

JOHNSON CHARLES B
Form 5
October 23, 2018

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
JOHNSON CHARLES B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SAN MATEO, CA 94403-1906

__X__ Form Filed by One Reporting Person
___ Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value \$.10 | 11/08/2017 | ^ | G | 17,446 D | \$ 0 (1) 96,308,897 | D | ^ |
| Common Stock, par value \$.10 | 11/21/2017 | ^ | G | 145,350 D | \$ 0 (1) 96,308,897 | D | ^ |
| Common Stock, par | 12/06/2017 | ^ | G | 450,425 D | \$ 0 (1) 96,308,897 | D | ^ |

value \$.10

| | | | | | | | | | |
|-------------------------------|------------|---|---|--------|---|-------------|--------------------|---|-----------------------------|
| Common Stock, par value \$.10 | 12/13/2017 | Â | G | 23,800 | D | \$ 0 (1) | 96,308,897 | D | Â |
| Common Stock, par value \$.10 | 01/30/2018 | Â | G | 23,000 | D | \$ 0 (1) | 96,308,897 | D | Â |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 21,652.1939 (2) | I | By 401(k) (3) |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 4,059,651 | I | By IRA |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 1,350,000 | I | By Spouse |
| Common Stock, par value \$.10 | Â | Â | Â | Â | Â | Â | 817,800 | I | By Trust Held By Spouse (4) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
 Â Â X Â Â

JOHNSON CHARLES B
C/O FRANKLIN RESOURCES, INC.
ONE FRANKLIN PARKWAY
SAN MATEO, CA 94403-1906

Signatures

/s/ Charles B. 10/23/2018
Johnson

__Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Not applicable.
- (2) On November 10, 2017, pursuant to a required minimum distribution from the Franklin Templeton 401(k) Retirement Plan, the Reporting Person's plan balance was reduced by 1,189.3312 shares on such date per such required withdrawal.
- (3) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of September 30, 2017.
- (4) Trust of which Reporting Person's spouse is the lifetime beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.