | DEFINE |
| UNIVERSAL TECHNICAL INST INC | COM            | 913915104 | 11971  | 960186   | SH | DEFINE |
| UNUM GROUP                   | COM            | 91529Y106 | 992    | 48500    | SH | DEFINE |
| URBAN OUTFITTERS INC         | COM            | 917047102 | 951    | 30477    | SH | DEFINE |
| US BANCORP DEL               | COM NEW        | 902973304 | 144987 | 5198524  | SH | DEFINE |
| US BANCORP DEL               | COM NEW        | 902973304 | 17621  | 631800   | SH | DEFINE |
| US BANCORP DEL               | COM NEW        | 902973304 | 7364   | 264020   | SH | DEFINE |
| US BANCORP DEL               | COM NEW        | 902973304 | 139    | 5000     | SH | DEFINE |
| US BANCORP DEL               | COM NEW        | 902973304 | 584141 | 20944472 | SH | DEFINE |
| US BANCORP DEL               | COM NEW        | 902973304 | 2183   | 77928    | SH | DEFINE |
| US BANCORP DEL               | COM NEW        | 902973304 | 1979   | 70957    | SH | DEFINE |
| V F CORP                     | COM            | 918204108 | 406    | 5708     | SH | DEFINE |
| V F CORP                     | COM            | 918204108 | 35590  | 500000   | SH | DEFINE |
| V F CORP                     | COM            | 918204108 | 6597   | 92685    | SH | DEFINE |
| V F CORP                     | COM            | 918204108 | 285    | 4000     | SH | DEFINE |
| VAIL RESORTS INC             | COM            | 91879Q109 | 53323  | 1245000  | SH | DEFINE |
| VAIL RESORTS INC             | COM            | 91879Q109 | 2824   | 65940    | SH | DEFINE |
| VAIL RESORTS INC             | COM            | 91879Q109 | 223    | 5200     | SH | DEFINE |
| VAIL RESORTS INC             | COM            | 91879Q109 | 184    | 4300     | SH | DEFINE |
| VALEANT PHARMACEUTICALS INTL | COM            | 91911X104 | 17     | 1000     | SH | DEFINE |
| VALEANT PHARMACEUTICALS INTL | COM            | 91911X104 | 103982 | 6077291  | SH | DEFINE |
| VALERO ENERGY CORP NEW       | COM            | 91913Y100 | 19532  | 474300   | SH | DEFINE |
| VALERO ENERGY CORP NEW       | COM            | 91913Y100 | 1030   | 25016    | SH | DEFINE |
| VANGUARD INTL EQUITY INDEX F | EMR MKT ETF    | 922042858 | 493    | 10597    | SH | DEFINE |
| VANGUARD TAX-MANAGED FD      | EUROPE PAC ETF | 921943858 | 1144   | 26640    | SH | DEFINE |
| VANGUARD WORLD FD            | MEGA GRWTH IND | 921910816 | 1722   | 37490    | SH | DEFINE |
| VARIAN INC                   | COM            | 922206107 | 11294  | 221200   | SH | DEFINE |
| VARIAN INC                   | COM            | 922206107 | 6971   | 136503   | SH | DEFINE |
| VARIAN MED SYS INC           | COM            | 92220P105 | 117373 | 2263699  | SH | DEFINE |
| VARIAN MED SYS INC           | COM            | 92220P105 | 13872  | 267545   | SH | DEFINE |
| VARIAN MED SYS INC           | COM            | 92220P105 | 1310   | 25269    | SH | DEFINE |
| VARIAN SEMICONDUCTOR EQUIPMN | COM            | 922207105 | 22125  | 635425   | SH | DEFINE |
| VARIAN SEMICONDUCTOR EQUIPMN | COM            | 922207105 | 16     | 450      | SH | DEFINE |
| VCA ANTECH INC               | COM            | 918194101 | 45343  | 1632200  | SH | DEFINE |
| VCA ANTECH INC               | COM            | 918194101 | 450    | 16206    | SH | DEFINE |
| VECTREN CORP                 | COM            | 92240G101 | 18726  | 600000   | SH | DEFINE |
| VECTREN CORP                 | COM            | 92240G101 | 311    | 9979     | SH | DEFINE |
| VENTAS INC                   | COM            | 92276F100 | 72     | 1700     | SH | DEFINE |
| VENTAS INC                   | COM            | 92276F100 | 130979 | 3076788  | SH | DEFINE |
