

FRANKLIN RESOURCES INC

Form 13F-HR

February 14, 2007

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2006

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-734

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN San Mateo, California February 12, 2007

Report Type (Check only one.):

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

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 16

Form 13F Information Table Entry Total: 4,269

Form 13F Information Table Value Total: \$ 165,714,166
(thousands)

List of Other Included Managers:

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

No.	Form 13F File Number	Name
A	28-3578	FRANKLIN ADVISERS, INC.
C	28-11763	TEMPLETON ASSET MANAGEMENT LTD.
D	28-11753	FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED
E	28-11761	FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED
L	28-11855	FRANKLIN TEMPLETON INVESTMENTS (ASIA) LTD.
M	28-11755	FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED
N		FRANKLIN TEMPLETON INSTITUTIONAL, LLC
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC
3	28-11744	TEMPLETON CAPITAL ADVISORS LTD.
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC
6	28-6174	FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, LLC
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-3877	FIDUCIARY TRUST COMPANY INTERNATIONAL

FORM 13F INFORMATION TABLE
FOR PERIOD ENDED 12/31/2006
REPORTING MANAGER: FRANKLIN RES

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL MENT DISCRETION
3COM CORP	COM	885535104	107	26000 SH	DEFINE
3M CO	COM	88579Y101	39276	504000 SH	DEFINE
3M CO	COM	88579Y101	10100	129600 SH	DEFINE
3M CO	COM	88579Y101	2360	30281 SH	DEFINE
3M CO	COM	88579Y101	62344	800000 SH	DEFINE
3M CO	COM	88579Y101	25731	330183 SH	DEFINE
3M CO	COM	88579Y101	32622	418609 SH	DEFINE
3M CO	COM	88579Y101	613394	7871089 SH	DEFINE
3M CO	COM	88579Y101	304	3900 SH	DEFINE

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

3M CO	COM	88579Y101	49	630	SH	DEFINE
A.O. SMITH CORP	COM	831865209	45891	1221800	SH	DEFINE
A.O. SMITH CORP	COM	831865209	4	116	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	393086	8069914	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	30529	626751	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	11667	239510	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2850	58513	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	19484	400000	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	22859	469291	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	40678	835108	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	7239	148620	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2304	47293	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2061	42313	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	18664	383167	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	129	2650	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	12	240	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	24983	8355470	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	29827	9975567	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	4659	1558100	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	184	61500	SH	DEFINE
ABM INDUSTRIES INC	COM	000957100	81318	3580735	SH	DEFINE
ABN AMRO HOLDING NV	SPONSORED ADR	000937102	534	16650	SH	DEFINE
ABX AIR INC	COM	00080S101	12647	1825000	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	725769	19652557	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	4916	133124	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	7583	205335	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	19	520	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	1096	29670	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	87642	2373201	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	5888	159440	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	1139	30840	SH	DEFINE
ACE LTD	COM	G0070K103	996626	16454111	SH	DEFINE
ACE LTD	COM	G0070K103	364371	6015715	SH	DEFINE
ACE LTD	COM	G0070K103	1916	31634	SH	DEFINE
ACE LTD	COM	G0070K103	2138	35300	SH	DEFINE
ACE LTD	COM	G0070K103	912	15059	SH	DEFINE
ACE LTD	COM	G0070K103	2132	35202	SH	DEFINE
ACE LTD	COM	G0070K103	9158	151192	SH	DEFINE
ACE LTD	COM	G0070K103	78191	1290922	SH	DEFINE
ACE LTD	COM	G0070K103	131	2160	SH	DEFINE
ACE LTD	COM	G0070K103	3167	52280	SH	DEFINE
ACE LTD	COM	G0070K103	157	2590	SH	DEFINE
ACM INCOME FUND INC	COM	000912105	109	13386	SH	DEFINE
ACTEL CORP	COM	004934105	22397	1233302	SH	DEFINE
ACTIVISION INC	COM	004930202	1669	96813	SH	DEFINE
ACTIVISION INC	COM	004930202	47	2700	SH	DEFINE
ACTIVISION INC	COM	004930202	116670	6767389	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	1110	27200	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	5958	145991	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	65047	1593910	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COM	000886309	6420	441873	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	86	2095	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	348	8454	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	23252	565476	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	102423	2490831	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	99	2400	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	6	140	SH	DEFINE
ADOLOR CORP	COM	00724X102	752	100000	SH	DEFINE
ADOLOR CORP	COM	00724X102	21904	2912770	SH	DEFINE
ADVANCE AUTO PARTS	COM	00751Y106	58855	1655080	SH	DEFINE
ADVANCED LIFE SCIENCES HOLDINGS IN	COM	00765H107	2332	857300	SH	DEFINE
ADVANCED MAGNETICS INC	COM	00753P103	5034	84300	SH	DEFINE

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

ADVANCED MAGNETICS INC	COM	00753P103	8289	138800	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	3129	88888	SH	DEFINE
AEGEAN MARINE PETROLEUM NETWORK IN	COM	Y0017S102	2460	150000	SH	DEFINE
AEGON NV	ORD AMER REG	007924103	389	20523	SH	DEFINE
AERCAP HOLDINGS NV	COM	N00985106	1194	51500	SH	DEFINE
AES CORP	COM	00130H105	2170	98460	SH	DEFINE
AES CORP	COM	00130H105	1	39	SH	DEFINE
AETERNA ZENTARIS INC	COM	007975204	1133	279700	SH	DEFINE
AETNA INC	COM	00817Y108	163148	3778325	SH	DEFINE
AETNA INC	COM	00817Y108	768	17791	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COM	008190100	3631	74348	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	2718	25850	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	2904	27624	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	145486	1383863	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	189	1800	SH	DEFINE
AFFYMAX INC	COM	00826A109	6985	205200	SH	DEFINE
AFFYMETRIX INC	NOTE 0.750%12/1	00826TAF5	10075	10000000	PRN	DEFINE
AFLAC INC	COM	001055102	156920	3411300	SH	DEFINE
AFLAC INC	COM	001055102	1566	34045	SH	DEFINE
AFLAC INC	COM	001055102	3822	83090	SH	DEFINE
AFLAC INC	COM	001055102	24730	537605	SH	DEFINE
AFLAC INC	COM	001055102	59531	1294150	SH	DEFINE
AFLAC INC	COM	001055102	189	4100	SH	DEFINE
AFLAC INC	COM	001055102	29	620	SH	DEFINE
AGCO CORP	COM	001084102	92511	2990010	SH	DEFINE
AGERE SYSTEMS INC	COM	00845V308	10636	554800	SH	DEFINE
AGERE SYSTEMS INC	COM	00845V308	3	175	SH	DEFINE
AGILE SOFTWARE CORP	COM	00846X105	10819	1759250	SH	DEFINE
AGILE SOFTWARE CORP	COM	00846X105	17583	2859100	SH	DEFINE
AGILE SOFTWARE CORP	COM	00846X105	89	14495	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	13940	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	2917	83708	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	29691	851972	SH	DEFINE
AGL RESOURCES INC	COM	001204106	1668	42869	SH	DEFINE
AGL RESOURCES INC	COM	001204106	23	600	SH	DEFINE
AGL RESOURCES INC	COM	001204106	82684	2125000	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	53612	1300000	SH	DEFINE
AIR FRANCE-KLM	SPONSORED ADR	009119108	23023	550000	SH	DEFINE
AIR FRANCE-KLM	*W EXP 11/05/2000	009119116	5315	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	1476	21000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	35140	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	11	150	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	9662	137475	SH	DEFINE
AIRGAS INC	COM	009363102	35370	872900	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	1632	30722	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	23	428	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	72	1350	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	149915	2822190	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	52	858	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	20964	344408	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	41	675	SH	DEFINE
ALAMO GROUP INC	COM	011311107	2463	105000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	53349	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	19750	500000	SH	DEFINE
ALBERTO-CULVER CO	COM	013078100	64172	2991700	SH	DEFINE
ALBERTO-CULVER CO	COM	013078100	51	2400	SH	DEFINE
ALCAN INC	COM	013716105	41402	729163	SH	DEFINE
ALCAN INC	COM	013716105	100303	1814466	SH	DEFINE
ALCAN INC	COM	013716105	20902	368122	SH	DEFINE
ALCAN INC	COM	013716105	2191	44956	SH	DEFINE
ALCAN INC	COM	013716105	2437	50000	SH	DEFINE
ALCAN INC	COM	013716105	53	940	SH	DEFINE

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

ALCATEL-LUCENT	SPONSORED ADR	013904305	718	50485	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	3118	219300	SH	DEFINE
ALCOA INC	COM	013817101	4195	139800	SH	DEFINE
ALCOA INC	COM	013817101	2089	69604	SH	DEFINE
ALCOA INC	COM	013817101	1393	46418	SH	DEFINE
ALCOA INC	COM	013817101	2276	75831	SH	DEFINE
ALCOA INC	COM	013817101	31468	1048600	SH	DEFINE
ALCON INC	COM	H01301102	11177	100000	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	3939	88845	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	355	8000	SH	DEFINE
ALEXANDER'S INC	COM	014752109	203977	486065	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COM	015271109	52	515	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COM	015271109	21	208	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COM	015271109	100	1000	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COM	015271109	25692	255900	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	5546	137300	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	284150	781492	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	37	102	SH	DEFINE
ALLERGAN INC	COM	018490102	47896	400000	SH	DEFINE
ALLERGAN INC	COM	018490102	11312	94475	SH	DEFINE
ALLERGAN INC	COM	018490102	18168	151730	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	1449	23192	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	98035	1569314	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC	COM	018772103	33787	4785700	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LT PARTN	01881G106	17949	223250	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LT PARTN	01881G106	1206	15000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LT PARTN	01881G106	322	4000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LT PARTN	01881G106	563	7000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	60	1600	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	177708	4705000	SH	DEFINE
ALLIED CAPITAL CORP	COM	01903Q108	586	17931	SH	DEFINE
ALLIED IRISH BANKS PLC	SPONSORED ADR	019228402	5684	93510	SH	DEFINE
ALLIED IRISH BANKS PLC	SPONSORED ADR	019228402	1694	27871	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	PFD CV D 6.25%	019589704	16003	48000	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COM	01988P108	75	2783	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COM	01988P108	167987	6224050	SH	DEFINE
ALLSTATE CORP	COM	020002101	12286	188700	SH	DEFINE
ALLSTATE CORP	COM	020002101	130	2000	SH	DEFINE
ALLSTATE CORP	COM	020002101	16730	256943	SH	DEFINE
ALLSTATE CORP	COM	020002101	8641	132713	SH	DEFINE
ALLSTATE CORP	COM	020002101	9	134	SH	DEFINE
ALLTEL CORP	COM	020039103	2134	35290	SH	DEFINE
ALLTEL CORP	COM	020039103	530	8765	SH	DEFINE
ALLTEL CORP	COM	020039103	17362	287062	SH	DEFINE
ALLTEL CORP	COM	020039103	55316	914620	SH	DEFINE
ALLTEL CORP	COM	020039103	151	2500	SH	DEFINE
ALLTEL CORP	COM	020039103	25	410	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	2846	200000	SH	DEFINE
ALTERA CORP	COM	021441100	1589	80750	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	874770	10193079	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4	43	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	17085	199085	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	19751	230148	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	19593	228298	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	146	1700	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	25	290	SH	DEFINE
ALZA CORP	SDCV 7/2	02261WAB5	1368750	15000000	PRN	DEFINE
AMBAC FINANCIAL GROUP INC	COM	023139108	8560	96100	SH	DEFINE
AMDOCS LTD	COM	G02602103	2063	53232	SH	DEFINE
AMDOCS LTD	COM	G02602103	29	758	SH	DEFINE
AMDOCS LTD	COM	G02602103	2562	66125	SH	DEFINE
AMDOCS LTD	COM	G02602103	206504	5329129	SH	DEFINE

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

AMEDISYS INC	COM	023436108	951	28935	SH	DEFINE
AMEREN CORP	COM	023608102	4551	84698	SH	DEFINE
AMEREN CORP	COM	023608102	783875	14589141	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	1583	35000	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	138	3055	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	53	1161	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	49324	1090766	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	128864	2849720	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	42941	949600	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	2035	45000	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	769	17000	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	33915	750000	SH	DEFINE
AMERICAN AXLE & MFG HOLDINGS INC	COM	024061103	23263	1225000	SH	DEFINE
AMERICAN COMMERCIAL LINES	COM	025195207	8274	126300	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COM	02553E106	8741	280080	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	15	350	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	1939	45527	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	456917	10730800	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	4	65	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	33588	553611	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	4	64	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	1167235	16288512	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	53325	744143	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	43111	601600	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	247935	3459877	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	287470	4011580	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	5428	75745	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	27583	384916	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	134734	1880189	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	143	2000	SH CALL	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	45774	638765	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	2534	35360	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	12397	172998	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	121984	1702255	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	148	2070	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	10134	141411	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	2047	28566	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COM	027070101	8678	975000	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	6623	357590	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	91337	4931800	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	NOTE 3.250% 7/0	02744MAA6	17569	15000000	PRN	DEFINE
AMERICAN NATIONAL INSURANCE CO	COM	028591105	92692	812300	SH	DEFINE
AMERICAN PACIFIC CORP	COM	028740108	5404	676300	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COM	029066107	138495	4527447	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COM	029066107	12236	400000	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COM	029066107	545	17800	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	286244	6243050	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	906	19750	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	13998	305300	SH	DEFINE
AMERICAN STATES WATER CO	COM	029899101	11860	307100	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	107	2865	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	44	1177	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	15724	421770	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	110473	2963344	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	559	15000	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	1044	28000	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	36455	871085	SH	DEFINE
AMERIPRISE FINANCIAL INC	COM	03076C106	4029	73923	SH	DEFINE
AMERIPRISE FINANCIAL INC	COM	03076C106	8	149	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	4808	106940	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	156	3480	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	162	3600	SH	DEFINE

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

AMERISOURCEBERGEN CORP	COM	03073E105	6	127	SH	DEFINE
AMETEK INC	COM	031100100	578	18150	SH	DEFINE
AMGEN INC	COM	031162100	71	1039	SH	DEFINE
AMGEN INC	COM	031162100	63665	932000	SH	DEFINE
AMGEN INC	COM	031162100	482	7053	SH	DEFINE
AMGEN INC	COM	031162100	49221	720558	SH	DEFINE
AMGEN INC	COM	031162100	87442	1280082	SH	DEFINE
AMGEN INC	COM	031162100	137	2000	SH	DEFINE
AMGEN INC	COM	031162100	22	320	SH	DEFINE
AMR CORP	COM	001765106	32648	1080000	SH	DEFINE
AMR CORP	COM	001765106	15	488	SH	DEFINE
AMREP CORP	COM	032159105	735	6000	SH	DEFINE
ANADARKO PETROLEUM CORP	COM	032511107	4374	100497	SH	DEFINE
ANADARKO PETROLEUM CORP	COM	032511107	7	161	SH	DEFINE
ANADIGICS INC	COM	032515108	5356	604500	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	6196	188511	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	10019	304800	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	20465	2491132	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	2858	347900	SH	DEFINE
ANGLO AMERICAN PLC	SPONSORED ADR	03485P102	53	2155	SH	DEFINE
ANGLO AMERICAN PLC	SPONSORED ADR	03485P102	15768	645958	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	148	3150	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	171604	3644173	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	41923	852100	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	2332	47407	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	6097	123917	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	38938	791430	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	44775	910057	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	241	4900	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	31	640	SH	DEFINE
ANNALY CAPITAL MANAGEMENT INC	COM	035710409	201	14425	SH	DEFINE
ANSOFT CORP	COM	036384105	2391	86000	SH	DEFINE
ANSYS INC	COM	03662Q105	2175	50010	SH	DEFINE
AON CORP	COM	037389103	973	27521	SH	DEFINE
AON CORP	COM	037389103	23949	677673	SH	DEFINE
AON CORP	COM	037389103	12156	343980	SH	DEFINE
AON CORP	COM	037389103	78	2199	SH	DEFINE
AON CORP	COM	037389103	2092	59190	SH	DEFINE
AON CORP	COM	037389103	3511	99361	SH	DEFINE
AON CORP	COM	037389103	56330	1593946	SH	DEFINE
APACHE CORP	COM	037411105	4923	74020	SH	DEFINE
APACHE CORP	COM	037411105	30117	452813	SH	DEFINE
APEX SILVER MINES LTD	COM	G04074103	3178	200000	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	42144	2182500	SH	DEFINE
APOLLO GROUP INC	COM	037604105	297	7623	SH	DEFINE
APOLLO GROUP INC	COM	037604105	61	1555	SH	DEFINE
APOLLO INVESTMENT CORP	COM	03761U106	4480	200000	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	19496	229800	SH PUT	DEFINE
APPLE COMPUTER INC	COM	037833100	133	1563	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	84840	1000000	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	200	2362	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	29444	347054	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	102083	1203245	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	42	500	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	6	70	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	1930	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	117	3200	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	1181	32200	SH	DEFINE
APPLERA CORP-CELERA GENOMICS GROUP	COM	038020202	20	1400	SH	DEFINE
APPLERA CORP-CELERA GENOMICS GROUP	COM	038020202	1869	133600	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COM	03820C105	36998	1406250	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	1	77	SH	DEFINE

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

APPLIED MATERIALS INC	COM	038222105	254	13770	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	3522	190911	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	19428	1052982	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	159	8600	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	18	960	SH	DEFINE
APTARGROUP INC	COM	038336103	26273	445000	SH	DEFINE
AQUA AMERICA INC	COM	03836W103	248	10866	SH	DEFINE
AQUILA INC	COM	03840P102	634	134800	SH	DEFINE
AQUILA INC	COM	03840P102	986	209710	SH	DEFINE
AQUILA INC	COM	03840P102	57	12140	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD B	038496204	11078	180900	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD B	038496204	15	249	SH	DEFINE
ARAMARK CORP	COM	038521100	6394	191160	SH	DEFINE
ARBOR REALTY TRUST INC	COM	038923108	21289	707500	SH	DEFINE
ARCH COAL INC	COM	039380100	19459	648000	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	7174	224467	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	2315	39775	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	2293	39400	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	407	7000	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	7148	122800	SH	DEFINE
ARES CAPITAL CORP	COM	04010L103	13008	680699	SH	DEFINE
ARES CAPITAL CORP	COM	04010L103	143	7500	SH	DEFINE
ARES CAPITAL CORP	COM	04010L103	10006	523596	SH	DEFINE
ARGON ST INC	COM	040149106	9524	442137	SH	DEFINE
ARGON ST INC	COM	040149106	18788	872220	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	1562	303900	SH	DEFINE
ARIBA INC	COM	04033V203	14286	1845800	SH	DEFINE
ARIES MARITIME TRNSPRT LTD	COM	G0474B105	3266	356200	SH	DEFINE
ARLINGTON TANKERS LTD	COM	G04899103	2360	101000	SH	DEFINE
ARMSTRONG WORLD INDUSTRIES INC	COM	04247X102	2120	50000	SH	DEFINE
ARMSTRONG WORLD INDUSTRIES INC	COM	04247X102	68171	1608186	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	7278	581800	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	20772	1660426	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	158	12600	SH	DEFINE
ARROW ELECTRONICS INC	COM	042735100	905	28700	SH	DEFINE
ARROW ELECTRONICS INC	COM	042735100	388	12300	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	74768	2530230	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	56	1900	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	249	20000	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	21824	1752900	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	957	76900	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	436	35000	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	3964	318400	SH	DEFINE
ASHLAND INC	COM	044209104	17011	245894	SH	DEFINE
ASHLAND INC	COM	044209104	392	5669	SH	DEFINE
ASM INTERNATIONAL NV	COM	N07045102	229	14300	SH	DEFINE
ASML HOLDING NV	N Y SHS	N07059111	10913	443090	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	54354	2062000	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	11582	439364	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	8	289	SH	DEFINE
ASSISTED LIVING CONCEPTS INC	COM	04544X102	1731	175000	SH	DEFINE
ASSURANT INC	COM	04621X108	47150	853400	SH	DEFINE
ASSURANT INC	COM	04621X108	53	958	SH	DEFINE
ASSURANT INC	COM	04621X108	22	397	SH	DEFINE
ASSURANT INC	COM	04621X108	22652	409982	SH	DEFINE
ASTEC INDUSTRIES INC	COM	046224101	6463	184131	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	12995	242666	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	779	14550	SH	DEFINE
AT&T INC	COM	00206R102	11430	319730	SH	DEFINE
AT&T INC	COM	00206R102	3658	102326	SH	DEFINE
AT&T INC	COM	00206R102	20442	571809	SH	DEFINE
AT&T INC	COM	00206R102	26701	746886	SH	DEFINE

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

AT&T INC	COM	00206R102	985205	27558194	SH	DEFINE
AT&T INC	COM	00206R102	1332	37255	SH	DEFINE
AT&T INC	COM	00206R102	35271	986607	SH	DEFINE
AT&T INC	COM	00206R102	171	4770	SH	DEFINE
ATHEROGENICS INC	COM	047439104	971	98000	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	17964	842600	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COM	049079205	15904	542800	SH	DEFINE
ATMI INC	COM	00207R101	6008	196800	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	43862	1374548	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	340	10641	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	179653	5630000	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	14799	302200	SH	DEFINE
AUSTRALIA & NEW ZEALAND BANKING GR	SPONSORED ADR	052528304	2772	24850	SH	DEFINE
AUTODESK INC	COM	052769106	53	1310	SH	DEFINE
AUTODESK INC	COM	052769106	21	516	SH	DEFINE
AUTODESK INC	COM	052769106	121	3000	SH	DEFINE
AUTODESK INC	COM	052769106	39217	969270	SH	DEFINE
AUTOLIV INC	COM	052800109	1362	22593	SH	DEFINE
AUTOLIV INC	COM	052800109	1435	23800	SH	DEFINE
AUTOLIV INC	COM	052800109	1348	22357	SH	DEFINE
AUTOLIV INC	COM	052800109	54	900	SH	DEFINE
AUTOLIV INC	COM	052800109	16214	268891	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	68	1380	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	39400	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	11620	235932	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	416	3200	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	299	2300	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	2302	17700	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	637	4900	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	7166	55100	SH	DEFINE
AVAYA INC	COM	053499109	161722	11568070	SH	DEFINE
AVAYA INC	COM	053499109	21933	1568891	SH	DEFINE
AVAYA INC	COM	053499109	318	22720	SH	DEFINE
AVAYA INC	COM	053499109	84	6024	SH	DEFINE
AVAYA INC	COM	053499109	2433	174070	SH	DEFINE
AVAYA INC	COM	053499109	43941	3143110	SH	DEFINE
AVENTINE RENEWABLE ENERGY HOLDINGS	COM	05356X403	1077	45700	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	1990	29290	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	48	700	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	31384	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	1329	19570	SH	DEFINE
AVIS BUDGET GROUP INC	COM	053774105	28241	1302027	SH	DEFINE
AVIS BUDGET GROUP INC	COM	053774105	0	8	SH	DEFINE
AVOCENT CORP	COM	053893103	48974	1446800	SH	DEFINE
AVOCENT CORP	COM	053893103	6729	198800	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	202	6100	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	18468	558950	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	32301	800909	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	431	10680	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	826	20480	SH	DEFINE
AXCAN PHARMA INC	COM	054923107	71937	4338775	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COM	G0692U109	1281	38380	SH	DEFINE
AZTAR CORP	COM	054802103	49876	916500	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1544	20675	SH	DEFINE
BAKER HUGHES INC	COM	057224107	5006	67050	SH	DEFINE
BALDOR ELECTRIC CO	COM	057741100	334	10000	SH	DEFINE
BALDWIN & LYONS INC	COM	057755209	5830	228264	SH	DEFINE
BALL CORPORATION	COM	058498106	475	10900	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTARIA SA	SPONSORED ADR	05946K101	6160	256021	SH	DEFINE
BANCO BRADESCO SA	SP ADR PFD NEW	059460303	14458	358318	SH	DEFINE
BANCO BRADESCO SA	SP ADR PFD NEW	059460303	456125	11304224	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	COM	P16994132	44523	2625200	SH	DEFINE