| VENTAS INC                   | COM            | 92276F100 | 490    | 11500    | SH | DEFINE |
| VENTAS INC                   | COM            | 92276F100 | 911    | 21400    | SH | DEFINE |
| VENTAS INC                   | COM            | 92276F100 | 13204  | 310177   | SH | DEFINE |
| VENTAS INC                   | COM            | 92276F100 | 69     | 1626     | SH | DEFINE |
| VENTAS INC                   | COM            | 92276F100 | 213    | 5000     | SH | DEFINE |
| VERIFONE HLDGS INC           | COM            | 92342Y109 | 7775   | 650640   | SH | DEFINE |
| VERIFONE HLDGS INC           | COM            | 92342Y109 | 399    | 33400    | SH | DEFINE |
| VERIGY LTD                   | SHS            | Y93691106 | 1112   | 48974    | SH | DEFINE |
| VERIGY LTD                   | SHS            | Y93691106 | 34     | 1501     | SH | DEFINE |
| VERISIGN INC                 | COM            | 92343E102 | 5390   | 142600   | SH | DEFINE |
| VERISIGN INC                 | COM            | 92343E102 | 3      | 75       | SH | DEFINE |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 484204 | 13678080 | SH | DEFINE |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 48008  | 1356171  | SH | DEFINE |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 85     | 2400     | SH | OTHER  |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 141314 | 3991928  | SH | DEFINE |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 15     | 420      | SH | DEFINE |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 1792   | 52721    | SH | DEFINE |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 89     | 2500     | SH | DEFINE |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 1581   | 44663    | SH | DEFINE |
| VERIZON COMMUNICATIONS INC   | COM            | 92343V104 | 496    | 14000    | SH | DEFINE |
| VERTEX PHARMACEUTICALS INC   | COM            | 92532F100 | 9934   | 296800   | SH | DEFINE |
| VERTEX PHARMACEUTICALS INC   | COM            | 92532F100 | 201    | 6000     | SH | DEFINE |

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

|                        |                  |           |        |          |    |        |
|------------------------|------------------|-----------|--------|----------|----|--------|
| VIACOM INC NEW         | CL A             | 92553P102 | 3061   | 100000   | SH | DEFINE |
| VIACOM INC NEW         | CL A             | 92553P102 | 506    | 16530    | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 135    | 4430     | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 1527   | 50000    | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 963    | 31519    | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 309545 | 10135715 | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 13986  | 457970   | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 2176   | 71262    | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 23086  | 755920   | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 108453 | 3551179  | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 2537   | 83021    | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 1603   | 52480    | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 782073 | 25608148 | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 26440  | 865735   | SH | DEFINE |
| VIACOM INC NEW         | CL B             | 92553P201 | 124    | 4070     | SH | DEFINE |
| VIASAT INC             | COM              | 92552V100 | 19042  | 942200   | SH | DEFINE |
| VIASAT INC             | COM              | 92552V100 | 4683   | 231720   | SH | DEFINE |