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

BANCO SANTANDER CENTRAL HISPANO SA	ADR	05964H105	25888	1387359	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	ADR	05964H105	607	32540	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	27362	512489	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	32526	609219	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	16579	310527	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	6380	119497	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	23302	436450	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	67554	1265290	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	985273	18454263	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	2224	41650	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	7098	132952	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	111152	2081889	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	7035	131775	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	1231	23050	SH	DEFINE
BANK OF HAWAII CORP	COM	062540109	711	13178	SH	DEFINE
BANK OF IRELAND	SPONSORED ADR	46267Q103	253	2750	SH	DEFINE
BANK OF MONTREAL	COM	063671101	319900	4636229	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	588489	14947640	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	13618	345893	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	20375	517534	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	19299	490194	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	10	242	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	995	25280	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	8707	221153	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	93863	2384135	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	5943	150951	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	1086	27575	SH	DEFINE
BANK OF NOVA SCOTIA	COM	064149107	430220	8257576	SH	DEFINE
BANK OF NOVA SCOTIA	COM	064149107	606	13532	SH	DEFINE
BARCLAYS PLC	SPONSORED ADR	06738E204	4084	70245	SH	DEFINE
BARCLAYS PLC	SPONSORED ADR	06738E204	52	900	SH	DEFINE
BARNES & NOBLES INC	COM	067774109	314	7900	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	15192	423763	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	35432	988341	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	25928	723238	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	187	6084	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	216115	7039589	SH	DEFINE
BASF AG	SPONSORED ADR	055262505	3395	34920	SH	DEFINE
BASF AG	SPONSORED ADR	055262505	16527	170009	SH	DEFINE
BASF AG	SPONSORED ADR	055262505	656	6745	SH	DEFINE
BASIC ENERGY SERVICES INC	COM	06985P100	1662	67411	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COM	070203104	14621	894800	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COM	070203104	16	1000	SH	DEFINE
BAUSCH & LOMB INC	COM	071707103	227656	4372960	SH	DEFINE
BAUSCH & LOMB INC	COM	071707103	167	3200	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	18556	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	2222	47892	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	1999	43100	SH	DEFINE
BAYTEX ENERGY TR	COM	073176109	495	22200	SH	DEFINE
BB&T CORP	COM	054937107	210	4774	SH	DEFINE
BBVA BANCO FRANCES SA	SPONSORED ADR	07329M100	14549	1531450	SH	DEFINE
BCE INC	COM	05534B760	4660	172583	SH	DEFINE
BCE INC	COM	05534B760	1229	45512	SH	DEFINE
BCE INC	COM	05534B760	1030	38138	SH	DEFINE
BCE INC	COM	05534B760	1062	39327	SH	DEFINE
BEACON ROOFING SUPPLY INC	COM	073685109	62	3293	SH	DEFINE
BEACON ROOFING SUPPLY INC	COM	073685109	26	1403	SH	DEFINE
BEACON ROOFING SUPPLY INC	COM	073685109	34660	1841650	SH	DEFINE
BEAR STEARNS & CO INC	COM	073902108	148293	911000	SH	DEFINE
BEAR STEARNS & CO INC	COM	073902108	865	5312	SH	DEFINE
BEARINGPOINT INC	COM	074002106	8982	1141250	SH	DEFINE
BEARINGPOINT INC	COM	074002106	2332	296287	SH	DEFINE

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

BEARINGPOINT INC	COM	074002106	23688	3009900	SH	DEFINE
BEARINGPOINT INC	COM	074002106	13849	1759700	SH	DEFINE
BEARINGPOINT INC	COM	074002106	99	12595	SH	DEFINE
BEARINGPOINT INC	COM	074002106	11521	1463970	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	401	6700	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	1776	29700	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	94710	1350112	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	91	1300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1634	23300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1051	14977	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	4948	129875	SH	DEFINE
BELLSOUTH CORP	COM	079860102	789066	16749434	SH	DEFINE
BELLSOUTH CORP	COM	079860102	1429	30332	SH	DEFINE
BELLSOUTH CORP	COM	079860102	268	5680	SH	DEFINE
BELLSOUTH CORP	COM	079860102	31385	666210	SH	DEFINE
BELLSOUTH CORP	COM	079860102	578698	12283972	SH	DEFINE
BELLSOUTH CORP	COM	079860102	18	390	SH	DEFINE
BEMIS COMPANY INC	COM	081437105	80132	2358200	SH	DEFINE
BEMIS COMPANY INC	COM	081437105	12732	374687	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1425	41297	SH	DEFINE
BERKLEY W R CORP	COM	084423102	22	635	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	449089	4083	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	4620	42	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	25298	230	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	1285567	350673	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	18	5	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	21798	5946	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	1525	416	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	19769	401885	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	39563	804298	SH	DEFINE
BEST BUY COMPANY INC	SDCV 2.250% 1/1	086516AF8	33376	29900000	PRN	DEFINE
BEVERLY HILLS BANCORP INC	COM	087866109	5803	700000	SH	DEFINE
BEVERLY HILLS BANCORP INC	COM	087866109	8	1000	SH	DEFINE
BG GROUP PLC	SPONSORED ADR	055434203	7426	108505	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	5	115	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	5130	129065	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	21188	867643	SH	DEFINE
BIG LOTS INC	COM	089302103	43777	1910000	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	4996	183610	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	16647	611800	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	19676	400000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	6813	138495	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	30564	621344	SH	DEFINE
BIOGEN IDEC INC	NOTE 2/1	449370AC9	697375	3500000	PRN	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	177	6200	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	31205	1091100	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	1759	61500	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	449	15700	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	5457	190800	SH	DEFINE
BIOMET INC	COM	090613100	1409	34150	SH	DEFINE
BIOMET INC	COM	090613100	6	134	SH	DEFINE
BIOVAIL CORP	COM	09067J109	111	4500	SH	DEFINE
BIOVAIL CORP	COM	09067J109	438	20700	SH	DEFINE
BIOVAIL CORP	COM	09067J109	3	143	SH	DEFINE
BISYS GROUP INC	COM	055472104	147	11400	SH	DEFINE
BJ SERVICES CO	COM	055482103	10688	364537	SH	DEFINE
BJ SERVICES CO	COM	055482103	15	504	SH	DEFINE
BJ'S RESTAURANT INC	COM	09180C106	11063	547400	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	4700	58772	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	31	386	SH	DEFINE
BLACKROCK GLOBAL OPP EQTY TR	COM	092501105	890	30075	SH	DEFINE
BLACKROCK INC	COM	09247X101	15	100	SH	DEFINE

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

BLACKROCK INC	COM	09247X101	31551	207711	SH	DEFINE
BLACKROCK MUNIHOLDINGS INSURED FUN	COM	09254A101	169	13000	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIPAL	COM	09249U105	538	36750	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	12753	2410730	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	2	308	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	4319	816440	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	11589	359922	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	1077	33439	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	17303	537370	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	320	9950	SH	DEFINE
BOB EVANS FARMS INC	COM	096761101	17415	508900	SH	DEFINE
BOEING CO	COM	097023105	1	10	SH	DEFINE
BOEING CO	COM	097023105	88840	1000000	SH	DEFINE
BOEING CO	COM	097023105	213	2400	SH	DEFINE
BOEING CO	COM	097023105	4437	49939	SH	DEFINE
BOEING CO	COM	097023105	26817	301858	SH	DEFINE
BOEING CO	COM	097023105	53	600	SH	DEFINE
BOEING CO	COM	097023105	9	100	SH	DEFINE
BORG WARNER INC	COM	099724106	1668	28264	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	2719	24300	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	305	2728	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	793915	46211597	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	41732	2429086	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	280311	16316137	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	0	28	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	22729	1322980	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	5937	345556	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	4658	271136	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	1365	79470	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	6574	382670	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	67128	3907319	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	53	3060	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	2475	144090	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	559	32530	SH	DEFINE
BOTTOMLINE TECHNOLOGIES INC	COM	101388106	8205	716631	SH	DEFINE
BOWATER INC	COM	102183100	17874	794400	SH	DEFINE
BOWATER INC	COM	102183100	6492	288550	SH	DEFINE
BOWATER INC	COM	102183100	55139	2450600	SH	DEFINE
BOWATER INC	COM	102183100	23429	1041268	SH	DEFINE
BOWATER INC	COM	102183100	84	3740	SH	DEFINE
BOWATER INC	COM	102183100	1744	77500	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	12	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	14760	219970	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3033	45200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	29605	441210	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	28109	418916	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	19808	295200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	7499	111756	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	78340	1167516	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	305278	4549600	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COM	055630107	3832	49775	SH	DEFINE
BRADY CORP	COM	104674106	216829	5816222	SH	DEFINE
BRADY CORP	COM	104674106	75	2000	SH	DEFINE
BRANDYWINE REALTY TRUST	COM	105368203	42	1275	SH	DEFINE
BRANDYWINE REALTY TRUST	COM	105368203	40462	1216900	SH	DEFINE
BRE PROPERTIES INC	COM	05564E106	1381	21232	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	27626	1025100	SH	DEFINE
BRINKS COMPANY	COM	109696104	265	4150	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	686606	26086862	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	36319	1379887	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2122	80628	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	22651	860601	SH	DEFINE

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

BRISTOL MYERS SQUIBB CO	COM	110122108	13006	494153	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	483071	18353771	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2645	100490	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	3805	144581	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	108520	4123096	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	102	3860	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	2173	60200	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	10949	303390	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	61234	1696700	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	518	14355	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	4076	112940	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	127	3520	SH	DEFINE
BRITISH AIRWAYS PLC	SPONSORED ADR	110419306	849	8225	SH	DEFINE
BRITISH AIRWAYS PLC	SPONSORED ADR	110419306	51635	500000	SH	DEFINE
BRITISH AIRWAYS PLC	SPONSORED ADR	110419306	6	58	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	7136	125950	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	17	305	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	SPONSORED ADR	111013108	17611	427445	SH	DEFINE
BROADCOM CORP	COM	111320107	1645	50927	SH	DEFINE
BROADCOM CORP	COM	111320107	17897	553925	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COM	112463104	197	4100	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COM	112463104	1229	25600	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	48	1005	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	166619	2956326	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	33	690	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	22782	472850	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	32	805	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	2029	51600	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	26630	677100	SH	DEFINE
BROWN & BROWN INC	COM	115236101	18839	667800	SH	DEFINE
BROWN SHOE CO INC	COM	115736100	67103	1405600	SH	DEFINE
BROWN-FORMAN CORP	COM	115637100	45294	671720	SH	DEFINE
BROWN-FORMAN CORP	COM	115637209	101775	1536462	SH	DEFINE
BROWN-FORMAN CORP	COM	115637209	201	3040	SH	DEFINE
BRUNSWICK CORP	COM	117043109	335	10500	SH	DEFINE
BUCKEYE PARTNERS LP	UNIT LTD PARTN	118230101	277	5960	SH	DEFINE
BUNGE LTD	COM	G16962105	160443	2212700	SH	DEFINE
BUNGE LTD	COM	G16962105	3073	42379	SH	DEFINE
BUNGE LTD	COM	G16962105	409	5640	SH	DEFINE
BUNGE LTD	COM	G16962105	22118	305033	SH	DEFINE
BUNGE LTD	COM	G16962105	213711	2947336	SH	DEFINE
BUNGE LTD	COM	G16962105	145	2000	SH	DEFINE
BUNGE LTD	COM	G16962105	23	320	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	42072	570000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	39292	532346	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	1680	41083	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	35	861	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	149152	3647638	SH	DEFINE
C R BARD INC	COM	067383109	1333	16070	SH	DEFINE
C R BARD INC	COM	067383109	1394	16800	SH	DEFINE
C R BARD INC	COM	067383109	104507	1259575	SH	DEFINE
CA, INC.	COM	12673P105	295	13017	SH	DEFINE
CABLEVISION SYSTEMS CORP	COM	12686C109	201997	7092598	SH	DEFINE
CABLEVISION SYSTEMS CORP	COM	12686C109	50	1757	SH	DEFINE
CABOT CORP	COM	127055101	36982	848800	SH	DEFINE
CABOT CORP	COM	127055101	36145	829582	SH	DEFINE
CABOT CORP	COM	127055101	456	10470	SH	DEFINE
CABOT CORP	COM	127055101	13022	298883	SH	DEFINE
CACI INTERNATIONAL INC	COM	127190304	226	4000	SH	DEFINE
CADBURY SCHWEPPEES PLC	SPONSORED ADR	127209302	75	1750	SH	DEFINE
CADBURY SCHWEPPEES PLC	SPONSORED ADR	127209302	30909	719990	SH	DEFINE
CADBURY SCHWEPPEES PLC	SPONSORED ADR	127209302	324	7540	SH	DEFINE

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

CADENCE DESIGN SYS INC	COM	127387108	478009	26689497	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	22418	1251709	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	3147	175697	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1240	69230	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	18	1000	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	2391	133526	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	4535	253209	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	66773	3728269	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	2234	124760	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1179	65852	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	294	23900	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	8516	691200	SH	DEFINE
CAE INC	COM	124765108	3926	365173	SH	DEFINE
CAE INC	COM	124765108	30992	2882943	SH	DEFINE
CAE INC	COM	124765108	16202	1507145	SH	DEFINE
CAE INC	COM	124765108	216	20096	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COM	12811R104	17337	646168	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	20118	603952	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COM	130788102	218	5400	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COM	130788102	16160	400000	SH	DEFINE
CALUMET SPECIALTY PRODS PTNRS	COM	131476103	259	6475	SH	DEFINE
CAMECO CORP	COM	13321L108	1227	26000	SH	DEFINE
CAMECO CORP	COM	13321L108	231	4900	SH	DEFINE
CAMECO CORP	COM	13321L108	21399	524280	SH	DEFINE
CAMECO CORP	COM	13321L108	930	23000	SH	DEFINE
CAMECO CORP	COM	13321L108	1659	36000	SH	DEFINE
CAMECO CORP	COM	13321L108	728	18000	SH	DEFINE
CAMECO CORP	COM	13321L108	28320	600000	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	1037	26677	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COM	136069101	288606	2935976	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COM	136069101	251	2982	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	84	1957	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	339045	6771527	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	6868	159605	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	24596	571600	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COM	136385101	269416	4334939	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COM	136385101	16	300	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	128499	2092821	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	70	1318	SH	DEFINE
CANON INC	SPONSORED ADR	138006309	6494	114757	SH	DEFINE
CANON INC	SPONSORED ADR	138006309	17667	312186	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	28880	375940	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	67	870	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	473	6155	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	7333	95459	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	80520	1048159	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	169	2200	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	21	270	SH	DEFINE
CAPITAL TRUST- CL A- REIT	COM	14052H506	80	1610	SH	DEFINE
CAPITAL TRUST- CL A- REIT	COM	14052H506	24266	485900	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	4375	160187	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	717	26251	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	393	14407	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	221777	8120736	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	207	7587	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	32	1172	SH	DEFINE
CAPITALSOURCE INC	BCV 3.500% 7/1	14055XAD4	9269	8000000	PRN	DEFINE
CARBO CERAMICS INC	COM	140781105	10613	284000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	515	8000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	2653	41170	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	19329	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1466	22760	SH	DEFINE

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

CARDINAL HEALTH INC	COM	14149Y108	1994	30944	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	2911	45183	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	801	12430	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	4753	73777	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	1363	104700	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	2624	235328	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	498	20100	SH	DEFINE
CAREMARK RX INC	COM	141705103	281089	4921890	SH	DEFINE
CAREMARK RX INC	COM	141705103	1	19	SH	DEFINE
CAREMARK RX INC	COM	141705103	4319	75625	SH	DEFINE
CAREMARK RX INC	COM	141705103	101	1775	SH	DEFINE
CAREMARK RX INC	COM	141705103	27707	485144	SH	DEFINE
CARLISLE COMPANIES INC	COM	142339100	257467	3279837	SH	DEFINE
CARNIVAL CORP	COM	143658300	15538	316770	SH	DEFINE
CARNIVAL CORP	COM	143658300	3767	76789	SH	DEFINE
CARNIVAL CORP	COM	143658300	24525	500000	SH	DEFINE
CARNIVAL CORP	COM	143658300	2526	51489	SH	DEFINE
CARNIVAL CORP	COM	143658300	7924	161547	SH	DEFINE
CARNIVAL CORP	COM	143658300	119880	2444036	SH	DEFINE
CARNIVAL CORP	COM	143658300	3692	75270	SH	DEFINE
CARNIVAL CORP	COM	143658300	85545	1744033	SH	DEFINE
CARNIVAL CORP	DBCV 2.000% 4/1	143658AN2	36006	28020000	PRN	DEFINE
CASELLA WASTE SYSTEMS INC	COM	147448104	15737	1286738	SH	DEFINE
CASEYS GENERAL STORES INC	COM	147528103	40880	1735900	SH	DEFINE
CATERPILLAR INC	COM	149123101	4	60	SH	DEFINE
CATERPILLAR INC	COM	149123101	5654	92187	SH	DEFINE
CATERPILLAR INC	COM	149123101	2147	35000	SH	DEFINE
CATO CORP	COM	149205106	10310	450000	SH	DEFINE
CAVALIER HOMES INC	COM	149507105	1814	432000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COM	12497T101	397	11950	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	COM	124830100	24081	555500	SH	DEFINE
CBS CORP	COM	124857103	3122	100000	SH	DEFINE
CBS CORP	COM	124857103	287	9190	SH	DEFINE
CBS CORP	COM	124857202	1559	50000	SH	DEFINE
CBS CORP	COM	124857202	38	1207	SH	DEFINE
CBS CORP	COM	124857202	2927	93886	SH	DEFINE
CBS CORP	COM	124857202	7	219	SH	DEFINE
CDI CORP	COM	125071100	5234	210200	SH	DEFINE
CDW CORP	COM	12512N105	499	7100	SH	DEFINE
CE FRANKLIN LTD	COM	125151100	412	35100	SH	DEFINE
CEDAR FAIR LP	DEPOSITRY UNIT	150185106	1774	63775	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM	150602209	29	1835	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM	150602209	33495	2105300	SH	DEFINE
CELANESE CORP	COM	150870103	1178	45500	SH	DEFINE
CELANESE CORP	COM	150870103	3	116	SH	DEFINE
CELANESE CORP	PF 4.25% CONV	150870202	13594	375000	SH	DEFINE
CELESTICA INC	COM	15101Q108	2685	343812	SH	DEFINE
CELESTICA INC	COM	15101Q108	11866	1306777	SH	DEFINE
CELESTICA INC	COM	15101Q108	88	9685	SH	DEFINE
CELGENE CORP	COM	151020104	993	17257	SH	DEFINE
CELGENE CORP	COM	151020104	52	897	SH	DEFINE
CELGENE CORP	COM	151020104	37326	648801	SH	DEFINE
CELGENE CORP	COM	151020104	148743	2585492	SH	DEFINE
CELGENE CORP	COM	151020104	316	5500	SH	DEFINE
CELGENE CORP	COM	151020104	690	12000	SH	DEFINE
CELGENE CORP	NOTE 1.750% 6/0	151020AC8	14265	3000000	PRN	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	219	6476	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	1016	30000	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	6	178	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	2148	63400	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	11045	326006	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	787	23240	SH	DEFINE

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

CEMEX SAB	SPONSORED ADR	151290889	1491	44000	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	508	15000	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	27104	800000	SH	DEFINE
CENTENNIAL BANK HOLDINGS INC	COM	151345303	69822	7380737	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	87	5250	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	138387	8346600	SH	DEFINE
CENTERPOINT ENERGY INC	NOTE 3.750% 5/1	15189TAM9	14575	10000000	PRN	DEFINE
CENTEX CORP	COM	152312104	599	10650	SH	DEFINE
CENTEX CORP	COM	152312104	27887	495600	SH	DEFINE
CENTRAL FUND CANADA- CLASS A	COM	153501101	9854	1055000	SH	DEFINE
CENTRAL GARDEN & PET CO	COM	153527106	8328	172000	SH	DEFINE
CENTRAL GARDEN & PET CO	COM	153527106	194	4000	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	14677	815400	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	220	12211	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	3009	167165	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COM	155771108	622	26400	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COM	155771108	47	2000	SH	DEFINE
CENTURYTEL INC	COM	156700106	650	14893	SH	DEFINE
CENTURYTEL INC	COM	156700106	4	93	SH	DEFINE
CENVEO INC	COM	15670S105	1459	68800	SH	DEFINE
CEPHALON INC	COM	156708109	7284	103448	SH	DEFINE
CERIDIAN CORP	COM	156779100	3066	109589	SH	DEFINE
CERIDIAN CORP	COM	156779100	148	5300	SH	DEFINE
CERNER CORP	COM	156782104	1484	32624	SH	DEFINE
CERNER CORP	COM	156782104	38030	835830	SH	DEFINE
CGI GROUP INC	COM	39945C109	9839	1210200	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COM	158787101	6394	920000	SH	DEFINE
CHAPARRAL STEEL	COM	159423102	39843	900000	SH	DEFINE
CHAPARRAL STEEL	COM	159423102	2	48	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COM	159864107	200	4625	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COM	159864107	178	4114	SH	DEFINE
CHARLES SCHWAB CORP	COM	808513105	1097	56716	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	59870	4425000	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	8	557	SH	DEFINE
CHARTERMAC	SH BEN INT	160908109	58	2700	SH	DEFINE
CHARTERMAC	SH BEN INT	160908109	25573	1191100	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	379302	17303915	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	279259	12739940	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	21626	986576	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	32456	1480670	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	1699	77496	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	6626	302260	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	3732	170260	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	30188	1377203	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	154	7030	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	3997	182350	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	884	40310	SH	DEFINE
CHECKPOINT SYSTEMS INC	COM	162825103	283	14000	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	17806	534709	SH	DEFINE
CHEROKEE INC	COM	16444H102	215	5000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	21746	748600	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	668	23000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	981	33783	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	253	8710	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1699	58484	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	16640	572805	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	84	2900	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	12	430	SH	DEFINE
CHESAPEAKE ENERGY CORP	6.25% PFD CONV	165167818	235151	937450	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	194634	2647000	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	4874	66280	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	6437	87546	SH	DEFINE

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

CHEVRON CORPORATION	COM	166764100	22818	310322	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	46954	638574	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	701743	9543628	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	735	10000	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	8878	120740	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	90341	1228623	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	7615	103560	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	1784	24260	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COM	167760107	101	199	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COM	167760107	43	84	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COM	167760107	652	1280	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COM	167760107	56970	111760	SH	DEFINE
CHICO'S FAS INC	COM	168615102	415894	20101216	SH	DEFINE
CHICO'S FAS INC	COM	168615102	19152	925680	SH	DEFINE
CHICO'S FAS INC	COM	168615102	734	35500	SH	DEFINE
CHICO'S FAS INC	COM	168615102	2560	123730	SH	DEFINE
CHICO'S FAS INC	COM	168615102	2405	116233	SH	DEFINE
CHICO'S FAS INC	COM	168615102	3657	176740	SH	DEFINE
CHICO'S FAS INC	COM	168615102	659	31860	SH	DEFINE
CHINA LIFE INSURANCE CO LTD	SPONSORED ADR	16939P106	1969	38986	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	3145	72775	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	12482	288800	SH	DEFINE
CHINA SOUTHERN AIRLINES CO LTD	SPONSORED ADR	169409109	595	29100	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656105	3007	52750	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COM	170032809	12936	810000	SH	DEFINE
CHOICEPOINT INC	COM	170388102	6301	160000	SH	DEFINE
CHOICEPOINT INC	COM	170388102	134	3397	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	21252	1138900	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	11922	638900	SH	DEFINE
CHROMCRAFT REVINGTON INC	COM	171117104	1718	200000	SH	DEFINE
CHUBB CORP	COM	171232101	7095	134100	SH	DEFINE
CHUBB CORP	COM	171232101	53	1000	SH	DEFINE
CHUBB CORP	COM	171232101	18393	347632	SH	DEFINE
CHUBB CORP	COM	171232101	25	480	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	355393	18012830	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	184514	9351935	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	239838	12155995	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	4987	252781	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	29891	1514996	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	1176	59598	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	5275	267369	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	277	14020	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	79	4029	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	128	6502	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	201	10200	SH	DEFINE
CHURCH & DWIGHT CO INC	COM	171340102	1198	28090	SH	DEFINE
CIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	7700	159750	SH	DEFINE
CIA SANEAMENTO BASICO DO ESADO DE	SPONSORED ADR	20441A102	22823	674050	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	210927	8035304	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	71748	2733242	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	8	306	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	105381	4014498	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	26	1000	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	6300	240000	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	519979	19808724	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	2259	86068	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	2102	80090	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	4131	157368	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	843	32126	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	29770	1001024	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	5536	186130	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2070	69600	SH	DEFINE