| VIASAT INC             | COM              | 92552V100 | 348    | 17200    | SH | DEFINE |
| VIASAT INC             | COM              | 92552V100 | 6844   | 338580   | SH | DEFINE |
| VIEWPOINT FINL GROUP   | COM              | 926727108 | 986    | 66972    | SH | DEFINE |
| VILLAGE SUPER MKT INC  | CL A NEW         | 927107409 | 8256   | 214000   | SH | DEFINE |
| VIRGIN MEDIA INC       | COM              | 92769L101 | 445409 | 32726621 | SH | DEFINE |
| VIOPHARMA INC          | COM              | 928241108 | 4893   | 442400   | SH | DEFINE |
| VISA INC               | COM CL A         | 92826C839 | 165940 | 2040830  | SH | DEFINE |
| VISA INC               | COM CL A         | 92826C839 | 5914   | 72731    | SH | DEFINE |
| VISA INC               | COM CL A         | 92826C839 | 268    | 3300     | SH | DEFINE |
| VMWARE INC             | CL A COM         | 928563402 | 2134   | 39630    | SH | DEFINE |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW    | 92857W209 | 29309  | 994858   | SH | DEFINE |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW    | 92857W209 | 265    | 9000     | SH | DEFINE |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW    | 92857W209 | 577    | 19576    | SH | DEFINE |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW    | 92857W209 | 28331  | 1013401  | SH | DEFINE |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW    | 92857W209 | 82465  | 2799227  | SH | DEFINE |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW    | 92857W209 | 206    | 7000     | SH | DEFINE |
| VOLCOM INC             | COM              | 92864N101 | 3116   | 130230   | SH | DEFINE |
| VOLCOM INC             | COM              | 92864N101 | 249    | 10400    | SH | DEFINE |
| VORNADO RLTY TR        | SH BEN INT       | 929042109 | 405    | 4600     | SH | DEFINE |
| VORNADO RLTY TR        | SH BEN INT       | 929042109 | 397    | 4516     | SH | DEFINE |
| VORNADO RLTY TR        | SH BEN INT       | 929042109 | 1690   | 19200    | SH | DEFINE |
| VORNADO RLTY TR        | SH BEN INT       | 929042109 | 3098   | 35200    | SH | DEFINE |
| VORNADO RLTY TR        | SH BEN INT       | 929042109 | 44292  | 503313   | SH | DEFINE |
| VORNADO RLTY TR        | SH BEN INT       | 929042109 | 110    | 1245     | SH | DEFINE |
| VORNADO RLTY TR        | SH BEN INT       | 929042109 | 572    | 6500     | SH | DEFINE |
| WABASH NATL CORP       | COM              | 929566107 | 31825  | 4209700  | SH | DEFINE |
| WABCO HLDGS INC        | COM              | 92927K102 | 203    | 4364     | SH | DEFINE |
| WABTEC CORP            | COM              | 929740108 | 243    | 5000     | SH | DEFINE |
| WACHOVIA CORP NEW      | COM              | 929903102 | 1141   | 73500    | SH | DEFINE |
| WACHOVIA CORP NEW      | COM              | 929903102 | 4376   | 281774   | SH | DEFINE |
| WACHOVIA CORP NEW      | CONV7.5%PFD CL A | 929903219 | 368241 | 417800   | SH | DEFINE |
| WACHOVIA CORP NEW      | CONV7.5%PFD CL A | 929903219 | 115    | 130      | SH | DEFINE |
| WAL MART STORES INC    | COM              | 931142103 | 236931 | 4215860  | SH | DEFINE |
| WAL MART STORES INC    | COM              | 931142103 | 19077  | 339440   | SH | DEFINE |
| WAL MART STORES INC    | COM              | 931142103 | 19425  | 345643   | SH | DEFINE |
| WAL MART STORES INC    | COM              | 931142103 | 248    | 4410     | SH | DEFINE |
| WAL MART STORES INC    | COM              | 931142103 | 260973 | 4643650  | SH | DEFINE |
| WAL MART STORES INC    | COM              | 931142103 | 40     | 720      | SH | DEFINE |
| WAL MART STORES INC    | COM              | 931142103 | 4660   | 82915    | SH | DEFINE |