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

CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	5	154	SH	DEFINE
CIGNA CORP	COM	125509109	105691	803310	SH	DEFINE
CIGNA CORP	COM	125509109	9599	72960	SH	DEFINE
CIGNA CORP	COM	125509109	2263	17200	SH	DEFINE
CIGNA CORP	COM	125509109	953	7240	SH	DEFINE
CIGNA CORP	COM	125509109	2688	20428	SH	DEFINE
CIGNA CORP	COM	125509109	15	116	SH	DEFINE
CIGNA CORP	COM	125509109	1212	9215	SH	DEFINE
CIGNA CORP	COM	125509109	1988	15111	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	245	6715	SH	DEFINE
CINCINNATI FINANCIAL CORP	COM	172062101	480	10600	SH	DEFINE
CINCINNATI FINANCIAL CORP	COM	172062101	32	700	SH	DEFINE
CINTAS CORP	COM	172908105	93263	2348600	SH	DEFINE
CINTAS CORP	COM	172908105	745	18750	SH	DEFINE
CIRCOR INTERNATIONAL INC	COM	17273K109	34881	948100	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	158	5768	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	36896	1350000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	938	34324	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	81396	2978266	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	191230	6997062	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	268	9800	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	219	8000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	46	1680	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	273	10000	SH	DEFINE
CIT GROUP INC	COM	125581108	124099	2225200	SH	DEFINE
CIT GROUP INC	COM	125581108	4300	77100	SH	DEFINE
CITIGROUP INC	COM	172967101	16870	302869	SH	DEFINE
CITIGROUP INC	COM	172967101	437844	7860756	SH	DEFINE
CITIGROUP INC	COM	172967101	7487	134414	SH	DEFINE
CITIGROUP INC	COM	172967101	18835	338154	SH	DEFINE
CITIGROUP INC	COM	172967101	117566	2110699	SH	DEFINE
CITIGROUP INC	COM	172967101	305808	5490270	SH	DEFINE
CITIGROUP INC	COM	172967101	373	6700	SH	DEFINE
CITIGROUP INC	COM	172967101	51	910	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	6349	441801	SH	DEFINE
CITRIX SYSTEMS INC	COM	177376100	436	16115	SH	DEFINE
CITY NATIONAL CORP	COM	178566105	6426	90253	SH	DEFINE
CITY NATIONAL CORP	COM	178566105	36459	512060	SH	DEFINE
CLARCOR INC	COM	179895107	12919	382117	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	13582	725904	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	16324	872461	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	8815	182100	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	242	5000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	417844	11756999	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	1730	48684	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	17770	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	6	175	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	266	7487	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	19509	548928	SH	DEFINE
CLECO CORP	COM	12561W105	25242	1000492	SH	DEFINE
CLOROX CO	COM	189054109	5905	92052	SH	DEFINE
CLOROX CO	COM	189054109	9	137	SH	DEFINE
CMS ENERGY CORP	COM	125896100	716	42900	SH	DEFINE
CMS ENERGY CORP	NOTE 2.875%12/0	125896AW0	7673	6000000	PRN	DEFINE
CNA SURETY CORP	COM	12612L108	301	14000	SH	DEFINE
CNH GLOBAL NV	COM	N20935206	54029	1979100	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	1260	13310	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	18	185	SH	DEFINE
COACH INC	COM	189754104	29466	685890	SH	DEFINE
COACH INC	COM	189754104	9439	219710	SH	DEFINE
COACH INC	COM	189754104	279	6500	SH	DEFINE
COACH INC	COM	189754104	687	16000	SH	DEFINE

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

COAST DISTRIBUTION SYSTEM INC	COM	190345108	578	66800	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	1163	121601	SH	DEFINE
COCA-COLA CO	COM	191216100	29674	615000	SH	DEFINE
COCA-COLA CO	COM	191216100	2240	46435	SH	DEFINE
COCA-COLA CO	COM	191216100	1872	38797	SH	DEFINE
COCA-COLA CO	COM	191216100	24748	512909	SH	DEFINE
COCA-COLA CO	COM	191216100	39478	818188	SH	DEFINE
COCA-COLA CO	COM	191216100	121	2500	SH	DEFINE
COCA-COLA CO	COM	191216100	21	430	SH	DEFINE
COCA-COLA ENTERPRISES INC	COM	191219104	248453	12167160	SH	DEFINE
COCA-COLA ENTERPRISES INC	COM	191219104	1	40	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COM	192446102	2090	27082	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COM	192446102	63	816	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COM	192446102	12138	157310	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COM	192446102	229984	2980611	SH	DEFINE
COGNOS INC	COM	19244C109	991	20000	SH	DEFINE
COGNOS INC	COM	19244C109	377	7615	SH	DEFINE
COGNOS INC	COM	19244C109	10243	227383	SH	DEFINE
COGNOS INC	COM	19244C109	594	14000	SH	DEFINE
COGNOS INC	COM	19244C109	1161	24000	SH	DEFINE
COGNOS INC	COM	19244C109	425	10000	SH	DEFINE
COGNOS INC	COM	19244C109	17343	350000	SH	DEFINE
COHERENT INC	COM	192479103	14048	444986	SH	DEFINE
COHERENT INC	COM	192479103	98	3100	SH	DEFINE
COHERENT INC	COM	192479103	12622	399800	SH	DEFINE
COHU INC	COM	192576106	37397	1855000	SH	DEFINE
COINSTAR INC	COM	19259P300	5670	185470	SH	DEFINE
COINSTAR INC	COM	19259P300	14193	464280	SH	DEFINE
COINSTAR INC	COM	19259P300	126	4127	SH	DEFINE
COINSTAR INC	COM	19259P300	2273	74346	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COM	19388P106	581	60000	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COM	19388P106	12667	1307200	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	396	6064	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	4	65	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	19707	302072	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	33	511	SH	DEFINE
COMCAST CORP	COM	20030N101	6350	150000	SH	DEFINE
COMCAST CORP	COM	20030N101	2547	60179	SH	DEFINE
COMCAST CORP	COM	20030N101	8	181	SH	DEFINE
COMCAST CORP	COM	20030N200	791321	18894968	SH	DEFINE
COMCAST CORP	COM	20030N200	34704	828660	SH	DEFINE
COMCAST CORP	COM	20030N200	362280	8650432	SH	DEFINE
COMCAST CORP	COM	20030N200	4	90	SH	DEFINE
COMCAST CORP	COM	20030N200	1955	46688	SH	DEFINE
COMCAST CORP	COM	20030N200	8376	200000	SH	DEFINE
COMCAST CORP	COM	20030N200	2276	54350	SH	DEFINE
COMCAST CORP	COM	20030N200	3032	72397	SH	DEFINE
COMERICA INC	COM	200340107	490	8358	SH	DEFINE
COMFORT SYSTEMS USA INC	COM	199908104	126	10000	SH	DEFINE
COMMERCE BANCORP INC	COM	200519106	3595	101922	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COM	202608105	4643	212980	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	1344	36793	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	257	7050	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	100216	2744153	SH	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	SPON ADR PFD	20441B407	63705	5801929	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	899	30000	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	4728	157700	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	17988	600000	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	36169	1288986	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	22726	809900	SH	DEFINE
COMPASS BANCSHARES INC	COM	20449H109	579	9700	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	5204	153105	SH	DEFINE

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

COMPUTER SCIENCES CORP	COM	205363104	53370	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	4265	79908	SH	DEFINE
COMVERSE TECHNOLOGY INC	COM	205862402	5064	239900	SH	DEFINE
COMVERSE TECHNOLOGY INC	DEBT 5/1	205862AL9	757	6000	PRN	DEFINE
CON-WAY INC	COM	205944101	185	4200	SH	DEFINE
CON-WAY INC	COM	205944101	3644	82744	SH	DEFINE
CON-WAY INC	COM	205944101	3445	78220	SH	DEFINE
CON-WAY INC	COM	205944101	48	1100	SH	DEFINE
CON-WAY INC	COM	205944101	8	190	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	390	14445	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	2027	126343	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	6014	374940	SH	DEFINE
CONEXANT SYSTEMS INC	NOTE 4.000% 2/0	207142AF7	265331	265000000	PRN	DEFINE
CONOCOPHILLIPS	COM	20825C104	5591	77700	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	3313	46040	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	16072	223383	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	52458	729085	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	94098	1307830	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	151	2100	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	25	350	SH	DEFINE
CONSECO INC	PFD B CV 5.50%	208464867	11363	450000	SH	DEFINE
CONSECO INC	COM NEW	208464883	187130	9365879	SH	DEFINE
CONSECO INC	COM NEW	208464883	1	38	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	22337	695200	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1845	38372	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	283863	5905200	SH	DEFINE
CONSTELLATION BRANDS INC	COM	21036P108	13235	456063	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	456976	6635339	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	2	33	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	553	8025	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	259364	3766000	SH	DEFINE
CONTINENTAL AIRLINES INC	COM	210795308	20625	500000	SH	DEFINE
CONTINENTAL AIRLINES INC	COM	210795308	11	264	SH	DEFINE
CONTINENTAL MATERIAL CORP	COM	211615307	2884	109000	SH	DEFINE
CONVERGYS CORP	COM	212485106	95389	4011330	SH	DEFINE
CONVERGYS CORP	COM	212485106	21724	913530	SH	DEFINE
CONVERGYS CORP	COM	212485106	26914	1131780	SH	DEFINE
CONVERGYS CORP	COM	212485106	235	9900	SH	DEFINE
CONVERGYS CORP	COM	212485106	13262	557708	SH	DEFINE
COOPER COMPANIES INC	COM	216648402	17745	398760	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	24604	1805110	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	3787	277860	SH	DEFINE
CORN PRODUCTS INTL INC	COM	219023108	97320	2817600	SH	DEFINE
CORN PRODUCTS INTL INC	COM	219023108	1127	32620	SH	DEFINE
CORNING INC	COM	219350105	32676	1746452	SH	DEFINE
CORNING INC	COM	219350105	4906	262210	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	63	723	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	28	314	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	38576	439860	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	COM	22002T108	128	2543	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	COM	22002T108	40265	797800	SH	DEFINE
COSI INC	COM	22122P101	4959	974350	SH	DEFINE
COST PLUS INC	COM	221485105	17367	1686107	SH	DEFINE
COST PLUS INC	COM	221485105	5496	533560	SH	DEFINE
COSTAR GROUP INC	COM	22160N109	11007	205500	SH	DEFINE
COSTCO WHOLESALE CORP	COM	22160K105	27514	520408	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	173441	4085766	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	8886	209333	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	722	17000	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	191	4500	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	679	16000	SH	DEFINE
COURIER CORP	COM	222660102	7794	200000	SH	DEFINE

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

COUSINS PROPERTIES INC	COM	222795106	22	620	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	265	7500	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	5238	148500	SH	DEFINE
COVANCE INC	COM	222816100	276	4685	SH	DEFINE
COVANCE INC	COM	222816100	6718	114030	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1008	20147	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	906	18108	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	73633	1471187	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	9993	244100	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	3271	79900	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	11715	167710	SH	DEFINE
CREE INC	COM	225447101	509	29400	SH	DEFINE
CRITICAL THERAPEUTICS INC	COM	22674T105	268	131322	SH	DEFINE
CRITICAL THERAPEUTICS INC	COM	22674T105	1509	739880	SH	DEFINE
CROCS INC	COM	227046109	9096	210560	SH	DEFINE
CROCS INC	COM	227046109	450	10427	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	1150	35594	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	6	172	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	82461	2552958	SH	DEFINE
CROWN HOLDINGS INC	COM	228368106	253	12075	SH	DEFINE
CSX CORP	COM	126408103	733	21286	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	1	26	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	482	8632	SH	DEFINE
CURRENCYSHARES EURO TRUST	COM	23130C108	447	3375	SH	DEFINE
CURTISS WRIGHT CORP	COM	231561101	309	8340	SH	DEFINE
CVS CORP	COM	126650100	93	3003	SH	DEFINE
CVS CORP	COM	126650100	610	19746	SH	DEFINE
CVS CORP	COM	126650100	15037	486468	SH	DEFINE
CVS CORP	COM	126650100	73445	2376100	SH	DEFINE
CVS CORP	COM	126650100	176	5700	SH	DEFINE
CVS CORP	COM	126650100	29	950	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	775	100000	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	23	2953	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	4121	531800	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	4691	83004	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	843	14910	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	2027	35870	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	596	10540	SH	DEFINE
CYTOGEN CORP	COM	232824300	171	73500	SH	DEFINE
CYTYC CORP	COM	232946103	1744	61631	SH	DEFINE
CYTYC CORP	COM	232946103	600	21200	SH	DEFINE
CYTYC CORP	COM	232946103	79574	2811787	SH	DEFINE
D R HORTON INC	COM	23331A109	40968	1546550	SH	DEFINE
D R HORTON INC	COM	23331A109	65261	2463600	SH	DEFINE
D R HORTON INC	COM	23331A109	2801	105739	SH	DEFINE
D R HORTON INC	COM	23331A109	3141	118558	SH	DEFINE
D R HORTON INC	COM	23331A109	80363	3033700	SH	DEFINE
DAIMLERCHRYSLER AG	COM	D1668R123	3721	60585	SH	DEFINE
DANAHER CORP	COM	235851102	36006	497040	SH	DEFINE
DANAHER CORP	COM	235851102	20156	278240	SH	DEFINE
DANAHER CORP	COM	235851102	362	5000	SH	DEFINE
DANAHER CORP	COM	235851102	869	12000	SH	DEFINE
DAVITA INC	COM	23918K108	2668	46900	SH	DEFINE
DEALERTRACK HOLDINGS INC	COM	242309102	7676	260900	SH	DEFINE
DEAN FOODS INC	COM	242370104	1738	41100	SH	DEFINE
DEAN FOODS INC	COM	242370104	572	13527	SH	DEFINE
DEERE & CO	COM	244199105	2071	21781	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	732	66320	SH	DEFINE
DELL INC	COM	24702R101	317097	12638385	SH	DEFINE
DELL INC	COM	24702R101	1	36	SH	DEFINE
DELL INC	COM	24702R101	12545	500000	SH	DEFINE

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

DELL INC	COM	24702R101	503	20040	SH	DEFINE
DELL INC	COM	24702R101	6189	246688	SH	DEFINE
DELL INC	COM	24702R101	29972	1194568	SH	DEFINE
DELL INC	COM	24702R101	138	5500	SH	DEFINE
DELL INC	COM	24702R101	24	960	SH	DEFINE
DELTA APPAREL INC	COM	247368103	11621	680000	SH	DEFINE
DENBURY RESOURCES INC	COM	247916208	23	830	SH	DEFINE
DENBURY RESOURCES INC	COM	247916208	1	50	SH	DEFINE
DENBURY RESOURCES INC	COM	247916208	22026	792600	SH	DEFINE
DENDRITE INTERNATIONAL INC	COM	248239105	4222	394220	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COM	249030107	121	4050	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COM	249030107	1636	54800	SH	DEFINE
DEUTSCHE BANK AG	COM	D18190898	991	9752	SH	DEFINE
DEUTSCHE BANK AG	COM	D18190898	601	4550	SH	DEFINE
DEUTSCHE BANK AG	COM	D18190898	17199	169315	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	2	25	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	392	5840	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	15503	231115	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	49276	734580	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	141	2100	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	24	360	SH	DEFINE
DEVON ENERGY CORP	DEB 4.900% 8/1	25179MAA1	78	56000	PRN	DEFINE
DEXCOM INC	COM	252131107	1083	109879	SH	DEFINE
DEXCOM INC	COM	252131107	12602	1278100	SH	DEFINE
DIAGEO PLC	SPONSORED ADR	25243Q205	2831	35697	SH	DEFINE
DIAGEO PLC	SPONSORED ADR	25243Q205	4849	61140	SH	DEFINE
DIAGEO PLC	SPONSORED ADR	25243Q205	15422	194448	SH	DEFINE
DIAGEO PLC	SPONSORED ADR	25243Q205	16346	206100	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COM	25271C102	424	5300	SH	DEFINE
DIAMONDS TRUST	COM	252787106	230	1850	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	5173	105600	SH	DEFINE
DIEBOLD INC	COM	253651103	8393	180100	SH	DEFINE
DIEBOLD INC	COM	253651103	89	1900	SH	DEFINE
DIEBOLD INC	COM	253651103	405	8700	SH	DEFINE
DIGENE CORP	COM	253752109	34753	725230	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	123	3595	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	1746	51000	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	43551	1272300	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	2386	69700	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	370	10800	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	7089	207100	SH	DEFINE
DILLARDS INC	COM	254067101	34987	1000500	SH	DEFINE
DILLARDS INC	COM	254067101	109	3109	SH	DEFINE
DILLARDS INC	COM	254067101	5	132	SH	DEFINE
DIME BANCORP INC	*W EXP 99/99/9999	25429Q110	3	23510	SH	DEFINE
DIODES INC	COM	254543101	5208	146800	SH	DEFINE
DIONEX CORP	COM	254546104	14178	250000	SH	DEFINE
DIONEX CORP	COM	254546104	284	5000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	910511	36508064	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	57870	2320357	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	5564	223106	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	17925	718730	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	857	34360	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	2815	112863	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	6252	250670	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	123332	4945134	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	168	6740	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	7386	296161	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1694	67909	SH	DEFINE
DISCOVERY HOLDING CO	COM	25468Y107	980	60938	SH	DEFINE
DIXIE GROUP INC	COM	255519100	5119	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	COM	23325P104	216	20000	SH	DEFINE

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

DOBSON COMMUNICATIONS CORP	COM	256069105	4638	532500	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	3102	100000	SH	DEFINE
DOLLAR GENERAL CORP	COM	256669102	440	27400	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COM	256743105	99510	2181767	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	3300	39356	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	2578	30748	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	8198	97781	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	1070005	12762460	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	117	1400	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	20	240	SH	DEFINE
DOMTAR INC	COM	257561100	84503	8578986	SH	DEFINE
DOMTAR INC	COM	257561100	46525	4723376	SH	DEFINE
DOMTAR INC	COM	257561100	5079	515600	SH	DEFINE
DOMTAR INC	COM	257561100	164	16600	SH	DEFINE
DOMTAR INC	COM	257561100	8338	846500	SH	DEFINE
DONALDSON CO INC	COM	257651109	24675	710900	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	26711	846900	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	162873	5164014	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	4034	127900	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	183	5800	SH	DEFINE
DOUBLE HULL TANKERS INC	COM	Y21110104	24	1500	SH	DEFINE
DOUBLE HULL TANKERS INC	COM	Y21110104	1619	100000	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	39991	1504000	SH	DEFINE
DOVER CORP	COM	260003108	229139	4674405	SH	DEFINE
DOVER CORP	COM	260003108	39	800	SH	DEFINE
DOVER CORP	COM	260003108	10187	207811	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	8280	207312	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	20529	513989	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	5308	132900	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	5890	147460	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	13674	342355	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	15655	391964	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	299885	7508396	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2140	53575	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	3581	89662	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	52014	1302300	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	107	2670	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2282	57130	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	877	21960	SH	DEFINE
DOW JONES & CO INC	COM	260561105	389	10243	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	2692	110000	SH	DEFINE
DREW INDS INC	COM	26168L205	18108	696200	SH	DEFINE
DRIL-QUIP INC	COM	262037104	833	21280	SH	DEFINE
DRIL-QUIP INC	COM	262037104	5169	132000	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	416677	8607252	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	1815	37500	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	1162	24012	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	296555	6125900	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	970	20043	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	9430	194790	SH	DEFINE
DTF TAX FREE INCOME INC	COM	23334J107	256	16860	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	3545	72770	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	51926	1066030	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	981	20140	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	49710	1020530	SH	DEFINE
DUCKWALL ALCO STORES INC	COM	264142100	8873	227500	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	21099	635316	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	20	600	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	8671	261082	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	932540	28080100	SH	DEFINE
DUN & BRADSTREET CORP	COM	26483E100	10100	122000	SH	DEFINE
DUN & BRADSTREET CORP	COM	26483E100	632	7638	SH	DEFINE

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

DUN & BRADSTREET CORP	COM	26483E100	7	90	SH	DEFINE
DYAX CORP	COM	26746E103	2251	742800	SH	DEFINE
DYNAMIC MATERIALS CORP	COM	267888105	1124	40000	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	1	32	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	1	32	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	9	400	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	112792	5030858	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	6304	139490	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	28233	624764	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	4252	94100	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	108	2385	SH	DEFINE
EAGLE HOSPITALITY PROPERTIES	COM	26959T102	8657	943000	SH	DEFINE
EAST WEST BANCORP INC	COM	27579R104	36402	1027730	SH	DEFINE
EASTMAN CHEMICAL CO	COM	277432100	494	8322	SH	DEFINE
EASTMAN CHEMICAL CO	COM	277432100	1	13	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	611977	23720049	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	11492	445420	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	13029	505010	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	1390	53863	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	3240	125600	SH	DEFINE
EATON CORP	COM	278058102	5063	67382	SH	DEFINE
EBAY INC	COM	278642103	0	14	SH	DEFINE
EBAY INC	COM	278642103	13454	447432	SH	DEFINE
EBAY INC	COM	278642103	5862	194956	SH	DEFINE
EBAY INC	COM	278642103	33	1100	SH	DEFINE
EBAY INC	COM	278642103	4	120	SH	DEFINE
EBAY INC	COM	278642103	271	9000	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	177577	4669388	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	22072	580374	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	30	800	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	6187	162700	SH	DEFINE
ECOLAB INC	COM	278865100	88	1957	SH	DEFINE
ECOLAB INC	COM	278865100	36	802	SH	DEFINE
ECOLAB INC	COM	278865100	1156	25579	SH	DEFINE
ECOLAB INC	COM	278865100	37001	818600	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COM	278878103	2202	202000	SH	DEFINE
EDISON INTERNATIONAL	COM	281020107	64	1400	SH	DEFINE
EDISON INTERNATIONAL	COM	281020107	243250	5348500	SH	DEFINE
EDUCATION RLTY TR INC	COM	28140H104	827	56000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	2352	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	145	3073	SH	DEFINE
EHEALTH INC	COM	28238P109	937	46600	SH	DEFINE
EL PASO CORP	COM	28336L109	715875	46850438	SH	DEFINE
EL PASO CORP	COM	28336L109	29711	1944408	SH	DEFINE
EL PASO CORP	COM	28336L109	3736	244473	SH	DEFINE
EL PASO CORP	COM	28336L109	23743	1553840	SH	DEFINE
EL PASO CORP	COM	28336L109	307	20102	SH	DEFINE
EL PASO CORP	COM	28336L109	5049	330410	SH	DEFINE
EL PASO CORP	COM	28336L109	920	60210	SH	DEFINE
EL PASO CORP	COM	28336L109	62822	4111370	SH	DEFINE
EL PASO CORP	COM	28336L109	5298	346739	SH	DEFINE
EL PASO CORP	COM	28336L109	1101	72083	SH	DEFINE
ELBIT SYSTEMS LTD	COM	M3760D101	17743	130176	SH	DEFINE
ELDORADO GOLD CORP	COM	284902103	16690	2645000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COM	285229100	32759	1626555	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	1	10	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	210	4170	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	5217	103601	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	42663	847152	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	55	1100	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	10	190	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	557883	20249850	SH	DEFINE

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

ELECTRONIC DATA SYSTEMS CORP	COM	285661104	22234	807027	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	25136	912380	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	2550	92552	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	1802	65401	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	3048	110628	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	60608	2199930	SH	DEFINE
ELI LILLY & CO	COM	532457108	1471	28243	SH	DEFINE
ELI LILLY & CO	COM	532457108	20840	400000	SH	DEFINE
ELI LILLY & CO	COM	532457108	1844	35396	SH	DEFINE
ELI LILLY & CO	COM	532457108	6633	127320	SH	DEFINE
ELI LILLY & CO	COM	532457108	25406	487636	SH	DEFINE
EMAGEON INC	COM	29076V109	837	54500	SH	DEFINE
EMBARQ CORP	COM	29078E105	111438	2120201	SH	DEFINE
EMBARQ CORP	COM	29078E105	1894	36030	SH	DEFINE
EMBARQ CORP	COM	29078E105	7	127	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	6202	149702	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	156191	3769997	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	1483	35800	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	34960	843829	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	665	16050	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	148881	3593548	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	1384	33417	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	87	2100	SH	DEFINE
EMC CORP	COM	268648102	13200	1000000	SH	DEFINE
EMC CORP	COM	268648102	28300	2143922	SH	DEFINE
EMC CORP	COM	268648102	8	635	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	20165	354700	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COM	290890102	4573	250000	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COM	290890102	55	2998	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	44090	1000000	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	1	25	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	24025	544908	SH	DEFINE
EMULEX CORP	COM	292475209	4579	234700	SH	DEFINE
ENBRIDGE INC	COM	29250N105	78439	1947820	SH	DEFINE
ENCANA CORP	COM	292505104	234792	4375551	SH	DEFINE
ENCANA CORP	COM	292505104	5659	122821	SH	DEFINE
ENDESA SA	SPONSORED ADR	29258N107	25791	554412	SH	DEFINE
ENDESA SA	SPONSORED ADR	29258N107	787	16915	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	1147	41600	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	1011	36639	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	90673	3287651	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	61	2200	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	9	320	SH	DEFINE
ENERGEN CORP	COM	29265N108	34862	742700	SH	DEFINE
ENERGEN CORP	COM	29265N108	113	2400	SH	DEFINE
ENERGIZER HOLDINGS INC	COM	29266R108	2297	32358	SH	DEFINE
ENERGIZER HOLDINGS INC	COM	29266R108	39	548	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	230	9286	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	142278	5737000	SH	DEFINE
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	855	19595	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	7240	107610	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	30796	457736	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	10002	148655	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	35607	529232	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	4746	94800	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	1439	28750	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	3805	76000	SH	DEFINE
ENTEGRIS INC	COM	29362U104	4072	376307	SH	DEFINE
ENTEGRIS INC	COM	29362U104	10	900	SH	DEFINE
ENERGY CORP	COM	29364G103	78269	847800	SH	DEFINE
ENERGY CORP	COM	29364G103	2712	29374	SH	DEFINE
ENERGY CORP	COM	29364G103	25	275	SH	DEFINE

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

ENERGY CORP	COM	29364G103	2617	28346	SH	DEFINE
ENERGY CORP	COM	29364G103	644811	6984524	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	COM	293792107	3359	115893	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	50	855	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	713	12200	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	32405	554500	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COM	29382R107	10824	1316816	SH	DEFINE
ENTRUST INC	COM	293848107	7751	1815289	SH	DEFINE
ENTRUST INC	COM	293848107	12268	2873000	SH	DEFINE
EOG RESOURCES INC	COM	26875P101	713	11425	SH	DEFINE
EQUIFAX INC	COM	294429105	16240	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	208	5116	SH	DEFINE
EQUINIX INC	COM	29444U502	1265	16731	SH	DEFINE
EQUINIX INC	COM	29444U502	7842	103700	SH	DEFINE
EQUINIX INC	COM	29444U502	29647	392050	SH	DEFINE
EQUITY INNS INC	COM	294703103	849	53200	SH	DEFINE
EQUITY INNS INC	COM	294703103	1259	78865	SH	DEFINE
EQUITY INNS INC	COM	294703103	656	41100	SH	DEFINE
EQUITY INNS INC	COM	294703103	4250	266300	SH	DEFINE
EQUITY OFFICE PROPERTIES TRUST	COM	294741103	3585	74423	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	66	1300	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	3271	64459	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	SPONSORED ADR	294821608	10143	252120	SH	DEFINE
ERIE INDTY CO	COM	29530P102	198387	3421646	SH	DEFINE
ERIE INDTY CO	COM	29530P102	29	500	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	56200	1236800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	1814	39930	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COM	296650104	2898	156000	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COM	518439104	9754	238947	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	25497	706100	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	7	196	SH	DEFINE
EUROBANCSHARES INC	COM	298716101	340	38218	SH	DEFINE
EURONET WORLDWIDE INC	COM	298736109	365	12300	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	1674	17058	SH	DEFINE
EXAR CORP	COM	300645108	19442	1495516	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	7538	445800	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	196	11600	SH	DEFINE
EXELIXIS INC	COM	30161Q104	2520	280000	SH	DEFINE
EXELON CORP	COM	30161N101	3	56	SH	DEFINE
EXELON CORP	COM	30161N101	9765	157781	SH	DEFINE
EXELON CORP	COM	30161N101	172924	2794054	SH	DEFINE
EXELON CORP	COM	30161N101	56	900	SH	DEFINE
EXELON CORP	COM	30161N101	12	200	SH	DEFINE
EXPEDIA INC	COM	30212P105	309814	14767120	SH	DEFINE
EXPEDIA INC	COM	30212P105	18946	903060	SH	DEFINE
EXPEDIA INC	COM	30212P105	6296	300100	SH	DEFINE
EXPEDIA INC	COM	30212P105	18275	871070	SH	DEFINE
EXPEDIA INC	COM	30212P105	10	500	SH	DEFINE
EXPEDIA INC	COM	30212P105	1659	79060	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	81	1991	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	33	817	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	98389	2429350	SH	DEFINE
EXPONENT INC	COM	30214U102	2612	140000	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	177804	2483290	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	2043	28539	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	644	8990	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	814	11375	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	123414	1723653	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	193	2700	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	30	420	SH	DEFINE
EXTRA SPACE STORAGE INC	COM	30225T102	39484	2162300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	15257	199100	SH	DEFINE

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

EXXON MOBIL CORP	COM	30231G102	5435	70923	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	20855	272148	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	385565	5031511	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	93998	1226646	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	437	5700	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	58	760	SH	DEFINE
F5 NETWORKS INC	COM	315616102	1647	22197	SH	DEFINE
F5 NETWORKS INC	COM	315616102	109728	1478620	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	58	1032	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	27	478	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	141	2500	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	32747	579800	SH	DEFINE
FAIRCHILD SEMICONDUCTOR CORP	NOTE 5.000%11/0	303727AJ0	3478	3500000	PRN	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	224847	7666100	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	88	3000	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	131	4460	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	4	143	SH	DEFINE
FANNIE MAE	COM	313586109	171845	2893505	SH	DEFINE
FANNIE MAE	COM	313586109	3015	50760	SH	DEFINE
FANNIE MAE	COM	313586109	64171	1080500	SH	DEFINE
FANNIE MAE	COM	313586109	1771	29826	SH	DEFINE
FANNIE MAE	COM	313586109	205	3450	SH	DEFINE
FANNIE MAE	COM	313586109	13002	218929	SH	DEFINE
FANNIE MAE	COM	313586109	36545	615338	SH	DEFINE
FANNIE MAE	COM	313586109	6462	108814	SH	DEFINE
FANNIE MAE	COM	313586109	7622	128337	SH	DEFINE
FANNIE MAE	COM	313586109	9	150	SH	DEFINE
FARMER BROS CO	COM	307675108	44697	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	23700	985842	SH	DEFINE
FASTENAL CO	COM	311900104	852	23758	SH	DEFINE
FASTENAL CO	COM	311900104	1603	44670	SH	DEFINE
FASTENAL CO	COM	311900104	67011	1867630	SH	DEFINE
FBL FINANCIAL GROUP INC	COM	30239F106	20517	525000	SH	DEFINE
FBL FINANCIAL GROUP INC	COM	30239F106	4	111	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COM	313148306	10923	402633	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	69802	4351725	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	16	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	171	10678	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COM	31410H101	11267	295482	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	1229	36374	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	96957	2870249	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	98	2900	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	16	470	SH	DEFINE
FEDEX CORP	COM	31428X106	1	8	SH	DEFINE
FEDEX CORP	COM	31428X106	245	2260	SH	DEFINE
FEDEX CORP	COM	31428X106	6122	56363	SH	DEFINE
FEDEX CORP	COM	31428X106	30732	282934	SH	DEFINE
FEDEX CORP	COM	31428X106	109	1000	SH	DEFINE
FEDEX CORP	COM	31428X106	12	110	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	5	250	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	17786	814399	SH	DEFINE
FELCOR LODGING TRUST INC	PFD CV A \$1.95	31430F200	79968	3200000	SH	DEFINE
FERRO ALLOYS CORP LTD	COM	315405100	230	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COM	31620R105	3161	132361	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COM	31620R105	5521	231203	SH	DEFINE
FIDELITY NATIONAL INFORMATION SVCS	COM	31620M106	271	6756	SH	DEFINE
FIDELITY NATIONAL INFORMATION SVCS	COM	31620M106	4	104	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	1	14	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	975	23831	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	341356	8340000	SH	DEFINE
FINANCIAL FEDERAL CORP	COM	317492106	9292	315933	SH	DEFINE
FINANCIAL FEDERAL CORP	COM	317492106	9536	324250	SH	DEFINE

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

FIRST AMERICAN CORP	COM	318522307	243	5975	SH	DEFINE
FIRST AMERICAN CORP	COM	318522307	7	174	SH	DEFINE
FIRST COMMUNITY BANCORP	COM	31983B101	50655	969103	SH	DEFINE
FIRST DATA CORP	COM	319963104	991	38840	SH	DEFINE
FIRST DATA CORP	COM	319963104	7820	306436	SH	DEFINE
FIRST DATA CORP	COM	319963104	4335	169857	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COM	32006W106	7121	235000	SH	DEFINE
FIRST HORIZON NATIONAL CORP	COM	320517105	205	4900	SH	DEFINE
FIRST INDIANA CORP	COM	32054R108	8207	323616	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COM	33582V108	1486	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COM	33582V108	9402	632704	SH	DEFINE
FIRST POTOMAC REALTY TRUST	COM	33610F109	17876	614100	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COM	336312103	4482	388700	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COM	336312103	146	12700	SH	DEFINE
FIRST SOLAR INC	COM	336433107	1490	50000	SH	DEFINE
FIRST ST BANCORPORATION	COM	336453105	8114	327841	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	1	20	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	505	8370	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	3460	57380	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	1074189	17814074	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	169	2800	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	22	360	SH	DEFINE
FIRSTSERVICE CORP	COM	33761N109	545	20200	SH	DEFINE
FISERV INC	COM	337738108	1437	27411	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COM	339382103	2831	225000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	187442	16327697	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	78521	6839770	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	20492	1785000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	29257	2548536	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	73907	6437920	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	158	13800	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	394	34283	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	27244	2373150	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	2519	219400	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	665	57930	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	36087	1133734	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	304	9540	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	171306	5381900	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	54	1700	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	14	450	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	28045	470546	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	682517	12054340	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	208	3484	SH	DEFINE
FLOTEK INDUSTRIES INC	COM	343389102	5049	180000	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	13083	259221	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	25427	503800	SH	DEFINE
FLUOR CORP	COM	343412102	702	8595	SH	DEFINE
FMC CORP	COM	302491303	12106	158143	SH	DEFINE
FMC CORP	COM	302491303	31	400	SH	DEFINE
FMC CORP	COM	302491303	17605	229986	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	898	14569	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	63902	1036866	SH	DEFINE
FOCUS MEDIA HOLDING LTD	SPONSORED ADR	34415V109	5835	87891	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	SPONSORED ADR	344419106	135321	1168978	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	SPONSORED ADR	344419106	1019	8800	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	SPONSORED ADR	344419106	20337	175686	SH	DEFINE
FORD MOTOR CO	COM	345370860	8261	1100000	SH	DEFINE
FORD MOTOR CO	COM	345370860	115	15264	SH	DEFINE
FORD MOTOR CO	COM	345370860	5	668	SH	DEFINE
FORD MOTOR CO	NOTE 4.250%12/1	345370CF5	38655	36000000	PRN	DEFINE
FORD MOTOR CO CAP TR II	PFD TR CV6.5%	345395206	211	6180	SH	DEFINE
FORD MOTOR CO CAP TR II	PFD TR CV6.5%	345395206	15390	450000	SH	DEFINE

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

FORDING CANADIAN COAL TR	COM	345425102	4405	212201	SH	DEFINE
FOREST CITY ENTERPRISES INC	COM	345550107	116	1985	SH	DEFINE
FOREST CITY ENTERPRISES INC	COM	345550107	120573	2064600	SH	DEFINE
FOREST LABORATORIES INC	COM	345838106	888	17540	SH	DEFINE
FOREST LABORATORIES INC	COM	345838106	12	245	SH	DEFINE
FOREST OIL CORP	COM	346091705	3	100	SH	DEFINE
FOREST OIL CORP	COM	346091705	4575	140000	SH	DEFINE
FORMFACTOR INC	COM	346375108	1775	47662	SH	DEFINE
FORMFACTOR INC	COM	346375108	104073	2793909	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	1528	17900	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	132	1544	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	1178	13800	SH	DEFINE
FORWARD AIR CORP	COM	349853101	10308	356297	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COM	35039W100	4002	126000	SH	DEFINE
FPL GROUP INC	COM	302571104	12634	232164	SH	DEFINE
FPL GROUP INC	COM	302571104	563296	10350900	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	11679	421610	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	26939	972525	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	1305	47100	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COM	352451108	24648	1199979	SH	DEFINE
FRANKLIN RESOURCES INC	COM	354613101	151709	1377042	SH	DEFINE
FRED'S INC	COM	356108100	4816	400000	SH	DEFINE
FREDDIE MAC	COM	313400301	345266	5084920	SH	DEFINE
FREDDIE MAC	COM	313400301	2294	33789	SH	DEFINE
FREDDIE MAC	COM	313400301	2195	32320	SH	DEFINE
FREDDIE MAC	COM	313400301	4775	70330	SH	DEFINE
FREDDIE MAC	COM	313400301	35144	517580	SH	DEFINE
FREDDIE MAC	COM	313400301	12	180	SH	DEFINE
FREEMONT MCMORAN COPPER & GOLD INC	COM	35671D857	2	30	SH	DEFINE
FREEMONT MCMORAN COPPER & GOLD INC	COM	35671D857	319	5721	SH	DEFINE
FREEMONT MCMORAN COPPER & GOLD INC	COM	35671D857	24850	445906	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	1644	37000	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	20	455	SH	DEFINE
FSI INTERNATIONAL INC	COM	302633102	3162	600000	SH	DEFINE
FUJIFILM HOLDINGS CORP	SPONSORED ADR	35958N107	28656	693350	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COM	360921100	46661	2875000	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COM	360921100	19	1200	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COM	360921100	3	175	SH	DEFINE
GAIAM INC	COM	36268Q103	8689	635170	SH	DEFINE
GALLAHER GROUP PLC	SPONSORED ADR	363595109	261	2900	SH	DEFINE
GAMESTOP CORP	COM	36467W109	2465	44720	SH	DEFINE
GAMMON LAKE RESOURCES INC	COM	364915108	110801	5834700	SH	DEFINE
GAMMON LAKE RESOURCES INC	COM	364915108	38160	2009500	SH	DEFINE
GANNETT CO INC	COM	364730101	46231	764650	SH	DEFINE
GANNETT CO INC	COM	364730101	2848	47100	SH	DEFINE
GANNETT CO INC	COM	364730101	2	29	SH	DEFINE
GANNETT CO INC	COM	364730101	599	9900	SH	DEFINE
GANNETT CO INC	COM	364730101	4030	66655	SH	DEFINE
GANNETT CO INC	COM	364730101	18903	312646	SH	DEFINE
GANNETT CO INC	COM	364730101	169	2800	SH	DEFINE
GANNETT CO INC	COM	364730101	30	500	SH	DEFINE
GAP INC	COM	364760108	75710	3882550	SH	DEFINE
GAP INC	COM	364760108	5440	278960	SH	DEFINE
GAP INC	COM	364760108	1604	82251	SH	DEFINE
GAP INC	COM	364760108	1550	79500	SH	DEFINE
GAP INC	COM	364760108	1296	66443	SH	DEFINE
GAP INC	COM	364760108	24171	1239550	SH	DEFINE
GAP INC	COM	364760108	86	4400	SH	DEFINE
GARDNER DENVER INC	COM	365558105	35	933	SH	DEFINE
GARDNER DENVER INC	COM	365558105	14	373	SH	DEFINE
GARDNER DENVER INC	COM	365558105	17883	479300	SH	DEFINE
GARMIN LTD	COM	G37260109	1468	26373	SH	DEFINE

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

GARMIN LTD	COM	G37260109	23	419	SH	DEFINE
GARMIN LTD	COM	G37260109	2830	50850	SH	DEFINE
GARMIN LTD	COM	G37260109	134913	2423872	SH	DEFINE
GATEWAY INC	COM	367626108	603	300000	SH	DEFINE
GATEWAY INC	COM	367626108	20	10000	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COM	367905106	15529	304900	SH	DEFINE
GEHL CO	COM	368483103	8259	300000	SH	DEFINE
GENCORP INC	COM	368682100	36680	2616281	SH	DEFINE
GENENTECH INC	COM	368710406	70	857	SH	DEFINE
GENENTECH INC	COM	368710406	81130	1000000	SH	DEFINE
GENENTECH INC	COM	368710406	307	3782	SH	DEFINE
GENENTECH INC	COM	368710406	24015	296011	SH	DEFINE
GENENTECH INC	COM	368710406	113292	1396426	SH	DEFINE
GENENTECH INC	COM	368710406	14	170	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	2639	35500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	74350	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	26	350	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	606	8146	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	28	380	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	204792	5503680	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	452	12140	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	41002	1101900	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	255402	6863800	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4998	134310	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	38145	1025135	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	308961	8303163	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	412578	11087826	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	49502	1330337	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	45	1220	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	114	2185	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	3693	70712	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	46944	898790	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	2126	40700	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	684	13100	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	6142	117600	SH	DEFINE
GENERAL MILLS INC	COM	370334104	105160	1825703	SH	DEFINE
GENERAL MILLS INC	COM	370334104	18535	321790	SH	DEFINE
GENERAL MILLS INC	COM	370334104	2801	48625	SH	DEFINE
GENERAL MILLS INC	COM	370334104	20	354	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	64649	2104471	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	12288	400000	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	81	2622	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	13	420	SH	DEFINE
GENERAL MOTORS CORP	DEB SR CV C 33	370442717	5339	235000	SH	DEFINE
GENESEE & WYOMING INC	COM	371559105	35034	1335141	SH	DEFINE
GENESIS HEALTHCARE CORP	COM	37184D101	999	21150	SH	DEFINE
GENLYTE GROUP INC	COM	372302109	22699	290600	SH	DEFINE
GENTEX CORP	COM	371901109	8369	537843	SH	DEFINE
GENTEX CORP	COM	371901109	25	1625	SH	DEFINE
GENTIUM SPA	SPONSORED ADR	37250B104	1221	60000	SH	DEFINE
GENTIUM SPA	SPONSORED ADR	37250B104	4257	209200	SH	DEFINE
GENUINE PARTS CO	COM	372460105	50	1050	SH	DEFINE
GENUINE PARTS CO	COM	372460105	17805	375400	SH	DEFINE
GENUINE PARTS CO	COM	372460105	15887	334962	SH	DEFINE
GENUINE PARTS CO	COM	372460105	646	13626	SH	DEFINE
GENUINE PARTS CO	COM	372460105	12372	260841	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	54736	1600000	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	125	3650	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	7	219	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	776	12603	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	27582	447900	SH	DEFINE
GEOMET INC	COM	37250U201	3016	290000	SH	DEFINE

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

GERDAU AMERISTEEL CORP	COM	37373P105	22288	2498700	SH	DEFINE
GFI GROUP INC	COM	361652209	5508	88460	SH	DEFINE
GFI GROUP INC	COM	361652209	21909	351900	SH	DEFINE
GFI GROUP INC	COM	361652209	187	3000	SH	DEFINE
GIBALTAR INDUSTRIES INC	COM	374689107	51647	2196799	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	86	1332	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	16428	253009	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	65	1000	SH CALL	DEFINE
GILEAD SCIENCES INC	COM	375558103	100086	1541440	SH	DEFINE
GLATFELTER	COM	377316104	22763	1468600	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	33865	641861	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	5813	110175	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	3385	64167	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	22877	433600	SH	DEFINE
GLIMCHER REALTY TRUST	COM	379302102	23	870	SH	DEFINE
GLIMCHER REALTY TRUST	COM	379302102	6416	240200	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	11015	844700	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	26	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	3847	295000	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	2052	44316	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	50	1082	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	109723	2369820	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	634	10784	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	7171	122000	SH	DEFINE
GMH COMMUNITIES TRUST	COM	36188G102	35	3455	SH	DEFINE
GMH COMMUNITIES TRUST	COM	36188G102	29982	2953900	SH	DEFINE
GOLD FIELDS LTD	SPONSORED ADR	38059T106	16133	854528	SH	DEFINE
GOLDCORP INC	COM	380956409	1393	42080	SH	SOLE
GOLDCORP INC	COM	380956409	26	785	SH	DEFINE
GOLDCORP INC	COM	380956409	108994	3620490	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	2558	750000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	99	498	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	416	2087	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	35876	179965	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	82306	412870	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	100	500	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	16	80	SH	DEFINE
GOODMAN GLOBAL INC	COM	38239A100	4773	277496	SH	DEFINE
GOODMAN GLOBAL INC	COM	38239A100	15	864	SH	DEFINE
GOODMAN GLOBAL INC	COM	38239A100	10552	613500	SH	DEFINE
GOODRICH CORP	COM	382388106	87	1900	SH	DEFINE
GOODRICH CORP	COM	382388106	931	20445	SH	DEFINE
GOODRICH CORP	COM	382388106	11753	258035	SH	DEFINE
GOOGLE INC	COM	38259P508	128	278	SH	DEFINE
GOOGLE INC	COM	38259P508	1842	4000	SH	DEFINE
GOOGLE INC	COM	38259P508	50	108	SH	DEFINE
GOOGLE INC	COM	38259P508	742	1612	SH	DEFINE
GOOGLE INC	COM	38259P508	127458	276794	SH	DEFINE
GRACO INC	COM	384109104	86937	2194283	SH	DEFINE
GRACO INC	COM	384109104	111	2800	SH	DEFINE
GRACO INC	COM	384109104	401	10125	SH	DEFINE
GRAINGER W W INC	COM	384802104	399	5700	SH	DEFINE
GRAINGER W W INC	COM	384802104	38467	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	730	10440	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	29060	730700	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	519	13040	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	3778	95000	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	3900	2000000	SH	DEFINE
GREATBATCH INC	COM	39153L106	27292	1013835	SH	DEFINE
GREATBATCH INC	COM	39153L106	1206	44800	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COM	393154109	6836	201700	SH	DEFINE
GREENHILL & CO INC	COM	395259104	5897	79900	SH	DEFINE