| WAL MART STORES INC    | COM              | 931142103 | 236    | 4200     | SH | DEFINE |
| WAL MART STORES INC    | COM              | 931142103 | 65     | 1155     | SH | DEFINE |
| WALGREEN CO            | COM              | 931422109 | 14840  | 456490   | SH | DEFINE |
| WALGREEN CO            | COM              | 931422109 | 9561   | 294097   | SH | DEFINE |
| WALGREEN CO            | COM              | 931422109 | 19     | 570      | SH | DEFINE |
| WALGREEN CO            | COM              | 931422109 | 242    | 7450     | SH | DEFINE |

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

|                              |                 |           |        |          |     |        |
|------------------------------|-----------------|-----------|--------|----------|-----|--------|
| WALGREEN CO                  | COM             | 931422109 | 215    | 6600     | SH  | DEFINE |
| WARNACO GROUP INC            | COM NEW         | 934390402 | 47023  | 1067000  | SH  | DEFINE |
| WARNACO GROUP INC            | COM NEW         | 934390402 | 5207   | 118150   | SH  | DEFINE |
| WARNACO GROUP INC            | COM NEW         | 934390402 | 410    | 9300     | SH  | DEFINE |
| WARNACO GROUP INC            | COM NEW         | 934390402 | 322    | 7300     | SH  | DEFINE |
| WASHINGTON MUT INC           | COM             | 939322103 | 4476   | 908000   | SH  | DEFINE |
| WASHINGTON MUT INC           | COM             | 939322103 | 105379 | 21375000 | SH  | DEFINE |
| WASHINGTON MUT INC           | COM             | 939322103 | 295    | 59862    | SH  | DEFINE |
| WASHINGTON MUT INC           | COM             | 939322103 | 68326  | 13859253 | SH  | DEFINE |
| WASHINGTON MUT INC           | COM             | 939322103 | 14     | 2800     | SH  | DEFINE |
| WASHINGTON MUT INC           | CONV7.75%SER R  | 939322814 | 15109  | 25740    | SH  | DEFINE |
| WASHINGTON MUT INC           | CONV7.75%SER R  | 939322814 | 302839 | 515910   | SH  | DEFINE |
| WASHINGTON POST CO           | CL B            | 939640108 | 605    | 1030     | SH  | DEFINE |
| WASTE MGMT INC DEL           | COM             | 94106L109 | 19436  | 515400   | SH  | DEFINE |
| WASTE MGMT INC DEL           | COM             | 94106L109 | 838    | 22230    | SH  | DEFINE |
| WASTE MGMT INC DEL           | COM             | 94106L109 | 1178   | 31227    | SH  | DEFINE |
| WATERS CORP                  | COM             | 941848103 | 182442 | 2828557  | SH  | DEFINE |
| WATERS CORP                  | COM             | 941848103 | 32250  | 500000   | SH  | DEFINE |
| WATERS CORP                  | COM             | 941848103 | 1073   | 16630    | SH  | DEFINE |
| WATERS CORP                  | COM             | 941848103 | 41     | 630      | SH  | DEFINE |
| WATERS CORP                  | COM             | 941848103 | 645    | 9995     | SH  | DEFINE |
| WATERS CORP                  | COM             | 941848103 | 264    | 4100     | SH  | DEFINE |
| WATERS CORP                  | COM             | 941848103 | 2411   | 37380    | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 46716  | 1719400  | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 124    | 4570     | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 3      | 100      | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 67797  | 2495294  | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 20983  | 772280   | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 922    | 33930    | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 34762  | 1279420  | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 133179 | 4901701  | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 2200   | 81578    | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 1448   | 53280    | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 13517  | 497480   | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 25969  | 955790   | SH  | DEFINE |