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

GREENHILL & CO INC	COM	395259104	177	2400	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COM	398231100	5614	173000	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	SPONSORED ADR	40051E202	1717	40440	SH	DEFINE
GRUPO TELEVISAS A	SPONSORED ADR	40049J206	32	1200	SH	DEFINE
GRUPO TELEVISAS A	SPONSORED ADR	40049J206	9991	369900	SH	DEFINE
GSI GROUP INC	COM	36229U102	22894	2362610	SH	DEFINE
GSI GROUP INC	COM	36229U102	7981	823596	SH	DEFINE
GSI GROUP INC	COM	36229U102	4033	416230	SH	DEFINE
GSI GROUP INC	COM	36229U102	141	14575	SH	DEFINE
GSI GROUP INC	COM	36229U102	2603	268610	SH	DEFINE
GTSI CORP	COM	36238K103	2762	298249	SH	DEFINE
GUANGSHEN RAILWAY COMPANY LIMITED	SPONSORED ADR	40065W107	542	16000	SH	DEFINE
GUITAR CENTER INC	COM	402040109	7790	171360	SH	DEFINE
GUITAR CENTER INC	COM	402040109	16575	364600	SH	DEFINE
GYMBOREE CORP	COM	403777105	14600	382600	SH	DEFINE
GYMBOREE CORP	COM	403777105	4	104	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	COM	404052102	2471	150000	SH	DEFINE
H & R BLOCK INC	COM	093671105	401992	17447583	SH	DEFINE
H & R BLOCK INC	COM	093671105	22964	996681	SH	DEFINE
H & R BLOCK INC	COM	093671105	208045	9029733	SH	DEFINE
H & R BLOCK INC	COM	093671105	1164	50500	SH	DEFINE
H & R BLOCK INC	COM	093671105	743	32240	SH	DEFINE
H & R BLOCK INC	COM	093671105	3016	130902	SH	DEFINE
H & R BLOCK INC	COM	093671105	50273	2181971	SH	DEFINE
H J HEINZ CO	COM	423074103	1103	24500	SH	DEFINE
H J HEINZ CO	COM	423074103	11447	254326	SH	DEFINE
H J HEINZ CO	COM	423074103	225	5000	SH CALL	DEFINE
HALLIBURTON CO	COM	406216101	1946	62679	SH	DEFINE
HALLIBURTON CO	COM	406216101	21389	688865	SH	DEFINE
HANCOCK HOLDING CO	COM	410120109	3740	70788	SH	DEFINE
HANDLEMAN CO	COM	410252100	11644	1720000	SH	DEFINE
HANESBRANDS INC	COM	410345102	2	100	SH	DEFINE
HANESBRANDS INC	COM	410345102	252	10669	SH	DEFINE
HANOVER COMPRESSOR CO	COM	410768105	28335	1500000	SH	DEFINE
HANOVER COMPRESSOR CO	NOTE 4.750% 3/1	410768AC9	117066	119000000	PRN	DEFINE
HANSEN NATURAL CORP	COM	411310105	303	9000	SH	DEFINE
HANSON PLC	SPONSORED ADR	411349103	606	8000	SH	DEFINE
HARDINGE INC	COM	412324303	13569	900991	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	355351	5042580	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	35235	500000	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	35	500	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	1295	18383	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	27195	385912	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	1791	17931	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	80	800	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	149450	1495842	SH	DEFINE
HARMONY GOLD MINING CO LTD	SPONSORED ADR	413216300	9450	600000	SH	DEFINE
HARRIS CORP	COM	413875105	2657	57940	SH	DEFINE
HARRIS CORP	COM	413875105	39	843	SH	DEFINE
HARRIS CORP	COM	413875105	7361	160515	SH	DEFINE
HARRIS CORP	COM	413875105	253573	5529275	SH	DEFINE
HARTE HANKS INC	COM	416196103	1351	48750	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	366363	3926301	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	17634	188979	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	6086	65228	SH	DEFINE
HASBRO INC	COM	418056107	45856	1682800	SH	DEFINE
HAVERTY FURNITURE COS INC	COM	419596101	15792	1067000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COM	419870100	63531	2340000	SH	DEFINE
HEADWATERS INC	COM	42210P102	24	1000	SH	DEFINE
HEADWATERS INC	COM	42210P102	15011	626521	SH	DEFINE
HEADWATERS INC	NOTE 2.875% 6/0	42210PAB8	12423	12120000	PRN	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM	421933102	468	22150	SH	DEFINE

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

HEALTH MANAGEMENT ASSOCIATES INC	COM		421933102	393	18630	SH	DEFINE
HEALTH NET INC	COM		42222G108	357	7340	SH	DEFINE
HEALTH NET INC	COM		42222G108	24	500	SH	DEFINE
HEALTH NET INC	COM		42222G108	7462	153342	SH	DEFINE
HEALTH NET INC	COM		42222G108	18	370	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COM		421906108	11312	390600	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COM		421906108	12965	447695	SH	DEFINE
HEALTHWAYS INC	COM		422245100	6679	140000	SH	DEFINE
HEALTHWAYS INC	COM		422245100	13416	281200	SH	DEFINE
HEALTHWAYS INC	COM		422245100	134	2800	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COM		42235N108	7274	257473	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COM		42235N108	14605	517000	SH	DEFINE
HELEN OF TROY LTD	COM		G4388N106	218	9000	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	NOTE	3.250%12/1	127914AB5	12675	10000000	PRN	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM		42330P107	25425	810495	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM		42330P107	11988	382154	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM		42330P107	1	27	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM		42330P107	105324	3357490	SH	DEFINE
HENRY SCHEIN INC	COM		806407102	247	5040	SH	DEFINE
HENRY SCHEIN INC	COM		806407102	43296	883950	SH	DEFINE
HERCULES OFFSHORE	COM		427093109	6381	220800	SH	DEFINE
HERMAN MILLER INC	COM		600544100	757	20824	SH	DEFINE
HERMAN MILLER INC	COM		600544100	18	500	SH	DEFINE
HERMAN MILLER INC	COM		600544100	48443	1332310	SH	DEFINE
HERSHA HOSPITALITY TRUST	COM		427825104	338	29800	SH	DEFINE
HERSHA HOSPITALITY TRUST	COM		427825104	1381	121800	SH	DEFINE
HERSHA HOSPITALITY TRUST	COM		427825104	472	41600	SH	DEFINE
HERSHA HOSPITALITY TRUST	COM		427825104	4272	376700	SH	DEFINE
HESS CORP	COM		42809H107	29826	601700	SH	DEFINE
HESS CORP	COM		42809H107	1210	24401	SH	DEFINE
HEWLETT PACKARD CO	COM		428236103	22933	556771	SH	DEFINE
HEWLETT PACKARD CO	COM		428236103	3662	88900	SH	DEFINE
HEWLETT PACKARD CO	COM		428236103	93	2248	SH	DEFINE
HEWLETT PACKARD CO	COM		428236103	45978	1116250	SH	DEFINE
HEWLETT PACKARD CO	COM		428236103	37	902	SH	DEFINE
HEWLETT PACKARD CO	COM		428236103	22620	549164	SH	DEFINE
HEWLETT PACKARD CO	COM		428236103	54518	1323574	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COM		430141101	80	5600	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COM		430141101	596	41800	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COM		430141101	215	15100	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COM		430141101	1644	115400	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM		431573104	181989	3196714	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM		431573104	177656	3120599	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM		431573104	63	1100	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM		431573104	1509	26500	SH	DEFINE
HILTON HOTELS CORP	COM		432848109	2349	67304	SH	DEFINE
HILTON HOTELS CORP	COM		432848109	108	3100	SH	DEFINE
HILTON HOTELS CORP	COM		432848109	84395	2418193	SH	DEFINE
HILTON HOTELS CORP	NOTE	3.375% 4/1	432848A22	16616	10500000	PRN	DEFINE
HITTITE MICROWAVE	COM		43365Y104	18	555	SH	DEFINE
HITTITE MICROWAVE	COM		43365Y104	13055	403940	SH	DEFINE
HOME DEPOT INC	COM		437076102	1464	36450	SH	DEFINE
HOME DEPOT INC	COM		437076102	70325	1751121	SH	DEFINE
HOME DEPOT INC	COM		437076102	58	1449	SH	DEFINE
HOME DEPOT INC	COM		437076102	753	18756	SH	DEFINE
HOME DEPOT INC	COM		437076102	38486	958319	SH	DEFINE
HOME DEPOT INC	COM		437076102	45373	1129818	SH	DEFINE
HOME DEPOT INC	COM		437076102	197	4900	SH	DEFINE
HOME DEPOT INC	COM		437076102	37	930	SH	DEFINE
HONDA MOTOR CO LTD	SPONSORED ADR		438128308	2	60	SH	DEFINE
HONDA MOTOR CO LTD	SPONSORED ADR		438128308	2752	69610	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM		438516106	2617	57841	SH	DEFINE

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

HONEYWELL INTERNATIONAL INC	COM	438516106	1719	38008	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	25397	561380	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	27068	598318	SH	DEFINE
HOOKEER FURNITURE CORP	COM	439038100	27628	1762006	SH	DEFINE
HORIZON HEALTH CORP	COM	44041Y104	6159	314700	SH	DEFINE
HORIZON HEALTH CORP	COM	44041Y104	159	8100	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	7661	214600	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	3499	98000	SH	DEFINE
HOSPIRA INC	COM	441060100	1343	40000	SH	DEFINE
HOSPIRA INC	COM	441060100	1137	33857	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	COM	44106M102	958	20150	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	76	3110	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	5093	207466	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	49204	2004250	SH	DEFINE
HOT TOPIC INC	COM	441339108	22742	1704800	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COM	442487203	52321	1543400	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	1855	20245	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	29529	322196	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	1041	11355	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	20443	223060	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	SPONSORED ADR	443304100	1272	35400	SH	DEFINE
HUB GROUP INC	COM	443320106	9651	350300	SH	DEFINE
HUB GROUP INC	COM	443320106	231	8400	SH	DEFINE
HUBBELL INC	COM	443510201	1349	29832	SH	DEFINE
HUBBELL INC	COM	443510201	883	19522	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	12492	900000	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	270032	19454738	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	717	51624	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	100	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	5742	461600	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	7733	372300	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	1224	58945	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	74487	3586279	SH	DEFINE
HUNTSMAN CORP	PFD MND CV 5%	447011206	33349	796400	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	6039	133200	SH	DEFINE
HYPERION SOLUTIONS CORP	COM	44914M104	1194	33215	SH	DEFINE
HYPERION SOLUTIONS CORP	COM	44914M104	74405	2070248	SH	DEFINE
IAC/INTERACTIVECORP	COM	44919P300	11152	300100	SH	DEFINE
IAC/INTERACTIVECORP	COM	44919P300	130	3500	SH	DEFINE
IAMGOLD CORP	COM	450913108	6388	619000	SH	DEFINE
IAMGOLD CORP	COM	450913108	13230	1282000	SH	DEFINE
IBERIABANK CORP	COM	450828108	251	4243	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	35505	850616	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	11250	269535	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	1448	34700	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	38	909	SH	DEFINE
IDEARC INC	COM	451663108	1	26	SH	DEFINE
IDEARC INC	COM	451663108	1	23	SH	DEFINE
IDEARC INC	COM	451663108	1476	51534	SH	DEFINE
IDEARC INC	COM	451663108	1	46	SH	DEFINE
IDEXX LABORATORIES INC	COM	45168D104	7000	88270	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	9284	201000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	46190	1000000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	5358	116007	SH	DEFINE
IMMUCOR INC	COM	452526106	5334	182500	SH	DEFINE
IMPERIAL OIL LTD	COM	453038408	28538	664762	SH	DEFINE
IMPERIAL OIL LTD	COM	453038408	586	15900	SH	DEFINE
IMS HEALTH INC	COM	449934108	13740	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	1995	72612	SH	DEFINE
IMS HEALTH INC	COM	449934108	17202	626000	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	1065	150000	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	5923	834200	SH	DEFINE

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

INDEVUS PHARMACEUTICALS INC	COM	454072109	9170	1291600	SH	DEFINE
INDIA FUND INC	COM	454089103	1505	32786	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	12518	892240	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	35804	2551953	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	5737	105145	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	9777	179200	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	1859	42095	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	32093	726575	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	5130	116144	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	1788	40487	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	309	7900	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	39208	1002000	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	1646	42067	SH	DEFINE
INNKEEPERS USA TRUST	COM	4576J0104	109	7000	SH	DEFINE
INNKEEPERS USA TRUST	COM	4576J0104	7624	491900	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	3668	269090	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	15316	1123680	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	14	1000	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	4725	346690	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	147	10780	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	4426	324730	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	1270	200000	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	7364	1159761	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	2216	124560	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	com	45809F104	173	13000	SH	DEFINE
INTEGRATED ALARM SERVICES	COM	45890M109	8514	2619600	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COM	458118106	567	36603	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COM	458118106	63410	4096230	SH	DEFINE
INTEL CORP	COM	458140100	1620	80000	SH	DEFINE
INTEL CORP	COM	458140100	3706	183001	SH	DEFINE
INTEL CORP	COM	458140100	16200	800000	SH	DEFINE
INTEL CORP	COM	458140100	2612	129010	SH	DEFINE
INTEL CORP	COM	458140100	76773	3791257	SH	DEFINE
INTEL CORP	COM	458140100	187011	9235124	SH	DEFINE
INTEL CORP	COM	458140100	253	12500	SH	DEFINE
INTEL CORP	COM	458140100	36	1770	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	19756	21600000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	6463	59900	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	281	2600	SH	DEFINE
INTERMEC INC.	COM	458786100	12699	523250	SH	DEFINE
INTERMEC INC.	COM	458786100	25	1041	SH	DEFINE
INTERMUNE INC	COM	45884X103	4007	130300	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	39	1947	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	916	46100	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	68474	3446100	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	12996	133770	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	367659	3784449	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	2	23	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	54404	560000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	5880	60520	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	141693	1458493	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	30622	315208	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	253	2600	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	43	440	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	7459	161442	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	55367	1198420	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	231	5000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	693	15000	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	581434	17050837	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	6205	181960	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	542355	15904834	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	1768	51833	SH	DEFINE

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

INTERNATIONAL PAPER CO	COM	460146103	1155	33861	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	1641	48129	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	2159	63312	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	11297	331296	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	96	2810	SH	DEFINE
INTERNATIONAL ROYALTY CORP	COM	460277106	14714	2477100	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP	COM	460321201	6405	474800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	609990	49835817	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	21955	1793744	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	449	36680	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	716	58492	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	2947	240740	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	1419	115950	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	6036	493100	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	63683	5202891	SH	DEFINE
INTERSIL CORP	COM	46069S109	928	38805	SH	DEFINE
INTERSIL CORP	COM	46069S109	66345	2773605	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	1320	250000	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	5776	933182	SH	DEFINE
INTERVOICE INC	COM	461142101	17663	2305913	SH	DEFINE
INTRALASE CORP	COM	461169104	806	36000	SH	DEFINE
INTUIT INC	COM	461202103	2564	84050	SH	DEFINE
INTUIT INC	COM	461202103	11	366	SH	DEFINE
INTUITIVE SURGICAL INC	COM	46120E602	1208	12601	SH	DEFINE
INTUITIVE SURGICAL INC	COM	46120E602	64615	673770	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COM	46145F105	6948	162040	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COM	46145F105	13	297	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COM	46145F105	77	1800	SH	DEFINE
INVESTTOOLS INC	COM	46145P103	4442	322100	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP	COM	461915100	2074	48600	SH	DEFINE
INVITROGEN CORP	COM	46185R100	706	12480	SH	DEFINE
INVITROGEN CORP	COM	46185R100	5972	105529	SH	DEFINE
INVITROGEN CORP	COM	46185R100	12633	223238	SH	DEFINE
INVITROGEN CORP	NOTE 3.250% 6/1	46185RAM2	293	310000	PRN	DEFINE
IOMAI CORP	COM	46202P103	498	100000	SH	DEFINE
IOMAI CORP	COM	46202P103	1720	345400	SH	DEFINE
IOWA TELECOMMUNICATIONS SERVICES I	COM	462594201	1196	60700	SH	DEFINE
IPC HOLDINGS LTD	COM	G4933P101	101411	3224500	SH	DEFINE
IPC HOLDINGS LTD	COM	G4933P101	17119	544335	SH	DEFINE
IPSCO INC	COM	462622101	7440	67900	SH	DEFINE
IRON MOUNTAIN INC	COM	462846106	14199	343470	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	21333	942680	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	282	12470	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	1609	71120	SH	DEFINE
ISHARES TR	COHEN&ST RLTY	464287564	842	8392	SH	DEFINE
ISHARES TR	FTSE XNHUA IDX	464287184	2771	24861	SH	DEFINE
ISHARES TR	1-3 YR TRS BD	464287457	360	4499	SH	DEFINE
ISHARES TR	LEHMAN AGG BND	464287226	637	6388	SH	DEFINE
ISHARES TR	7-10 YR TRS BD	464287440	506	6135	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	22217	303428	SH	DEFINE
ISHARES TR	MSCI VAL IDX	464288877	398	5526	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	35770	313303	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	1220	76300	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	3061	215104	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	1375	25000	SH	DEFINE
ISHARES TR	RUSL 2000 GROW	464287648	18140	230852	SH	DEFINE
ISHARES TR	RUSSELL MCP GR	464287481	855	8285	SH	DEFINE
ISHARES TR	RUSSELL MCP GR	464287481	1032	10000	SH	DEFINE
ISHARES TR	S&P EURO PLUS	464287861	220	2100	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	11933	84118	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	213	2660	SH	DEFINE
ISHARES TR	S&P SMLCAP 600	464287804	526	7983	SH	DEFINE

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

ISHARES TR	S&P/TOPIX 150	464287382	225	1800	SH	DEFINE
ISHARES TR	RUSL 2000 VALU	464287630	2457	30700	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	5586	78960	SH	DEFINE
ISHARES TR	RUSL 2000 VALU	464287655	442	5668	SH	DEFINE
ISHARES TR	RUSSELL 3000	464287689	903	11024	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	644	7175	SH	DEFINE
ISHARES TR	US TIPS BD FD	464287176	2873	29074	SH	DEFINE
ISILON SYSTEMS INC	COM	46432L104	9062	328350	SH	DEFINE
ISTA PHARMACEUTICALS INC	COM	45031X204	2221	313300	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	92208	1928228	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	1555	32522	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	263	5500	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	101378	2120000	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	1999	41800	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	564	11800	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	5810	121500	SH	DEFINE
ITC HOLDINGS CORPORATION	COM	465685105	33719	845100	SH	DEFINE
ITLA CAPITAL CORP	COM	450565106	25816	445796	SH	DEFINE
ITRON INC	COM	465741106	7443	143580	SH	DEFINE
ITT CORP	COM	450911102	2548	44849	SH	DEFINE
IVAX CORP	NOTE 4.500% 5/1	465823AG7	4956	5000000	PRN	DEFINE
IXIA	COM	45071R109	14080	1466625	SH	DEFINE
IXIA	COM	45071R109	25909	2698810	SH	DEFINE
J CREW GROUP INC	COM	46612H402	6469	167800	SH	DEFINE
JABIL CIRCUIT INC	COM	466313103	1119	45567	SH	DEFINE
JABIL CIRCUIT INC	COM	466313103	55785	2272303	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COM	468202106	14169	417100	SH	DEFINE
JACOBS ENGINEERING GROUP	COM	469814107	1588	19475	SH	DEFINE
JACOBS ENGINEERING GROUP	COM	469814107	4	54	SH	DEFINE
JARDEN CORP	COM	471109108	9183	263950	SH	DEFINE
JARDEN CORP	COM	471109108	205	5900	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	14574	705080	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	184	8900	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	1730	83700	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	577	27900	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	5428	262600	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	1592	112106	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	14	987	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	31276	2202519	SH	DEFINE
JETBLUE AIRWAYS CORP	NOTE 3.500% 7/1	477143AC5	16238	15000000	PRN	DEFINE
JOHN B SANFILIPPO & SON INC	COM	800422107	2391	195000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	COM	409735107	16616	1650000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	34832	527600	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	3488	52830	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1739	26337	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	65756	996000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	21151	320375	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	153379	2323219	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	551582	8354771	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	310	4700	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	53	800	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	2593	30180	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	1	17	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	34368	400000	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	553	6435	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	249	2900	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	18310	213110	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	137	1600	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	20	230	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	669	7258	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	20956	227358	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	210292	4353866	SH	DEFINE

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

JPMORGAN CHASE & CO	COM	46625H100	13440	278262	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	3956	81897	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	22323	462172	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	53214	1101737	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	498497	10320847	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1583	32772	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	69234	1433419	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	27	560	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	1937	102279	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	644	34023	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	3597	189915	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	144159	7611360	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	176	9300	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	26	1390	SH	DEFINE
JUNIPER NETWORKS INC	CONVERT ZERO CP	48203RAC8	1846625	17000000	PRN	DEFINE
K2 INC	COM	482732104	10212	774200	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COM	484836101	12531	250220	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COM	484836101	100	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COM	485170302	33159	1144200	SH	DEFINE
KANSAS CITY SOUTHERN	COM	485170302	17	600	SH	DEFINE
KAYDON CORP	COM	486587108	5524	139000	SH	DEFINE
KB HOME	COM	48666K109	121	2350	SH	DEFINE
KB HOME	COM	48666K109	333	6500	SH	DEFINE
KB HOME	COM	48666K109	68972	1345000	SH	DEFINE
KBW INC	COM	482423100	441	15000	SH	DEFINE
KELLOGG CO	COM	487836108	951	19000	SH	DEFINE
KELLWOOD CO	COM	488044108	25561	786000	SH	DEFINE
KELLWOOD CO	COM	488044108	32238	991320	SH	DEFINE
KELLY SERVICES INC	COM	488152208	43607	1506800	SH	DEFINE
KENNAMETAL INC	COM	489170100	37340	634500	SH	DEFINE
KENNAMETAL INC	COM	489170100	3238	55024	SH	DEFINE
KENNAMETAL INC	COM	489170100	7183	122050	SH	DEFINE
KENNAMETAL INC	COM	489170100	51490	874933	SH	DEFINE
KENNAMETAL INC	COM	489170100	294	5000	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COM	492515101	1113	83690	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COM	492515101	47143	3544570	SH	DEFINE
KEYCORP	COM	493267108	450	11822	SH	DEFINE
KEYSPAN CORP	COM	49337W100	432	10489	SH	DEFINE
KEYSTONE AUTOMOTIVE INDUSTRIES INC	COM	49338N109	9406	276719	SH	DEFINE
KIMBERLY-CLARK CORP	COM	494368103	7733	113800	SH	DEFINE
KIMBERLY-CLARK CORP	COM	494368103	4644	68344	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	79	1755	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	2000	44500	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	40909	910100	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	UT LTD PARTNER	494550106	8412	175618	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	1945	18396	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	10	98	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	2003	18939	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	21150	200000	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	181330	7559334	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	834	34750	SH CALL	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	7	263	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	COM	496904103	130714	5376947	SH	DEFINE
KINROSS GOLD CORP	COM	496902404	119	10000	SH	DEFINE
KINROSS GOLD CORP	COM	496902404	48550	3513012	SH	DEFINE
KITE REALTY GROUP TRUST	COM	49803T102	45	2425	SH	DEFINE
KITE REALTY GROUP TRUST	COM	49803T102	32991	1771800	SH	DEFINE
KKR FINANCIAL CORP	COM	482476306	45650	1704000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	1	13	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	292	5860	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	47	938	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	47808	960971	SH	DEFINE

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

KLA-TENCOR CORP	COM	482480100	104	2100	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	17	340	SH	DEFINE
KNIGHT TRANSPORTATION INC	COM	499064103	22627	1327075	SH	DEFINE
KOHL'S CORP	COM	500255104	2921	42679	SH	DEFINE
KOHL'S CORP	COM	500255104	8893	129960	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	6920	400000	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	6764	391007	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	14961	864800	SH	DEFINE
KONGZHONG CORP	SPONSORED ADR	50047P104	652	66800	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	SPON ADR NEW	500472303	2046	54436	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	SPON ADR NEW	500472303	16752	445774	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	SPON ADR NEW	500472303	32196	856726	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	SPON ADR NEW	500472303	652	17355	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	SPON ADR NEW	500472303	6042	160784	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	37422	464065	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	197497	2449116	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	20895	259112	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	14581	180810	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	484	6000	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1385	17172	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1534	19027	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	3518	43620	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1413	17519	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1361	16877	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	4349	191500	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	13679	602323	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	221	9735	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	11134	490263	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	61	2695	SH	DEFINE
KORN/FERRY INTERNATIONAL	COM	500643200	7218	314366	SH	DEFINE
KOSAN BIOSCIENCES INC	COM	50064W107	694	125000	SH	DEFINE
KOSAN BIOSCIENCES INC	COM	50064W107	6448	1161791	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	3677	103000	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	1727	48369	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	711	19925	SH	DEFINE
KROGER CO	COM	501044101	42703	1851010	SH	DEFINE
KROGER CO	COM	501044101	4563	197800	SH	DEFINE
KROGER CO	COM	501044101	187738	8137734	SH	DEFINE
KROGER CO	COM	501044101	22316	967297	SH	DEFINE
KROGER CO	COM	501044101	337	14600	SH	DEFINE
KROGER CO	COM	501044101	3489	151230	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	728388	28733244	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	156314	6166224	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	7603	299933	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	36690	1447342	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	3415	134732	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	7272	286861	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	34	1360	SH	DEFINE
L-3 COMMUNICATIONS CORP	COM	502424104	8784	107410	SH	DEFINE
LA-Z-BOY INC	COM	505336107	25344	2135100	SH	DEFINE
LABOPHARM INC	COM	504905100	368	53900	SH	DEFINE
LABOPHARM INC	COM	504905100	2793	409600	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	109	1489	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	95	1297	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	1065	14491	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	37580	511500	SH	DEFINE
LABRANCHE & CO INC	COM	505447102	126	12800	SH	DEFINE
LADISH CO INC	COM	505754200	1965	53000	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	73	1449	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	28	557	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	56	1100	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	99409	1963830	SH	DEFINE

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

LAMAR ADVERTISING CO	COM	512815101	844	12900	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	5224	117900	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	18	400	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	105	2300	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	42842	934400	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	573	12500	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	426	9300	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	2710	59100	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COM	51827Q106	9642	222015	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COM	51827Q106	56	1279	SH	DEFINE
LAUREATE EDUCATION INC	COM	518613104	916	18842	SH	DEFINE
LAUREATE EDUCATION INC	COM	518613104	65277	1342315	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COM	521050104	12367	376686	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COM	521050104	98	3000	SH	DEFINE
LEAP WIRELESS INTERNATIONAL INC	COM	521863308	2397	40300	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	1668	175930	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	14037	1480690	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	14468	1526160	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	7	700	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	3009	317360	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	225	23720	SH	DEFINE
LEAR CORP	COM	521865105	50449	1708388	SH	DEFINE
LEAR CORP	COM	521865105	914	30960	SH	DEFINE
LEAR CORP	COM	521865105	322	10900	SH	DEFINE
LEAR CORP	COM	521865105	9	300	SH	DEFINE
LEAR CORP	COM	521865105	5617	190220	SH	DEFINE
LECG CORP	COM	523234102	17244	933107	SH	DEFINE
LECG CORP	COM	523234102	12622	683000	SH	DEFINE
LEGG MASON INC	COM	524901105	384710	4047448	SH	DEFINE
LEGG MASON INC	COM	524901105	6492	68306	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	104706	4381000	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	43	1800	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	5586	71500	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	5947	76127	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	65	830	SH	DEFINE
LENNAR CORP	COM	526057104	25511	486300	SH	DEFINE
LENNAR CORP	COM	526057104	130	2470	SH	DEFINE
LENNAR CORP	COM	526057104	36	682	SH	DEFINE
LENNAR CORP	COM	526057104	76906	1466000	SH	DEFINE
LENNAR CORP	COM	526057302	2358	48000	SH	DEFINE
LENNAR CORP	COM	526057302	11	230	SH	DEFINE
LENNOX INTERNATIONAL INC	COM	526107107	26661	871000	SH	DEFINE
LEUCADIA NATIONAL CORP	COM	527288104	66044	2342003	SH	DEFINE
LEUCADIA NATIONAL CORP	COM	527288104	551	19544	SH	DEFINE
LEUCADIA NATIONAL CORP	NOTE 3.750% 4/1	527288AX2	5004	3600000	PRN	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	45	8100	SH	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	3008	537200	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	COM	529043101	21	945	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	COM	529043101	17261	769900	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	PFD CONV SER C	529043309	69020	1450000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	285	3900	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	1195	16329	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	102	1400	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	16	220	SH	DEFINE
LIBERTY GLOBAL INC	COM	530555101	2557	87733	SH	DEFINE
LIBERTY GLOBAL INC	COM	530555309	207	7406	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/1	530715AR2	8423	10000000	PRN	DEFINE
LIBERTY MEDIA HLDG CORP- INTERACTI	COM	53071M104	1136	52684	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	275049	2807198	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	952	9714	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	41	422	SH	DEFINE
LIBERTY MEDIA INTO MOTOROLA	DEB 3.500% 1/1	530715AN1	8088	8000000	PRN	DEFINE

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

LIBERTY PROPERTY TRUST	COM	531172104	82	1665	SH	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	9647	196307	SH	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	38005	773400	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	880	26100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	1	31	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	346	10280	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	1	15	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	13580	402960	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	131	3900	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	20	600	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	325	11245	SH	DEFINE
LINCOLN NATIONAL CORP	COM	534187109	23150	348651	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	1334	44000	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	6	200	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	4273	140927	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	10480	345655	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	14467	2246414	SH	DEFINE
LIONS GATE ENTMT CORP	COM	535919203	7066	658500	SH	DEFINE
LIONS GATE ENTMT CORP	COM	535919203	218	20300	SH	DEFINE
LIVE NATION	COM	538034109	1	55	SH	DEFINE
LIVE NATION	COM	538034109	1400	62500	SH	DEFINE
LIVE NATION	COM	538034109	1	65	SH	DEFINE
LIVE NATION	COM	538034109	3	124	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	308	7090	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	2532	58250	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1347	31000	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	646	14858	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1649	37950	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	8032	177180	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	46035	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	9344	101492	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	27	289	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	8695	94440	SH	DEFINE
LOEWS CORP	COM	540424108	448	10800	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	1864	65184	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	1402	49025	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	124292	4347387	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COM	542312103	27652	571200	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COM	542312103	69	1420	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	1	17	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	316	10130	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	6602	211940	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	32251	1035346	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	97	3100	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	13	420	SH	DEFINE
LOWE'S COMPANIES INC	NOTE 2/1	548661CF2	1333743	1300000	PRN	DEFINE
LUNDIN MINING CORP	COM	550372106	8688	202048	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	767	25000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	4900	159750	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	1165	38000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	15335	500000	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	1	22	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	231	9040	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	97	3800	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	205367	8031559	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	92	3600	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	11	430	SH	DEFINE
M & T BANK CORP	COM	55261F104	2760	22595	SH	DEFINE
M & T BANK CORP	COM	55261F104	19	156	SH	DEFINE
M/I HOMES INC	COM	55305B101	50606	1325100	SH	DEFINE
MACERICH CO	COM	554382101	143	1650	SH	DEFINE
MACERICH CO	COM	554382101	1454	16800	SH	DEFINE

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

MACERICH CO	COM	554382101	100490	1160800	SH	DEFINE
MACQUARIE INFRASTRUCTURE CO TR	COM	55607X108	727	20500	SH	DEFINE
MAGNA INTERNATIONAL INC	COM	559222401	147227	1568409	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	80	2000	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	1820	45500	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	220	5500	SH	DEFINE
MAGUIRE PROPERTIES INC	COM	559775101	5104	127600	SH	DEFINE
MAINE & MARITIMES CORP	COM	560377103	412	27100	SH	DEFINE
MANITOWOC CO INC	COM	563571108	13	220	SH	DEFINE
MANITOWOC CO INC	COM	563571108	19862	334200	SH	DEFINE
MANNKIND CORP	COM	56400P201	825	50000	SH	DEFINE
MANNKIND CORP	COM	56400P201	3371	204400	SH	DEFINE
MANNKIND CORP	NOTE 3.750%12/1	56400PAA0	1579	1500000	PRN	DEFINE
MANPOWER INC	COM	56418H100	2917	38923	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	33790	1000000	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	337764	8583584	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	306	9054	SH	DEFINE
MAPINFO CORP	COM	565105103	2957	226571	SH	DEFINE
MARATHON OIL CORP	COM	565849106	3	30	SH	DEFINE
MARATHON OIL CORP	COM	565849106	2155	23293	SH	DEFINE
MARATHON OIL CORP	COM	565849106	7053	76252	SH	DEFINE
MARCHEX INC	COM	56624R108	13158	983400	SH	DEFINE
MARINEMAX INC	COM	567908108	4101	158140	SH	DEFINE
MARINEMAX INC	COM	567908108	140	5400	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	5454	278244	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	2	80	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	67906	3464593	SH	DEFINE
MARKETAXESS HOLDINGS INC	COM	57060D108	5205	383600	SH	DEFINE
MARKETAXESS HOLDINGS INC	COM	57060D108	204	15000	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COM	571903202	1873	39240	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2265	73863	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1829	59650	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	414	13495	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	36673	1196125	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	107	3500	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	15	490	SH	DEFINE
MARSHALL & ILSLEY CORP	COM	571834100	1704	35414	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COM	573284106	2189	21069	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	6261	326252	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	6203	323260	SH	DEFINE
MASCO CORP	COM	574599106	7623	255200	SH	DEFINE
MASCO CORP	COM	574599106	1	27	SH	DEFINE
MASCO CORP	COM	574599106	1238	41446	SH	DEFINE
MASCO CORP	COM	574599106	7209	241332	SH	DEFINE
MASCO CORP	COM	574599106	12	390	SH	DEFINE
MASSEY ENERGY CO	COM	576206106	115749	4982750	SH	DEFINE
MASSEY ENERGY CO	COM	576206106	98	4200	SH	DEFINE
MATRIA HEALTHCARE INC	COM	576817209	6243	217310	SH	DEFINE
MATTEL INC	COM	577081102	1609	71010	SH	DEFINE
MATTEL INC	COM	577081102	271903	11999242	SH	DEFINE
MATTEL INC	COM	577081102	22556	995407	SH	DEFINE
MATTEL INC	COM	577081102	42	1865	SH	DEFINE
MATTEL INC	COM	577081102	3409	150436	SH	DEFINE
MATTEL INC	COM	577081102	140	6160	SH	DEFINE
MAX RE CAPITAL LTD	COM	G6052F103	6381	257100	SH	DEFINE
MAX RE CAPITAL LTD	COM	G6052F103	127	5100	SH	DEFINE
MB FINANCIAL INC	COM	55264U108	18864	501570	SH	DEFINE
MBIA INC	COM	55262C100	14612	200000	SH	DEFINE
MBIA INC	COM	55262C100	1213	16600	SH	DEFINE
MCCLATCHY COMPANY	COM	579489105	209	4822	SH	DEFINE
MCCORMICK & CO INC	COM	579780206	98424	2552495	SH	DEFINE
MCCORMICK & CO INC	COM	579780206	305	7909	SH	DEFINE

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

MCDATA CORP	COM	580031201	5305	955850	SH	DEFINE
MCDATA CORP	COM	580031201	0	5	SH	DEFINE
MCDATA CORP	COM	580031201	2	363	SH	DEFINE
MCDERMOTT INTERNATIONAL INC	COM	580037109	230	4527	SH	DEFINE
MCDONALD'S CORP	COM	580135101	7403	167000	SH	DEFINE
MCDONALD'S CORP	COM	580135101	3129	70590	SH	DEFINE
MCDONALD'S CORP	COM	580135101	20025	451717	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COM	580645109	3	50	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COM	580645109	27462	403735	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	53359	935300	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	138	2421	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	416	7300	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	150489	2637840	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	114	2000	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	18	310	SH	DEFINE
MDS INC	COM	55269P302	42301	1988751	SH	DEFINE
MDS INC	COM	55269P302	95270	4479068	SH	DEFINE
MDS INC	COM	55269P302	16615	781129	SH	DEFINE
MDS INC	COM	55269P302	6856	322319	SH	DEFINE
MDS INC	COM	55269P302	10044	472195	SH	DEFINE
MDU RESOURCES GROUP INC	COM	552690109	716	27928	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	48267	1605700	SH	DEFINE
MEDAREX INC	COM	583916101	6025	407400	SH	DEFINE
MEDAREX INC	COM	583916101	5474	370100	SH	DEFINE
MEDAREX INC	COM	583916101	139	9400	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2578	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	9619	179997	SH	DEFINE
MEDICINES CO	COM	584688105	1028	32410	SH	DEFINE
MEDICINES CO	COM	584688105	98	3100	SH	DEFINE
MEDICINES CO	COM	584688105	70240	2214363	SH	DEFINE
MEDICURE INC	COM	58469E101	897	636400	SH	DEFINE
MEDIMMUNE INC	COM	584699102	1166	36016	SH	DEFINE
MEDIMMUNE INC	COM	584699102	31499	973082	SH	DEFINE
MEDTRONIC INC	COM	585055106	1592	29750	SH	DEFINE
MEDTRONIC INC	COM	585055106	239	4467	SH	DEFINE
MEDTRONIC INC	COM	585055106	5161	96450	SH	DEFINE
MEDTRONIC INC	COM	585055106	52041	972542	SH	DEFINE
MEDTRONIC INC	COM	585055106	42129	787302	SH	DEFINE
MEDTRONIC INC	COM	585055106	177	3300	SH	DEFINE
MEDTRONIC INC	COM	585055106	13	250	SH	DEFINE
MELLON FINANCIAL CORP	COM	58551A108	7241	171800	SH	DEFINE
MELLON FINANCIAL CORP	COM	58551A108	1316	31214	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	20997	548800	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	5842	152691	SH	DEFINE
MENTOR CORP	COM	587188103	1024	20950	SH	DEFINE
MERCANTILE BANKSHARES CORP	COM	587405101	48987	1046962	SH	DEFINE
MERCANTILE BANKSHARES CORP	COM	587405101	95	2025	SH	DEFINE
MERCANTILE BANKSHARES CORP	COM	587405101	1148	24525	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	504	25000	SH	DEFINE
MERCER INTERNATIONAL INC	COM	588056101	26247	2211200	SH	DEFINE
MERCHANTS GROUP INC	COM	588539106	5040	155800	SH	DEFINE
MERCK & CO INC	COM	589331107	1210341	27760105	SH	DEFINE
MERCK & CO INC	COM	589331107	46129	1058002	SH	DEFINE
MERCK & CO INC	COM	589331107	31311	718140	SH	DEFINE
MERCK & CO INC	COM	589331107	35	800	SH	DEFINE
MERCK & CO INC	COM	589331107	21800	500000	SH	DEFINE
MERCK & CO INC	COM	589331107	24498	561885	SH	DEFINE
MERCK & CO INC	COM	589331107	119846	2748760	SH	DEFINE
MERCK & CO INC	COM	589331107	996075	22845767	SH	DEFINE
MERCK & CO INC	COM	589331107	3346	76745	SH	DEFINE
MERCK & CO INC	COM	589331107	7048	161660	SH	DEFINE
MERCK & CO INC	COM	589331107	143314	3287009	SH	DEFINE

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

MERCK & CO INC	COM	589331107	8221	188564	SH	DEFINE
MERCK & CO INC	COM	589331107	1827	41899	SH	DEFINE
MERCURY GENERAL CORP	COM	589400100	29904	567119	SH	DEFINE
MERCURY GENERAL CORP	COM	589400100	121	2300	SH	DEFINE
MERIDIAN GOLD INC	COM	589975101	14	500	SH	DEFINE
MERIDIAN GOLD INC	COM	589975101	44632	1520260	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	82	1715	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	124	2600	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	69086	1447732	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	127590	1370467	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1745	18741	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1	7	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	902	9690	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	15757	169246	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	13189	141670	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	60148	646058	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	4881	52431	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1280	13747	SH	DEFINE
MESA AIR GROUP INC	COM	590479101	3857	450000	SH	DEFINE
MESA AIR GROUP INC	COM	590479101	593	69250	SH	DEFINE
METAL MANAGEMENT INC	COM	591097209	4668	123320	SH	DEFINE
METALLICA RESOURCES INC	COM	59125J104	2300	500000	SH	DEFINE
METHANEX CORP	COM	59151K108	68270	2140134	SH	DEFINE
METHODE ELECTRONICS INC	COM	591520200	15139	1397854	SH	DEFINE
METLIFE INC	COM	59156R108	27357	463600	SH	DEFINE
METLIFE INC	COM	59156R108	2322	39357	SH	DEFINE
METLIFE INC	COM	59156R108	3	57	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	36058	457300	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	36457	462353	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	107428	1362433	SH	DEFINE
MEXICO FUND INC	COM	592835102	24546	620800	SH	DEFINE
MGIC INVESTMENT CORP	COM	552848103	33696	538785	SH	DEFINE
MGIC INVESTMENT CORP	COM	552848103	238	3800	SH	DEFINE
MGIC INVESTMENT CORP	COM	552848103	2	38	SH	DEFINE
MICREL INC	COM	594793101	270	25000	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	4759	145538	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	1408	43062	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	5486	167770	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	210096	6424961	SH	DEFINE
MICROS SYSTEMS INC	COM	594901100	18445	350000	SH	DEFINE
MICROSEMI CORP	COM	595137100	13999	712404	SH	DEFINE
MICROSEMI CORP	COM	595137100	501	25500	SH	DEFINE
MICROSEMI CORP	COM	595137100	168172	8558382	SH	DEFINE
MICROSEMI CORP	COM	595137100	177	9000	SH	DEFINE
MICROSEMI CORP	COM	595137100	21	1070	SH	DEFINE
MICROSOFT CORP	COM	594918104	1621888	54316409	SH	DEFINE
MICROSOFT CORP	COM	594918104	37863	1268030	SH	DEFINE
MICROSOFT CORP	COM	594918104	1696	56800	SH	DEFINE
MICROSOFT CORP	COM	594918104	13322	446150	SH	DEFINE
MICROSOFT CORP	COM	594918104	511359	17125220	SH	DEFINE
MICROSOFT CORP	COM	594918104	7129	238732	SH	DEFINE
MICROSOFT CORP	COM	594918104	29860	1000000	SH	DEFINE
MICROSOFT CORP	COM	594918104	19509	653355	SH	DEFINE
MICROSOFT CORP	COM	594918104	109259	3659058	SH	DEFINE
MICROSOFT CORP	COM	594918104	138230	4629284	SH	DEFINE
MICROSOFT CORP	COM	594918104	3108	104080	SH	DEFINE
MICROSOFT CORP	COM	594918104	11836	396370	SH	DEFINE
MICROSOFT CORP	COM	594918104	158524	5308904	SH	DEFINE
MICROSOFT CORP	COM	594918104	10043	336350	SH	DEFINE
MICROSOFT CORP	COM	594918104	2039	68300	SH	DEFINE
MICROTUNE INC	COM	59514P109	3664	779660	SH	DEFINE
MICROTUNE INC	COM	59514P109	6231	1325720	SH	DEFINE

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

MIDCAP SPDR TRUST	UNIT SER 1	595635103	4884	33314	SH	DEFINE
MIDLAND CO	COM	597486109	16151	385000	SH	DEFINE
MILLIPORE CORP	COM	601073109	14300	214716	SH	DEFINE
MILLIPORE CORP	COM	601073109	26640	400000	SH	DEFINE
MILLIPORE CORP	COM	601073109	11963	179630	SH	DEFINE
MILLIPORE CORP	COM	601073109	395	5929	SH	DEFINE
MILLIPORE CORP	COM	601073109	11766	176660	SH	DEFINE
MILLIPORE CORP	COM	601073109	103	1540	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPONSORED ADR	602675100	529	22100	SH	DEFINE
MINDSPEED TECHNOLOGIES INC	COM	602682106	191	100000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	43665	1191400	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	14677	249645	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	15080	256500	SH	DEFINE
MIRAMAR MNG CORP (CAD)	COM	60466E100	1354	255000	SH	DEFINE
MIRAMAR MNG CORP (CAD)	COM	60466E100	7062	1330000	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	8232	661220	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	15515	1246166	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	50	4000	SH	DEFINE
MITTAL STEEL COMPANY N.V	NY REG SH CL A	60684P101	1420	33677	SH	DEFINE
MITTAL STEEL COMPANY N.V	NY REG SH CL A	60684P101	9	223	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	272330	5425980	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	33695	671350	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	293	5840	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	50	1000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	145326	2895510	SH	DEFINE
MOLECULAR DEVICES CORP	COM	60851C107	12872	610893	SH	DEFINE
MOLECULAR DEVICES CORP	COM	60851C107	20065	952300	SH	DEFINE
MOLEX INC	COM	608554101	4633	146483	SH	DEFINE
MOLEX INC	COM	608554101	382	12072	SH	DEFINE
MOLEX INC	COM	608554200	4058	146483	SH	DEFINE
MOLEX INC	COM	608554200	158	5718	SH	DEFINE
MOLINA HEALTHCARE INC	COM	60855R100	9694	298190	SH	DEFINE
MOLINA HEALTHCARE INC	COM	60855R100	616	18935	SH	DEFINE
MOMENTA PHARMACEUTICALS INC	COM	60877T100	1312	83400	SH	DEFINE
MONACO COACH CORP	COM	60886R103	30921	2183700	SH	DEFINE
MONSANTO CO	COM	61166W101	70916	1350000	SH	DEFINE
MONSANTO CO	COM	61166W101	1101	20960	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	44932	2414400	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	46912	2520783	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	114	6100	SH	DEFINE
MOODY'S CORP	COM	615369105	72	1049	SH	DEFINE
MOODY'S CORP	COM	615369105	33701	488000	SH	DEFINE
MOODY'S CORP	COM	615369105	29	426	SH	DEFINE
MOODY'S CORP	COM	615369105	2750	39823	SH	DEFINE
MOODY'S CORP	COM	615369105	41402	599504	SH	DEFINE
MORGAN STANLEY	COM	617446448	2952	36249	SH	DEFINE
MORGAN STANLEY	COM	617446448	13811	169604	SH	DEFINE
MORGAN STANLEY	COM	617446448	5057	62100	SH	DEFINE
MORGAN STANLEY	COM	617446448	7325	89953	SH	DEFINE
MORGAN STANLEY	COM	617446448	2168	26625	SH	DEFINE
MORGAN STANLEY	COM	617446448	30432	373723	SH	DEFINE
MORGAN STANLEY	COM	617446448	44837	550621	SH	DEFINE
MORGAN STANLEY	COM	617446448	1860	22844	SH	DEFINE
MORGAN STANLEY	COM	617446448	7078	86917	SH	DEFINE
MORGAN STANLEY	COM	617446448	72253	887308	SH	DEFINE
MORGAN STANLEY	COM	617446448	3866	47479	SH	DEFINE
MORGAN STANLEY	COM	617446448	1120	13749	SH	DEFINE
MORTGAGEIT HLDGS INC	COM	61915Q108	36902	2501800	SH	DEFINE
MORTGAGEIT HLDGS INC	COM	61915Q108	54	3689	SH	DEFINE
MOSYS INC.	COM	619718109	93	10000	SH	DEFINE
MOTOROLA INC	COM	620076109	6502	316228	SH	DEFINE
MOTOROLA INC	COM	620076109	9771	475265	SH	DEFINE

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

MOVE INC	COM	62458M108	5379	976230	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	63584	2005800	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	321	10125	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	7	229	SH	DEFINE
MURPHY OIL CORP	COM	626717102	925	18190	SH	DEFINE
MURPHY OIL CORP	COM	626717102	768	15108	SH	DEFINE
MURPHY OIL CORP	COM	626717102	13842	272211	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	6447	199595	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	661	33125	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	355	17795	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	3	174	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	62	3103	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	783	25000	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	42843	1368800	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	0	16	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	235	7890	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	4578	153740	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	14478	486170	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	68	2300	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	11	380	SH	DEFINE
NACCO INDUSTRIES INC	COM	629579103	44639	326784	SH	DEFINE
NASDAQ 100 INDEX	UNIT SER 1	631100104	3321	76890	SH	DEFINE
NASDAQ STOCK MARKET INC	COM	631103108	688	22341	SH	SOLE
NASHUA CORP	COM	631226107	4000	477930	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	CAP UTS EXCHBL	632525309	1736	33715	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	SPONSORED ADR	632525408	25189	158172	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	SPONSORED ADR	632525408	32	200	SH	DEFINE
NATIONAL BANK OF GREECE SA	SPONSORED ADR	633643408	1953	210020	SH	DEFINE
NATIONAL CITY CORP	COM	635405103	1260	34470	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	16105	366276	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	6446	146600	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	12993	295500	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	132	3000	SH	DEFINE
NATIONAL GRID PLC	SPONSORED ADR	636274300	1054	14516	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	9882	362791	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	17484	641852	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	44879	733551	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	4202	68685	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	116348	1901733	SH	DEFINE
NATIONAL RV HOLDINGS INC	COM	637277104	1089	295000	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COM	638522102	34521	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	149723	2762419	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	62	1152	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	13	235	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	3016	99800	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	2146	71000	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	698	23100	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	5219	172700	SH	DEFINE
NAVTEQ CORP	COM	63936L100	27957	799460	SH	DEFINE
NAVTEQ CORP	COM	63936L100	8987	256990	SH	DEFINE
NAVTEQ CORP	COM	63936L100	2284	65300	SH	DEFINE
NAVTEQ CORP	COM	63936L100	4585	131100	SH	DEFINE
NAVTEQ CORP	COM	63936L100	210	6000	SH	DEFINE
NAVTEQ CORP	COM	63936L100	629	18000	SH	DEFINE
NBTY INC	COM	628782104	2109	50725	SH	DEFINE
NBTY INC	COM	628782104	100	2400	SH	DEFINE
NEC CORP	SPONSORED ADR	629050204	71	14815	SH	DEFINE
NEKTAR THERAPEUTIC	COM	640268108	3343	219800	SH	DEFINE
NETFLIX COM INC	COM	64110L106	1544	59700	SH	DEFINE
NETGEAR INC	COM	64111Q104	36	1362	SH	DEFINE
NETGEAR INC	COM	64111Q104	14	547	SH	DEFINE
NETGEAR INC	COM	64111Q104	28610	1089900	SH	DEFINE