| WATSON PHARMACEUTICALS INC   | COM             | 942683103 | 170    | 6260     | SH  | DEFINE |
| WATTS WATER TECHNOLOGIES INC | CL A            | 942749102 | 27866  | 1119100  | SH  | DEFINE |
| WATTS WATER TECHNOLOGIES INC | CL A            | 942749102 | 10     | 410      | SH  | DEFINE |
| WATTS WATER TECHNOLOGIES INC | CL A            | 942749102 | 40     | 1600     | SH  | DEFINE |
| WEATHERFORD INTERNATIONAL LT | COM             | G95089101 | 55119  | 1111500  | SH  | DEFINE |
| WEATHERFORD INTERNATIONAL LT | COM             | G95089101 | 351    | 7077     | SH  | DEFINE |
| WELLPOINT INC                | COM             | 94973V107 | 25686  | 538949   | SH  | DEFINE |
| WELLPOINT INC                | COM             | 94973V107 | 851    | 17851    | SH  | DEFINE |
| WELLPOINT INC                | COM             | 94973V107 | 34     | 710      | SH  | DEFINE |
| WELLPOINT INC                | COM             | 94973V107 | 653    | 13710    | SH  | DEFINE |
| WELLPOINT INC                | COM             | 94973V107 | 234    | 4900     | SH  | DEFINE |
| WELLS FARGO & CO NEW         | COM             | 949746101 | 981    | 41300    | SH  | DEFINE |
| WELLS FARGO & CO NEW         | COM             | 949746101 | 415553 | 17496980 | SH  | DEFINE |
| WELLS FARGO & CO NEW         | COM             | 949746101 | 18575  | 782109   | SH  | DEFINE |
| WELLS FARGO & CO NEW         | COM             | 949746101 | 124    | 5200     | SH  | OTHER  |
| WELLS FARGO & CO NEW         | COM             | 949746101 | 25527  | 1074840  | SH  | DEFINE |
| WELLS FARGO & CO NEW         | COM             | 949746101 | 14344  | 603793   | SH  | DEFINE |
| WELLS FARGO & CO NEW         | COM             | 949746101 | 2100   | 88416    | SH  | DEFINE |
| WERNER ENTERPRISES INC       | COM             | 950755108 | 9290   | 500000   | SH  | DEFINE |
| WERNER ENTERPRISES INC       | COM             | 950755108 | 9290   | 500000   | SH  | DEFINE |
| WESCO INTL INC               | NOTE 1.750%11/1 | 95082PAG0 | 4206   | 5000000  | PRN | DEFINE |
| WEST MARINE INC              | COM             | 954235107 | 10185  | 2484100  | SH  | DEFINE |
| WEST MARINE INC              | COM             | 954235107 | 33     | 8000     | SH  | DEFINE |
| WEST MARINE INC              | COM             | 954235107 | 9059   | 2209546  | SH  | DEFINE |
| WEST PHARMACEUTICAL SVSC INC | COM             | 955306105 | 158789 | 3668876  | SH  | DEFINE |
| WESTAR ENERGY INC            | COM             | 95709T100 | 23831  | 1107900  | SH  | DEFINE |
| WESTERN DIGITAL CORP         | COM             | 958102105 | 2172   | 62911    | SH  | DEFINE |



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

|                              |               |           |        |          |    |        |
|------------------------------|---------------|-----------|--------|----------|----|--------|
| WESTERN DIGITAL CORP         | COM           | 958102105 | 4865   | 140900   | SH | DEFINE |
| WESTERN UN CO                | COM           | 959802109 | 213    | 8600     | SH | DEFINE |
| WESTERN UN CO                | COM           | 959802109 | 1952   | 78977    | SH | DEFINE |
| WESTFIELD FINANCIAL INC NEW  | COM           | 96008P104 | 4655   | 514380   | SH | DEFINE |
| WESTLAKE CHEM CORP           | COM           | 960413102 | 65215  | 4388600  | SH | DEFINE |
| WEYERHAEUSER CO              | COM           | 962166104 | 1197   | 23410    | SH | DEFINE |
| WEYERHAEUSER CO              | COM           | 962166104 | 892759 | 17457165 | SH | DEFINE |
| WEYERHAEUSER CO              | COM           | 962166104 | 205    | 4000     | SH | DEFINE |
| WHITE MTNS INS GROUP LTD     | COM           | G9618E107 | 322    | 750      | SH | DEFINE |
| WHITE MTNS INS GROUP LTD     | COM           | G9618E107 | 877733 | 2045998  | SH | DEFINE |
| WHITE RIVER CAPITAL INC      | COM           | 96445P105 | 10588  | 722550   | SH | DEFINE |
| WHITING PETE CORP NEW        | COM           | 966387102 | 477    | 4500     | SH | DEFINE |
| WHOLE FOODS MKT INC          | COM           | 966837106 | 5024   | 212084   | SH | DEFINE |
| WHOLE FOODS MKT INC          | COM           | 966837106 | 118    | 5000     | SH | DEFINE |
| WHOLE FOODS MKT INC          | COM           | 966837106 | 237    | 10000    | SH | DEFINE |
| WILLIAMS COS INC DEL         | COM           | 969457100 | 40310  | 1000000  | SH | DEFINE |
| WILLIAMS COS INC DEL         | COM           | 969457100 | 8613   | 213657   | SH | DEFINE |
| WILLIAMS PARTNERS L P        | COM UNIT L P  | 96950F104 | 1626   | 49500    | SH | DEFINE |
| WILLIS GROUP HOLDINGS LTD    | SHS           | G96655108 | 1305   | 41600    | SH | DEFINE |
| WILLIS GROUP HOLDINGS LTD    | SHS           | G96655108 | 4916   | 156700   | SH | DEFINE |
| WILLIS GROUP HOLDINGS LTD    | SHS           | G96655108 | 204    | 6404     | SH | DEFINE |
| WILLIS GROUP HOLDINGS LTD    | SHS           | G96655108 | 39134  | 1247490  | SH | DEFINE |
| WILMINGTON TRUST CORP        | COM           | 971807102 | 615    | 23261    | SH | DEFINE |
| WILMINGTON TRUST CORP        | COM           | 971807102 | 48     | 1800     | SH | DEFINE |
| WINDSTREAM CORP              | COM           | 97381W104 | 6976   | 565298   | SH | DEFINE |
| WINDSTREAM CORP              | COM           | 97381W104 | 185    | 15000    | SH | DEFINE |
| WINDSTREAM CORP              | COM           | 97381W104 | 0      | 25       | SH | DEFINE |
| WINNEBAGO INDS INC           | COM           | 974637100 | 20668  | 2028300  | SH | DEFINE |
| WIPRO LTD                    | SPON ADR 1 SH | 97651M109 | 2362   | 193940   | SH | DEFINE |
| WISCONSIN ENERGY CORP        | COM           | 976657106 | 45220  | 1000000  | SH | DEFINE |
| WISCONSIN ENERGY CORP        | COM           | 976657106 | 769    | 17005    | SH | DEFINE |
| WMS INDS INC                 | COM           | 929297109 | 670    | 22500    | SH | DEFINE |
| WOLVERINE WORLD WIDE INC     | COM           | 978097103 | 124529 | 4669260  | SH | DEFINE |
| WOLVERINE WORLD WIDE INC     | COM           | 978097103 | 1888   | 70799    | SH | DEFINE |
| WPP GROUP PLC                | SPON ADR 0905 | 929309409 | 1439   | 30100    | SH | DEFINE |
| WRIGLEY WM JR CO             | COM           | 982526105 | 725    | 9320     | SH | DEFINE |
| WRIGLEY WM JR CO             | COM           | 982526105 | 333984 | 4293954  | SH | DEFINE |
| WSB HOLDINGS INC             | COM           | 92934C101 | 675    | 123555   | SH | DEFINE |
| WUXI PHARMATECH CAYMAN INC   | SPONS ADR SHS | 929352102 | 463    | 22800    | SH | DEFINE |
| WYETH                        | COM           | 983024100 | 232033 | 4838060  | SH | DEFINE |
| WYETH                        | COM           | 983024100 | 28776  | 600000   | SH | DEFINE |
| WYETH                        | COM           | 983024100 | 22493  | 468992   | SH | DEFINE |
| WYETH                        | COM           | 983024100 | 2091   | 43600    | SH | DEFINE |