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

NETLIST INC	COM	64118P109	4760	489700	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	29046	1339120	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	1463	37238	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	42	1058	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	24	600	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	143387	3650377	SH	DEFINE
NEUSTAR INC	COM	64126X201	1337	41227	SH	DEFINE
NEUSTAR INC	COM	64126X201	82256	2535634	SH	DEFINE
NEVSUN RESOURCES LTD	COM	64156L101	2236	877000	SH	DEFINE
NEW AMER HIGH INCOME FD INC	COM	641876107	23	10126	SH	DEFINE
NEW IRELAND FUND INC	COM	645673104	4968	135000	SH	DEFINE
NEW JERSEY RESOURCES CORP	COM	646025106	294	6050	SH	DEFINE
NEW YORK TIMES CO	COM	650111107	4217	173100	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	49	1580	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	54813	1750100	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	297	10270	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	1842	40092	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	28	614	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	308	6700	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	171598	3734448	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	29923	662750	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	2	35	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1877	41576	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	32540	720714	SH	DEFINE
NEWS CORP INC	COM	65248E104	1506548	70137243	SH	DEFINE
NEWS CORP INC	COM	65248E104	112748	5248980	SH	DEFINE
NEWS CORP INC	COM	65248E104	727423	33865138	SH	DEFINE
NEWS CORP INC	COM	65248E104	21349	993880	SH	DEFINE
NEWS CORP INC	COM	65248E104	9783	455462	SH	DEFINE
NEWS CORP INC	COM	65248E104	3662	170470	SH	DEFINE
NEWS CORP INC	COM	65248E104	3153	146785	SH	DEFINE
NEWS CORP INC	COM	65248E104	108978	5073481	SH	DEFINE
NEWS CORP INC	COM	65248E104	101	4690	SH	DEFINE
NEWS CORP INC	COM	65248E104	9707	451896	SH	DEFINE
NEWS CORP INC	COM	65248E104	1969	91674	SH	DEFINE
NEWS CORP INC	COM	65248E203	4082	183386	SH	DEFINE
NEWS CORP INC	COM	65248E203	288	12925	SH	DEFINE
NEWS CORP INC	COM	65248E203	11976	538027	SH	DEFINE
NEWS CORP INC	COM	65248E203	9116	409530	SH	DEFINE
NEWSTAR FINANCIAL INC	COM	65251F105	10203	553000	SH	DEFINE
NEXEN INC	COM	65334H102	267957	4173782	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COM	65411N105	5805	227656	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COM	65411N105	1091	42800	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	1962	30444	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	57	880	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	2332	36185	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	289600	4494110	SH	DEFINE
NIKE INC	COM	654106103	4120	41600	SH	DEFINE
NIKE INC	COM	654106103	5065	51150	SH	DEFINE
NIKE INC	COM	654106103	13046	131737	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	483	19490	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	5172	208645	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	307	12383	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	347	14000	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	515	20770	SH	DEFINE
NISOURCE INC	COM	65473P105	360	14953	SH	DEFINE
NISOURCE INC	COM	65473P105	151348	6280000	SH	DEFINE
NOBLE CORP	COM	G65422100	33607	441320	SH	DEFINE
NOBLE CORP	COM	G65422100	166	2176	SH	DEFINE
NOBLE CORP	COM	G65422100	712	9344	SH	DEFINE
NOBLE CORP	COM	G65422100	4005	52600	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	407	8300	SH	DEFINE

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

NOBLE ENERGY INC	COM	655044105	6870	140000	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	1967	96778	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	669	32925	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	11942	587678	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	80147	3944262	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	191	9400	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	32	1560	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	19268	1017317	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	532	28109	SH	DEFINE
NORDSON CORP	COM	655663102	58413	1172240	SH	DEFINE
NORDSON CORP	COM	655663102	161	3228	SH	DEFINE
NORDSON CORP	COM	655663102	13	267	SH	DEFINE
NORDSTROM INC	COM	655664100	3668	74342	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	68324	1358600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	7336	145871	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	1	15	SH	DEFINE
NORSK HYDRO ASA	SPONSORED ADR	656531605	1527	49800	SH	DEFINE
NORTEL NETWORKS CORP	NOTE 4.250% 9/0	656568AB8	556337	574266000	PRN	DEFINE
NORTH AMERICAN ENERGY PARTNERS	COM	656844107	3093	190000	SH	DEFINE
NORTH EUROPEAN OIL ROYALTY TRUST	COM	659310106	224	6000	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	48283	1714600	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	96	3400	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	50688	1800000	SH	DEFINE
NORTHERN ORION RES INC	COM	665575106	2379	650000	SH	DEFINE
NORTHERN TRUST CORP	COM	665859104	260	4281	SH	DEFINE
NORTHERN TRUST CORP	COM	665859104	5	77	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	67700	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	9387	138650	SH	DEFINE
NORTHSTAR NEUROSCIENCE INC	COM	66704V101	808	56200	SH	DEFINE
NORTHWEST PIPE COMPANY	COM	667746101	11195	333000	SH	DEFINE
NORTHWESTERN CORP	*W EXP 99/99/999	668074115	1217	106864	SH	DEFINE
NORTHWESTERN CORP	COM	668074305	74036	2092606	SH	DEFINE
NOVAGOLD RES INC	COM	66987E206	3432	200000	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	5481	95420	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	5537	96395	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	3830	66680	SH	DEFINE
NOVELIS INC	COM	67000X106	17088	524318	SH	DEFINE
NOVELIS INC	COM	67000X106	69	2257	SH	DEFINE
NSTAR	COM	67019E107	463	13480	SH	DEFINE
NSTAR	COM	67019E107	1299	37800	SH	DEFINE
NTL INC	COM	62941W101	754719	29901710	SH	DEFINE
NTL INC	COM	62941W101	1284	50873	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1647	143700	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	6657	580850	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	91467	7981385	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	214	18700	SH	DEFINE
NUCOR CORP	COM	670346105	242553	4437482	SH	DEFINE
NUCOR CORP	COM	670346105	98	1800	SH	DEFINE
NUCOR CORP	COM	670346105	12960	237104	SH	DEFINE
NUCOR CORP	COM	670346105	14	247	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	COM	670656107	553	38600	SH	DEFINE
NUVEEN INVESTMENTS INC	COM	67090F106	1431	27579	SH	DEFINE
NUVEEN INVESTMENTS INC	COM	67090F106	41	788	SH	DEFINE
NUVEEN INVESTMENTS INC	COM	67090F106	134946	2601127	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	COM	6706K4105	320	25000	SH	DEFINE
NVIDIA CORP	COM	67066G104	79	2142	SH	DEFINE
NVIDIA CORP	COM	67066G104	30	813	SH	DEFINE
NVIDIA CORP	COM	67066G104	52297	1413040	SH	DEFINE
NVR INC	COM	62944T105	1166	1808	SH	DEFINE
NVR INC	COM	62944T105	105232	163150	SH	DEFINE
NYMEX HOLDINGS INC	COM	62948N104	1017	8200	SH	DEFINE
NYSE GROUP INC	COM	62949W103	7967	81963	SH	DEFINE

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

O'REILLY AUTOMOTIVE INC	COM	686091109	500	15600	SH	DEFINE
OAKLEY INC	COM	673662102	277	13833	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	6084	124600	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	645	13206	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	13741	281400	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	20	520	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	7014	183759	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	6311	127100	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	124	2500	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	303	6100	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	11214	225863	SH	DEFINE
OGE ENERGY CORP	COM	670837103	240	6000	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	21368	663000	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	23554	730800	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	3223	100000	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	267561	11493183	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	380562	16347149	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	1855	79698	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	26	1100	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	21067	904938	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	159	9000	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	1866	105300	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	3259	183900	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	7730	1000000	SH	DEFINE
OMI CORP	COM	Y6476W104	20613	973700	SH	DEFINE
OMNICARE INC	COM	681904108	3	80	SH	DEFINE
OMNICARE INC	COM	681904108	424	10980	SH	DEFINE
OMNICARE INC	COM	681904108	16508	427328	SH	DEFINE
OMNICARE INC	COM	681904108	147	3800	SH	DEFINE
OMNICARE INC	COM	681904108	19	490	SH	DEFINE
OMNICARE INC	DBCV	3.250%12/1 681904AL2	13960	16000000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	3329	31847	SH	DEFINE
OMNICOM GROUP INC	COM	681919106	1	12	SH	DEFINE
ONEBEACON INSURANCE GROUP LTD	COM	G67742109	28	1000	SH	DEFINE
ONEBEACON INSURANCE GROUP LTD	COM	G67742109	24721	882900	SH	DEFINE
ONEOK INC	COM	682680103	129	3000	SH	DEFINE
ONEOK INC	COM	682680103	85033	1972000	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	40	3750	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	20013	1891550	SH	DEFINE
OPEN TEXT CORP	COM	683715106	41751	1745455	SH	DEFINE
OPEN TEXT CORP	COM	683715106	29854	1248088	SH	DEFINE
OPEN TEXT CORP	COM	683715106	6991	292256	SH	DEFINE
OPEN TEXT CORP	COM	683715106	234	9800	SH	DEFINE
OPEN TEXT CORP	COM	683715106	6269	262100	SH	DEFINE
OPTION CARE INC	COM	683948103	8935	627012	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	1170	51581	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	6590	290423	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	66831	2945381	SH	DEFINE
ORACLE CORP	COM	68389X105	824510	48104430	SH	DEFINE
ORACLE CORP	COM	68389X105	18805	1097150	SH	DEFINE
ORACLE CORP	COM	68389X105	1258	73391	SH	DEFINE
ORACLE CORP	COM	68389X105	8570	500000	SH	DEFINE
ORACLE CORP	COM	68389X105	478	27888	SH	DEFINE
ORACLE CORP	COM	68389X105	8188	477684	SH	DEFINE
ORACLE CORP	COM	68389X105	43503	2538089	SH	DEFINE
ORACLE CORP	COM	68389X105	5901	344310	SH	DEFINE
ORACLE CORP	COM	68389X105	20659	1205311	SH	DEFINE
ORACLE CORP	COM	68389X105	4942	288340	SH	DEFINE
ORACLE CORP	COM	68389X105	739	43100	SH	DEFINE
ORBOTECH LTD	COM	M75253100	17936	705050	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COM	G67743107	96678	2043060	SH	DEFINE
ORIENTAL FINANCIAL GROUP INC	COM	68618W100	8766	676918	SH	DEFINE

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

OSHKOSH TRUCK CORP	COM	688239201	47926	989800	SH	DEFINE	
OSHKOSH TRUCK CORP	COM	688239201	468	9660	SH	DEFINE	
OSHKOSH TRUCK CORP	COM	688239201	18017	372090	SH	DEFINE	
OUTDOOR CHANNEL HOLDINGS INC	COM	690027206	3302	257400	SH	DEFINE	
OVERSEAS SHIPHOLDING GROUP INC	COM	690368105	73787	1310600	SH	DEFINE	
OVERSEAS SHIPHOLDING GROUP INC	COM	690368105	17	302	SH	DEFINE	
OWENS CORNING INC	COM	690742101	87233	2917491	SH	DEFINE	
OWENS CORNING INC	COM	690742101	69398	2320988	SH CALL	DEFINE	
OWENS CORNING INC	COM	690742101	608	20334	SH PUT	DEFINE	
OWENS & MINOR INC	COM	690732102	13898	444453	SH	DEFINE	
PACER INTERNATIONAL INC	COM	69373H106	24110	809873	SH	DEFINE	
PACIFIC CAPITAL BANCORP	COM	69404P101	239	7124	SH	DEFINE	
PACIFICARE HEALTH SYSTEMS INC	DBC	3.000%10/1	695112AG7	7701	2000000	PRN	DEFINE
PALL CORP	COM	696429307	17275	500000	SH	DEFINE	
PALL CORP	COM	696429307	705	20415	SH	DEFINE	
PAN AMERICAN SILVER CORP	COM	697900108	7647	260100	SH	DEFINE	
PANACOS PHARMACEUTICALS INC	COM	69811Q106	0	9	SH	DEFINE	
PANACOS PHARMACEUTICALS INC	COM	69811Q106	3257	812100	SH	DEFINE	
PANERA BREAD CO	COM	69840W108	1249	22343	SH	DEFINE	
PANERA BREAD CO	COM	69840W108	95	1700	SH	DEFINE	
PANERA BREAD CO	COM	69840W108	75979	1358950	SH	DEFINE	
PAR PHARMACEUTICAL COMPANIES INC	COM	69888P106	11516	514818	SH	DEFINE	
PARALLEL PETROLEUM CORP	COM	699157103	2108	120000	SH	DEFINE	
PARAMETRIC TECHNOLOGY CORP	COM	699173209	30	1654	SH	DEFINE	
PARAMETRIC TECHNOLOGY CORP	COM	699173209	1725	95700	SH	DEFINE	
PAREXEL INTERNATIONAL CORP	COM	699462107	18938	653700	SH	DEFINE	
PARKWAY PROPERTIES INC	COM	70159Q104	20	390	SH	DEFINE	
PARKWAY PROPERTIES INC	COM	70159Q104	24485	480000	SH	DEFINE	
PARTNERRE LTD	COM	G6852T105	321	4525	SH	DEFINE	
PATHMARK STORES INC	*W EXP 09/19/201	70322A119	8	30000	SH	DEFINE	
PATRIOT CAPITAL FUNDING INC	COM	70335Y104	1808	124800	SH	DEFINE	
PATTERSON COS INC	COM	703395103	2875	80950	SH	DEFINE	
PATTERSON UTI ENERGY INC	COM	703481101	270	11607	SH	DEFINE	
PAYCHEX INC	COM	704326107	1726	43641	SH	DEFINE	
PAYCHEX INC	COM	704326107	44	1103	SH	DEFINE	
PAYCHEX INC	COM	704326107	18554	469246	SH	DEFINE	
PAYCHEX INC	COM	704326107	123094	3113144	SH	DEFINE	
PAYCHEX INC	COM	704326107	67	1700	SH	DEFINE	
PAYCHEX INC	COM	704326107	11	280	SH	DEFINE	
PDL BIOPHARMA INC	COM	69329Y104	2729	135513	SH	DEFINE	
PDL BIOPHARMA INC	COM	69329Y104	59195	2939180	SH	DEFINE	
PDL BIOPHARMA INC	COM	69329Y104	64	3200	SH	DEFINE	
PDL BIOPHARMA INC	COM	69329Y104	9	460	SH	DEFINE	
PDL BIOPHARMA INC	NOTE 2.750% 8/1	74369LAD5	14368	12550000	PRN	DEFINE	
PEABODY ENERGY CORP	COM	704549104	79094	1957300	SH	DEFINE	
PEABODY ENERGY CORP	COM	704549104	2	40	SH	DEFINE	
PEABODY ENERGY CORP	COM	704549104	500	12380	SH	DEFINE	
PEABODY ENERGY CORP	COM	704549104	12897	319160	SH	DEFINE	
PEABODY ENERGY CORP	COM	704549104	55490	1373165	SH	DEFINE	
PEABODY ENERGY CORP	COM	704549104	170	4200	SH	DEFINE	
PEABODY ENERGY CORP	COM	704549104	32	790	SH	DEFINE	
PENGROWTH ENERGY TRUST	TR UNIT NEW	706902509	240	12030	SH	DEFINE	
PENGROWTH ENERGY TRUST	TR UNIT NEW	706902509	9	500	SH	DEFINE	
PENN NATIONAL GAMING INC	COM	707569109	30408	730600	SH	DEFINE	
PENN VIRGINIA CORP	COM	707882106	210	3000	SH	DEFINE	
PENN VIRGINIA RESOURCES PARTNERS L	COM	707884102	224	8600	SH	DEFINE	
PENN WEST ENERGY TRUST	TR UNIT	707885109	44773	1258725	SH	DEFINE	
PENN WEST ENERGY TRUST	COM	707885109	55	1800	SH	DEFINE	
PENNEY JC CO INC	COM	708160106	2729	35271	SH	DEFINE	
PENNEY JC CO INC	COM	708160106	6	83	SH	DEFINE	
PENTAIR INC	COM	709631105	367	11700	SH	DEFINE	
PENWEST PHARMACEUTICALS CO	COM	709754105	831	50000	SH	DEFINE	

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

PENWEST PHARMACEUTICALS CO	COM	709754105	19777	1189936	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	28502	959647	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	36	1200	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	100	3856	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	74800	2875800	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	474	22600	SH	DEFINE
PEPSICO INC	COM	713448108	2002	32000	SH	DEFINE
PEPSICO INC	COM	713448108	91	1458	SH	DEFINE
PEPSICO INC	COM	713448108	6750	107913	SH	DEFINE
PEPSICO INC	COM	713448108	78724	1258581	SH	DEFINE
PEPSICO INC	COM	713448108	63404	1013657	SH	DEFINE
PEPSICO INC	COM	713448108	113	1800	SH	DEFINE
PERFORMANCE FOOD GROUP CO	COM	713755106	5652	204482	SH	DEFINE
PERFORMANCE FOOD GROUP CO	COM	713755106	11	399	SH	DEFINE
PERKINELMER INC	COM	714046109	399	17968	SH	DEFINE
PETRO-CANADA	COM	71644E102	275697	5773760	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	8615	61194	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	3883	337663	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	124	10780	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	2067	22280	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	25	270	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	1855	20000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V101	833185	8982154	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	185	1800	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	4429	43000	SH	DEFINE
PETROLEUM & RESOURCES CORP	COM	716549100	5019	150000	SH	DEFINE
PETSMART INC	COM	716768106	1005	34834	SH	DEFINE
PETSMART INC	COM	716768106	20	694	SH	DEFINE
PETSMART INC	COM	716768106	17176	595158	SH	DEFINE
PETSMART INC	COM	716768106	69514	2408670	SH	DEFINE
PFIZER INC	COM	717081103	1022274	39470035	SH	DEFINE
PFIZER INC	COM	717081103	65853	2542591	SH	DEFINE
PFIZER INC	COM	717081103	28187	1088300	SH	DEFINE
PFIZER INC	COM	717081103	186375	7195930	SH	DEFINE
PFIZER INC	COM	717081103	642246	24797145	SH	DEFINE
PFIZER INC	COM	717081103	6908	266718	SH	DEFINE
PFIZER INC	COM	717081103	51800	2000000	SH	DEFINE
PFIZER INC	COM	717081103	52949	2044356	SH	DEFINE
PFIZER INC	COM	717081103	76115	2938788	SH	DEFINE
PFIZER INC	COM	717081103	130	5000	SH CALL	DEFINE
PFIZER INC	COM	717081103	1559991	60231327	SH	DEFINE
PFIZER INC	COM	717081103	3311	127826	SH	DEFINE
PFIZER INC	COM	717081103	10274	396676	SH	DEFINE
PFIZER INC	COM	717081103	133620	5159078	SH	DEFINE
PFIZER INC	COM	717081103	209	8060	SH	DEFINE
PFIZER INC	COM	717081103	9355	361209	SH	DEFINE
PFIZER INC	COM	717081103	663	25611	SH	DEFINE
PG&E CORP	COM	69331C108	17	362	SH	DEFINE
PG&E CORP	COM	69331C108	719867	15209522	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	11709	363400	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	13608	422331	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	132	4100	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	89042	2763562	SH	DEFINE
PHARMION CORP	COM	71715B409	772	30000	SH	DEFINE
PHARMION CORP	COM	71715B409	5521	214500	SH	DEFINE
PHELPS DODGE CORP	COM	717265102	229265	1915010	SH	DEFINE
PHELPS DODGE CORP	COM	717265102	1373	11470	SH	DEFINE
PHELPS DODGE CORP	COM	717265102	239	1993	SH	DEFINE
PHI INC.	COM	69336T106	3075	95100	SH	DEFINE
PHI INC.	COM	69336T205	17887	546499	SH	DEFINE
PHI INC.	COM	69336T205	5364	163900	SH	DEFINE
PHI INC.	COM	69336T205	2618	80000	SH	DEFINE

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

PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	632	12351	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	8367	163651	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	13155	257289	SH	DEFINE
PHILLIPS VAN HEUSEN CORP	COM	718592108	622	12403	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	12507	2102070	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	9327	1567500	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	21064	3540250	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	156	26160	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	3083	518130	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	106	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	336724	6642800	SH	DEFINE
PIIONEER DRILLING CO	COM	723655106	2125	160000	SH	DEFINE
PIIONEER NATURAL RESOURCES CO	COM	723787107	3854	97100	SH	DEFINE
PIIONEER NATURAL RESOURCES CO	COM	723787107	79	2000	SH	DEFINE
PITNEY BOWES INC	COM	724479100	82657	1789490	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1764	38180	SH	DEFINE
PITNEY BOWES INC	COM	724479100	2168	46941	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1916	41485	SH	DEFINE
PITNEY BOWES INC	COM	724479100	26767	579500	SH	DEFINE
PITNEY BOWES INC	COM	724479100	62955	1362958	SH	DEFINE
PITNEY BOWES INC	COM	724479100	3990	86380	SH	DEFINE
PITNEY BOWES INC	COM	724479100	745	16120	SH	DEFINE
PLACER SIERRA BANCSHARES	COM	726079106	2481	104380	SH	DEFINE
PLATINUM UNDERWRITER HLDGS LTD	COM	G7127P100	4184	135230	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	62129	1559069	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	10121	253967	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	10141	9500000	PRN	DEFINE
PMI GROUP INC	COM	69344M101	68618	1454700	SH	DEFINE
PMI GROUP INC	COM	69344M101	7361	156060	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COM	693475105	6632	89576	SH	DEFINE
PNM RESOURCES INC	COM	69349H107	57949	1863300	SH	DEFINE
PNM RESOURCES INC	COM	69349H107	257	8250	SH	DEFINE
POGO PRODUCING CO	COM	730448107	121782	2514087	SH	DEFINE
POGO PRODUCING CO	COM	730448107	814	16800	SH	DEFINE
POGO PRODUCING CO	COM	730448107	2	37	SH	DEFINE
POLYONE CORP	COM	73179P106	10313	1375000	SH	DEFINE
POLYONE CORP	COM	73179P106	1	75	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	93	7162	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	23501	1816176	SH	DEFINE
POSCO	SPONSORED ADR	693483109	39834	481841	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2100	25400	SH	DEFINE
POSCO	SPONSORED ADR	693483109	412	4979	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COM	73755L107	114	680	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COM	73755L107	287	2000	SH	DEFINE
POTLATCH CORP	COM	737630103	248316	5666731	SH	DEFINE
POWELL INDUSTRIES INC	COM	739128106	8495	269100	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	22318	951719	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	37140	1583800	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	12	530	SH	DEFINE
POZEN INC	COM	73941U102	1274	75000	SH	DEFINE
POZEN INC	COM	73941U102	4213	247990	SH	DEFINE
POZEN INC	COM	73941U102	9762	574599	SH	DEFINE
PPG INDUSTRIES INC	COM	693506107	10	150	SH	DEFINE
PPG INDUSTRIES INC	COM	693506107	2369	36895	SH	DEFINE
PPL CORP	COM	69351T106	437	12197	SH	DEFINE
PPL CORP	COM	69351T106	229376	6400000	SH	DEFINE
PRAXAIR INC	COM	74005P104	208983	3522378	SH	DEFINE
PRAXAIR INC	COM	74005P104	197	3322	SH	DEFINE
PRAXAIR INC	COM	74005P104	35	593	SH	DEFINE
PRAXAIR INC	COM	74005P104	14700	247768	SH	DEFINE
PRAXAIR INC	COM	74005P104	36429	614000	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	3196	40832	SH	DEFINE