| WYETH                        | COM           | 983024100 | 356    | 7419     | SH | DEFINE |
| WYETH                        | COM           | 983024100 | 240    | 5000     | SH | DEFINE |
| WYNDHAM WORLDWIDE CORP       | COM           | 98310W108 | 4      | 208      | SH | DEFINE |
| WYNDHAM WORLDWIDE CORP       | COM           | 98310W108 | 49481  | 2762776  | SH | DEFINE |
| XCEL ENERGY INC              | COM           | 98389B100 | 17280  | 861000   | SH | DEFINE |
| XCEL ENERGY INC              | COM           | 98389B100 | 48168  | 2400000  | SH | DEFINE |
| XCEL ENERGY INC              | COM           | 98389B100 | 365    | 18202    | SH | DEFINE |
| XENOPORT INC                 | COM           | 98411C100 | 4395   | 112600   | SH | DEFINE |
| XINYUAN REAL ESTATE CO LTD   | SPONS ADR     | 98417P105 | 1361   | 224200   | SH | DEFINE |
| XL CAP LTD                   | CL A          | G98255105 | 199    | 9703     | SH | DEFINE |
| XL CAP LTD                   | CL A          | G98255105 | 800    | 38915    | SH | DEFINE |
| XL CAP LTD                   | CL A          | G98255105 | 3030   | 147390   | SH | DEFINE |
| XL CAP LTD                   | CL A          | G98255105 | 148    | 7200     | SH | DEFINE |
| XL CAP LTD                   | CL A          | G98255105 | 481    | 23402    | SH | DEFINE |
| XL CAP LTD                   | CL A          | G98255105 | 5569   | 270857   | SH | DEFINE |
| XM SATELLITE RADIO HLDGS INC | CL A          | 983759101 | 694    | 88500    | SH | DEFINE |
| XM SATELLITE RADIO HLDGS INC | CL A          | 983759101 | 296    | 37750    | SH | DEFINE |
| XM SATELLITE RADIO HLDGS INC | CL A          | 983759101 | 2      | 247      | SH | DEFINE |
| XM SATELLITE RADIO HLDGS INC | CL A          | 983759101 | 15     | 1950     | SH | DEFINE |

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

|                   |             |           |       |           |    |        |
|-------------------|-------------|-----------|-------|-----------|----|--------|
| XTO ENERGY INC    | COM         | 98385X106 | 24084 | 351533    | SH | DEFINE |
| XTO ENERGY INC    | COM         | 98385X106 | 313   | 4563      | SH | DEFINE |
| XYRATEX LTD       | COM         | G98268108 | 10355 | 621900    | SH | DEFINE |
| YAHOO INC         | COM         | 984332106 | 33056 | 1600000   | SH | DEFINE |
| YAHOO INC         | COM         | 984332106 | 4048  | 195910    | SH | DEFINE |
| YAHOO INC         | COM         | 984332106 | 207   | 10000     | SH | DEFINE |
| YAMANA GOLD INC   | COM         | 98462Y100 | 31418 | 1899527   | SH | DEFINE |
| YAMANA GOLD INC   | COM         | 98462Y100 | 18    | 1118      | SH | DEFINE |
| YRC WORLDWIDE INC | COM         | 984249102 | 10409 | 700000    | SH | DEFINE |
| YUM BRANDS INC    | COM         | 988498101 | 1521  | 43348     | SH | DEFINE |
| ZALE CORP NEW     | COM         | 988858106 | 78607 | 4161300   | SH | DEFINE |
| ZIMMER HLDGS INC  | COM         | 98956P102 | 2858  | 42000     | SH | DEFINE |
| ZIMMER HLDGS INC  | COM         | 98956P102 | 4355  | 64000     | SH | DEFINE |
| ZIMMER HLDGS INC  | COM         | 98956P102 | 31264 | 459422    | SH | DEFINE |
| ZOLTEK COS INC    | COM         | 98975W104 | 378   | 15600     | SH | DEFINE |
| ZUMIEZ INC        | COM         | 989817101 | 38599 | 2328074   | SH | DEFINE |
| ZUMIEZ INC        | COM         | 989817101 | 3374  | 203500    | SH | DEFINE |
| ZUMIEZ INC        | COM         | 989817101 | 242   | 14600     | SH | DEFINE |
|                   |             |           | ----- |           |    |        |
|                   | GRAND TOTAL |           |       | 136089513 |    |        |