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

PRECISION CASTPARTS CORP	COM	740189105	46	586	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	197868	2527695	SH	DEFINE
PRECISION DRILLING TRUST	COM	740215108	1391	51532	SH	DEFINE
PRECISION DRILLING TRUST	COM	740215108	1548	57348	SH	DEFINE
PRECISION DRILLING TRUST	COM	740215108	5	200	SH	DEFINE
PREMIUM STANDARD FARMS INC	COM	74060C105	36819	1982700	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	11133	507200	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	13208	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	32	550	SH	DEFINE
PRINTRONIX INC	COM	742578107	1612	130000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	198935	3095300	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	493	7664	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	27781	432250	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	96041	1494329	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	88595	1378480	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	264	4100	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	39	610	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	3558	72486	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	554594	11299800	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	433	17888	SH	DEFINE
PROLIANCE INTERNATIONAL INC	COM	74340R104	3789	823800	SH	DEFINE
PROLOGIS	COM	743410102	102	1683	SH	DEFINE
PROLOGIS	COM	743410102	1962	32281	SH	DEFINE
PROLOGIS	COM	743410102	86168	1417934	SH	DEFINE
PROSPERITY BANCSHARES INC	COM	743606105	5274	152837	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	13476	283700	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	43	900	SH	DEFINE
PROVIDENCE & WORCESTER RAILROAD CO	COM	743737108	3998	205000	SH	DEFINE
PROVIDENCE SERVICE CORP	COM	743815102	206	8200	SH	DEFINE
PROVIDIAN FINANCIAL CORP	NOTE 4.000% 5/1	74406AAC6	13826	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	124497	1450000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	248031	2888779	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	2599	30273	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	4	49	SH	DEFINE
PS BUSINESS PARKS INC	COM	69360J107	85	1205	SH	DEFINE
PS BUSINESS PARKS INC	COM	69360J107	56073	793000	SH	DEFINE
PSS WORLD MEDICAL INC	COM	69366A100	1615	82700	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	6634	176800	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	25025	666990	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	2482	37398	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	2260	34050	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	8069	121552	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	1489669	22441533	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	259	390	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	25	370	SH	DEFINE
PUBLIC STORAGE INC	COM	74460D109	86	887	SH	DEFINE
PUBLIC STORAGE INC	COM	74460D109	2015	20662	SH	DEFINE
PUBLIC STORAGE INC	COM	74460D109	62956	645700	SH	DEFINE
PUGET ENERGY INC	COM	745310102	25	1000	SH	DEFINE
PUGET ENERGY INC	COM	745310102	281275	11091300	SH	DEFINE
PULTE HOMES INC	COM	745867101	86407	2608900	SH	DEFINE
PULTE HOMES INC	COM	745867101	63	1915	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	COM	746922103	362	30000	SH	DEFINE
QLOGIC CORP	COM	747277101	3310	151004	SH	DEFINE
QLOGIC CORP	COM	747277101	3473	158440	SH	DEFINE
QUALCOMM INC	COM	747525103	87	2314	SH	DEFINE
QUALCOMM INC	COM	747525103	531	14047	SH	DEFINE
QUALCOMM INC	COM	747525103	52133	1379539	SH	DEFINE
QUALCOMM INC	COM	747525103	105203	2783879	SH	DEFINE
QUALCOMM INC	COM	747525103	121	3200	SH	DEFINE
QUALCOMM INC	COM	747525103	227	6000	SH	DEFINE
QUALCOMM INC	COM	747525103	21	550	SH	DEFINE

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

QUALCOMM INC	COM	747525103	567	15000	SH	DEFINE
QUANTA SERVICES INC	COM	74762E102	23604	1200000	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	58117	4304933	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	52747	3907191	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	9460	700766	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	41018	3038396	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	4443	329124	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	4785	354473	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	9284	687732	SH	DEFINE
QUEENSTAKE RES LTD YUKON	COM	748314101	11	59916	SH	DEFINE
QUEENSTAKE RES LTD YUKON	COM	748314101	1398	6500000	SH	DEFINE
QUEST CAPITAL CORP	COM	74835U109	278	92500	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	26500	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	18445	348016	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	5	90	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	18685	1275452	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	23763	1622046	SH	DEFINE
QUESTAR CORP	COM	748356102	2198	26463	SH	DEFINE
R & G FINANCIAL CORP	COM	749136107	163	21255	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	182697	5140600	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	3711	104410	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	6404	180200	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	8657	243595	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	371	10437	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	26097	734300	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	11558	325216	SH	DEFINE
R.H. DONNELLEY CORP	COM	74955W307	496	7911	SH	DEFINE
RACKABLE SYSTEMS INC	COM	750077109	50	1628	SH	DEFINE
RACKABLE SYSTEMS INC	COM	750077109	4670	150780	SH	DEFINE
RACKABLE SYSTEMS INC	COM	750077109	61258	1977990	SH	DEFINE
RADIAN GROUP INC	COM	750236101	46282	858500	SH	DEFINE
RADIAN GROUP INC	COM	750236101	17	321	SH	DEFINE
RADIOSHACK CORP	COM	750438103	1	49	SH	DEFINE
RADIOSHACK CORP	COM	750438103	287	17130	SH	DEFINE
RADIOSHACK CORP	COM	750438103	1031	61450	SH	DEFINE
RADIOSHACK CORP	COM	750438103	7364	438880	SH	DEFINE
RADIOSHACK CORP	COM	750438103	168	10000	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	14	400	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	37163	1077799	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	40	1060	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	46	1200	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	14070	368900	SH	DEFINE
RANDGOLD RESOURCES LTD	SPONSORED ADR	752344309	49913	2127600	SH	DEFINE
RAYTHEON CO	*W EXP 06/16/2017	755111119	996	55585	SH	DEFINE
RAYTHEON CO	*W EXP 06/16/2017	755111119	18	977	SH	DEFINE
RAYTHEON CO	*W EXP 06/16/2017	755111119	10	542	SH	DEFINE
RAYTHEON CO	COM	755111507	472174	8942687	SH	DEFINE
RAYTHEON CO	COM	755111507	5783	109520	SH	DEFINE
RAYTHEON CO	COM	755111507	6378	120787	SH	DEFINE
RAYTHEON CO	COM	755111507	31680	600000	SH	DEFINE
RAYTHEON CO	COM	755111507	2686	50877	SH	DEFINE
RAYTHEON CO	COM	755111507	5783	109527	SH	DEFINE
RAYTHEON CO	COM	755111507	27356	518100	SH	DEFINE
RAYTHEON CO	COM	755111507	17209	325934	SH	DEFINE
RC2 CORP	COM	749388104	12866	292400	SH	DEFINE
RC2 CORP	COM	749388104	137	3120	SH	DEFINE
REALNETWORKS INC	COM	75605L104	156	14262	SH	DEFINE
REALNETWORKS INC	COM	75605L104	12	1107	SH	DEFINE
REALOGY CORP	COM	75605E100	108815	3588872	SH	DEFINE
REALOGY CORP	COM	75605E100	12935	426610	SH	DEFINE
RECKSON ASSOCIATES REALTY CORP	COM	75621K106	87680	1922800	SH	DEFINE
RECKSON ASSOCIATES REALTY CORP	COM	75621K106	91	2000	SH	DEFINE

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

RED LION HOTELS CORP	COM	756764106	7244	568600	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	18	310	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	21182	364700	SH	DEFINE
REED ELSEVIER NV	SPONSORED ADR	758204101	25540	748961	SH	DEFINE
REED ELSEVIER NV	SPONSORED ADR	758204101	745	21860	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COM	758766109	6694	314000	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	58	740	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	1509	19300	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	36740	470000	SH	DEFINE
REGIONS FINANCIAL CORP	COM	7591EP100	1369	36593	SH	DEFINE
REGIS CORP	COM	758932107	57167	1445800	SH	DEFINE
REHABCARE GROUP INC	COM	759148109	9115	613796	SH	DEFINE
REHABCARE GROUP INC	COM	759148109	5486	369400	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	121235	3078600	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	68077	4790770	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	55	3871	SH	DEFINE
RENAISSANCE HOLDINGS LTD	COM	G7496G103	404	6725	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	31191	904089	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	20747	601366	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	265	7675	SH	DEFINE
REPUBLIC AIRWAYS HOLDINGS INC	COM	760276105	12719	758002	SH	DEFINE
REPUBLIC SERVICES INC	COM	760759100	130438	3207232	SH	DEFINE
REPUBLIC SERVICES INC	COM	760759100	262	6450	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	148028	993478	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	24	185	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	5578	43650	SH	DEFINE
RESMED INC	COM	761152107	76	1542	SH	DEFINE
RESMED INC	COM	761152107	30	606	SH	DEFINE
RESMED INC	COM	761152107	22666	460500	SH	DEFINE
REUTERS GROUP PLC	SPONSORED ADR	76132M102	758	14504	SH	DEFINE
REVLON INC	COM	761525500	21	16666	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	586182	8953443	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	501	7650	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	4	54	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	11653	676729	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	14906	865600	SH	DEFINE
RIO NARCEA GOLD MINES LTD	COM	766909105	9471	3300000	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	11140	52427	SH	DEFINE
RLI CORPORATION	COM	749607107	108103	1916036	SH	DEFINE
RLI CORPORATION	COM	749607107	96	1700	SH	DEFINE
RLI CORPORATION	COM	749607107	8	137	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	1416	38136	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	11136	300000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	22	583	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	748	20150	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	111676	3008504	SH	DEFINE
ROCKFORD CORP	COM	77316P101	1432	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	454	7435	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	9256	151544	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1480	23392	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	6329	100000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	23	364	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	641	10135	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	101527	1604160	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	88176	2541090	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	30	500	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	46244	1330100	SH	DEFINE
ROHM & HAAS CO	COM	775371107	1267	24783	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	271270	5399474	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	131	2600	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	4	76	SH	DEFINE
ROSS STORES INC	COM	778296103	444	15150	SH	DEFINE

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

ROSS STORES INC	COM	778296103	50399	1720086	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	19711	593700	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	1144	34454	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	17	500	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	18653	561843	SH	DEFINE
ROYAL BANK OF CANADA	COM	780087102	474960	8557834	SH	DEFINE
ROYAL BANK OF CANADA	COM	780087102	412	8640	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	1145	27672	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	162020	2277163	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	25847	363275	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	8137	114357	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	371	5213	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	14552	205570	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	7325	103470	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	283	4000	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	19821	280000	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	37409	528450	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	309574	4373133	SH	DEFINE
RPM INTERNATIONAL INC	COM	749685103	40325	1930366	SH	DEFINE
RPM INTERNATIONAL INC	COM	749685103	9968	477147	SH	DEFINE
RRSAT GLOBAL COMMUNICATIONS NETWORK	COM	M8183P102	1843	142000	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	17600	225000	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	23	300	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	69692	890980	SH	DEFINE
RUSS BERRIE & CO INC	COM	782233100	39204	2537500	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	6318	345600	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	154	8400	SH	DEFINE
RYLAND GROUP INC	COM	783764103	57062	1044700	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	UNIT SER 1	78462F103	17	123	SH	DEFINE
S & P 500 DEPOSITORY RECEIPT	UNIT SER 1	78462F103	4985	35185	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	919	28830	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	1380	43280	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	32	1000	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	3674	115210	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	1061	33280	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	1303	40865	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	13	400	SH	DEFINE
SAFECO CORP	COM	786429100	294	4700	SH	DEFINE
SAFECO CORP	COM	786429100	26	419	SH	DEFINE
SAFETY INSURANCE GROUP INC	COM	78648T100	2586	51000	SH	DEFINE
SAFeway INC	COM	786514208	544	15755	SH	DEFINE
SAIC INC	COM	78390X101	1453	81700	SH	DEFINE
SAIC INC	COM	78390X101	19	1045	SH	DEFINE
SAIC INC	COM	78390X101	11	641	SH	DEFINE
SAKS INC	COM	79377W108	31185	1750000	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	51	1407	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	20	548	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	80	2200	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	33747	925850	SH	DEFINE
SALLY BEAUTY HOLDINGS INC	COM	79546E104	23335	2991700	SH	DEFINE
SALLY BEAUTY HOLDINGS INC	COM	79546E104	19	2400	SH	DEFINE
SANDISK CORP	COM	80004C101	4768	110805	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	315	6813	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	28814	624081	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	726	15733	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	1965	42558	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	22444	422666	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	43204	813633	SH	DEFINE
SAPIENT CORP	COM	803062108	99	18000	SH	DEFINE
SAPIENT CORP	COM	803062108	28279	5151000	SH	DEFINE
SAPPI LTD	SPONSORED ADR	803069202	294	17550	SH	DEFINE
SAPPI LTD	SPONSORED ADR	803069202	5259	313614	SH	DEFINE

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

SAPPI LTD	SPONSORED ADR	803069202	26	1525	SH	DEFINE
SARA LEE CORP	COM	803111103	14	800	SH	DEFINE
SARA LEE CORP	COM	803111103	1524	89501	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	2249	93654	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	11971	498580	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	8	320	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	250	10400	SH	DEFINE
SAUL CENTERS INC	COM	804395101	552	10000	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1337	48608	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	101743	3699750	SH	DEFINE
SCANA CORP	COM	80589M102	960	23637	SH	DEFINE
SCANA CORP	COM	80589M102	35339	870000	SH	DEFINE
SCANSOURCE INC	COM	806037107	5596	184068	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	115	4882	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	522	22074	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	5804	245523	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	93082	3937465	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	144	6100	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	19	790	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	1190	20915	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	3398	59725	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	509626	8958100	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	77	1214	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	271	4295	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	80045	1267334	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	34635	548370	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	253	4000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	695	11000	SH	DEFINE
SCHLUMBERGER LTD	DCV 1.500% 6/0	806857AC2	22994	13000000	PRN	DEFINE
SCHNITZER STEEL INDUSTRIES INC	COM	806882106	1088	27400	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	13036	363740	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	468	13050	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	4	123	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	182	5070	SH	DEFINE
SCHOOL SPECIALTY INC	COM	807863105	5642	150484	SH	DEFINE
SCHWEITZER MAUDUIT INTERNATIONAL I	COM	808541106	905	34724	SH	DEFINE
SCHWEITZER MAUDUIT INTERNATIONAL I	COM	808541106	3	134	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	2001	66176	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	56	1850	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	99730	3299056	SH	DEFINE
SCOTTISH POWER PLC	SPONSORED ADR	81013T804	385	6589	SH	DEFINE
SCOTTS MIRACLE-GRO HOLDING CO	COM	810186106	108	2100	SH	DEFINE
SCOTTS MIRACLE-GRO HOLDING CO	COM	810186106	4390	85000	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	874583	33003114	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	36547	1379142	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	17358	655030	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	6484	244674	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	3471	130970	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	4185	157920	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	5995	226236	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	87401	3298135	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	162	6110	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	2692	101575	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	498	18777	SH	DEFINE
SEARS HOLDING CORP	COM	812350106	707	4213	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	1493	25067	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	43	727	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	30	510	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	114416	1921023	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	20361	1170826	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COM	816300107	37239	650000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COM	816300107	26	452	SH	DEFINE

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

SEMCO ENERGY INC	COM	78412D109	793	130000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COM	816851109	408	7278	SH	DEFINE
SEMPRA ENERGY	COM	816851109	402009	7173600	SH	DEFINE
SEMTECH CORP	COM	816850101	14235	1089135	SH	DEFINE
SENECA FOODS CORP	COM	817070105	3004	121500	SH	DEFINE
SENECA FOODS CORP	COM	817070501	6235	256600	SH	DEFINE
SEPRACOR INC	COM	817315104	6	100	SH	DEFINE
SEPRACOR INC	COM	817315104	24472	397400	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	945	92210	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	24741	2413730	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	1186	115750	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	13377	1305086	SH	DEFINE
SERVICEMASTER CO	COM	81760N109	172	13087	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	8671	937400	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	8327	900219	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	1931	208800	SH	DEFINE
SHERWIN-WILLIAMS CO	COM	824348106	377	5933	SH	DEFINE
SHERWIN-WILLIAMS CO	COM	824348106	7	116	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPONSORED ADR	824596100	18946	183335	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPONSORED ADR	824596100	527	5103	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	531	8590	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	23862	386362	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	14	220	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	2149	34800	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	6878	262500	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	130	4950	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	53935	547290	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	31022	314789	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	370	3750	SH	DEFINE
SIERRA HEALTH SERVICES INC	COM	826322109	1629	45200	SH	DEFINE
SIERRA HEALTH SERVICES INC	BCV 2.250% 3/1	826322AB5	7903	2000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	107672	6397600	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	41	2440	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	55906	3321800	SH	DEFINE
SIERRA WIRELESS INC	COM	826516106	503	30700	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	1756	22600	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	31088	400000	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	2399	30871	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	19430	250000	SH	DEFINE
SIGMATEL INC	COM	82661W107	6004	1370840	SH	DEFINE
SIGMATEL INC	COM	82661W107	79	18010	SH	DEFINE
SIGNATURE BANK	COM	82669G104	4517	145800	SH	DEFINE
SIGNATURE BANK	COM	82669G104	11433	369047	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1296	37403	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	140048	4041784	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	198	1950	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	10828	106897	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	67997	671308	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	2320	22900	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	669	6600	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	7232	71400	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	576	7075	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	16280	200000	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	10457	330400	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	49	1927	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	20	772	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	1968	77100	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	22368	876500	SH	DEFINE
SIX FLAGS INC	NOTE 4.500% 5/1	83001PAJ8	10475	10000000	PRN	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	242643	9163269	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	122574	4628922	SH	DEFINE

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

SK TELECOM CO LTD	SPONSORED ADR	78440P108	15715	593478	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	29375	1109340	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	13085	494129	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	5498	207629	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	3312	125093	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	70	2660	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	609	23000	SH	DEFINE
SKYWEST INC	COM	830879102	28821	1129800	SH	DEFINE
SKYWEST INC	COM	830879102	20	800	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	969	7300	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	212	1600	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	3014	22700	SH	DEFINE
SLM CORP	COM	78442P106	1	12	SH	DEFINE
SLM CORP	COM	78442P106	146	3000	SH	DEFINE
SLM CORP	COM	78442P106	1625	33325	SH	DEFINE
SLM CORP	COM	78442P106	72286	1482180	SH	DEFINE
SLM CORP	COM	78442P106	68	1400	SH	DEFINE
SLM CORP	COM	78442P106	12	250	SH	DEFINE
SMITH & NEPHEW PLC	SPONSORED ADR	83175M205	929	17748	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	89	2164	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	36	882	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	378	9200	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	34053	829141	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	1951	71952	SH	DEFINE
SMUCKER J M CO (THE)	COM	832696405	1563	32255	SH	DEFINE
SOIEDAD QUIMICA Y MINERA DE CHILE	SPON ADR SER B	833635105	11713	86400	SH	DEFINE
SOLECTRON CORP	COM	834182107	282	87520	SH	DEFINE
SOLECTRON CORP	COM	834182107	141	43909	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	2597	183000	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	6266	950900	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	22325	521255	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	25712	600320	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	72	1680	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	977	22805	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	2570	60000	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COM	838518108	397	11884	SH	DEFINE
SOUTHERN CO	COM	842587107	541	14679	SH	DEFINE
SOUTHERN CO	COM	842587107	884798	24004300	SH	DEFINE
SOUTHERN COPPER CORPORATION	COM	84265V105	250	4630	SH	DEFINE
SOUTHERN COPPER CORPORATION	COM	84265V105	2698	50074	SH	DEFINE
SOUTHERN NATL BANCORP OF VA IN	COM	843395104	4389	264400	SH	DEFINE
SOUTHERN UNION CO	COM	844030106	208	7450	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	1	73	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	999	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	384	25080	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	2291	149568	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	31235	2038817	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	136	8900	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	23	1480	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	938	26748	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	25	726	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	123	3500	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	80184	2287703	SH	DEFINE
SOVEREIGN BANCORP INC	COM	845905108	378509	14907808	SH	DEFINE
SOVEREIGN BANCORP INC	COM	845905108	194	7638	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	498	8700	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	326	5700	SH	DEFINE
SPANSION INC	COM	84649R101	21042	1415987	SH	DEFINE
SPARTON CORP	COM	847235108	2132	254365	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	387946	13980050	SH	DEFINE
SPIRIT AEROSYSTEMS HOLDINGS INC	COM	848574109	887	26500	SH	DEFINE
SPIRIT AEROSYSTEMS HOLDINGS INC	COM	848574109	40726	1216800	SH	DEFINE

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

SPRINT NEXTEL CORP	COM	852061100	306947	16249158	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	1	73	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	524	27755	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	1925	101913	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	17666	935183	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	155	8200	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	21	1113	SH	DEFINE
SPSS INC	COM	78462K102	13572	451350	SH	DEFINE
SPX CORP	COM	784635104	234	3820	SH	DEFINE
ST JOE COMPANY	COM	790148100	75839	1415700	SH	DEFINE
ST JOE COMPANY	COM	790148100	114373	2135025	SH	DEFINE
ST JOE COMPANY	COM	790148100	107	2000	SH	DEFINE
ST JUDE MEDICAL INC	COM	790849103	467	12775	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COM	792860108	30872	575000	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COM	792860108	385337	7177076	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COM	792860108	2022	37654	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COM	792860108	3024	56318	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COM	792860108	28338	527800	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COM	852891100	69643	1545900	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COM	852891100	23	500	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COM	852891100	1	24	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	10540	376700	SH	DEFINE
STANDARD PACIFIC CORP	COM	85375C101	28754	1073300	SH	DEFINE
STANLEY WORKS	COM	854616109	1343	26700	SH	DEFINE
STANLEY WORKS	COM	854616109	283	5625	SH	DEFINE
STANTEC INC	COM	85472N109	23114	915394	SH	DEFINE
STAPLES INC	COM	855030102	40	1500	SH	DEFINE
STAPLES INC	COM	855030102	10342	387350	SH	DEFINE
STAPLES INC	COM	855030102	5668	212270	SH	DEFINE
STARBUCKS CORP	COM	855244109	93	2636	SH	DEFINE
STARBUCKS CORP	COM	855244109	35	992	SH	DEFINE
STARBUCKS CORP	COM	855244109	5141	145149	SH	DEFINE
STARBUCKS CORP	COM	855244109	44072	1244270	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	1206	19300	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	53726	859620	SH	DEFINE
STATE NATIONAL BANCSHARES INC	COM	857124101	68850	1882936	SH	DEFINE
STATE STREET CORP	COM	857477103	184624	2737600	SH	DEFINE
STATE STREET CORP	COM	857477103	27	400	SH	DEFINE
STATE STREET CORP	COM	857477103	22747	337298	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	71364	2199200	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	883	27200	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	11	338	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	25711	565079	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	19706	433100	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	2795	61420	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	118	2600	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	1588	34910	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	15369	1489270	SH	DEFINE
STERICYCLE INC	COM	858912108	93	1237	SH	DEFINE
STERICYCLE INC	COM	858912108	39	510	SH	DEFINE
STERICYCLE INC	COM	858912108	45910	608080	SH	DEFINE
STERIS CORP	COM	859152100	29182	1159400	SH	DEFINE
STERIS CORP	COM	859152100	143	5700	SH	DEFINE
STEVEN MADDEN LTD	COM	556269108	216	6168	SH	DEFINE
STILLWATER MINING CO	COM	86074Q102	3163	253246	SH	DEFINE
STORA ENSO OYJ	SPONSORED ADR	86210M106	27670	1752388	SH	DEFINE
STORA ENSO OYJ	SPONSORED ADR	86210M106	126	7966	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COM	86272T106	24671	1132200	SH	DEFINE
STRAYER EDUCATION INC	COM	863236105	9651	91000	SH	DEFINE
STRETRACKS GOLD TRUST	GOLD SHS	863307104	2680	42405	SH	DEFINE
STRYKER CORP	COM	863667101	12225	221826	SH	DEFINE
STRYKER CORP	COM	863667101	11022	200000	SH	DEFINE

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

SUEZ SA	SPONSORED ADR	864686100	5480	105470	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	21704	417707	SH	DEFINE
SUN LIFE FINANCIAL INC	COM	866796105	267427	5422278	SH	DEFINE
SUN LIFE FINANCIAL INC	COM	866796105	194	4570	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	8672	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	669	123460	SH	DEFINE
SUN-TIME MEDIA GROUP INC	COM	86688Q100	29336	5974604	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	200243	2181535	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	439	5561	SH	DEFINE
SUNOCO INC	COM	86764P109	880	14111	SH	DEFINE
SUNOCO INC	COM	86764P109	577	9246	SH	DEFINE
SUNOCO INC	COM	86764P109	20400	327129	SH	DEFINE
SUNOPTA INC	COM	8676EP108	19744	2243671	SH	DEFINE
SUNPOWER CORP	COM	867652109	35	936	SH	DEFINE
SUNPOWER CORP	COM	867652109	24440	657523	SH	DEFINE
SUNRISE SENIOR LIVING INC	COM	86768K106	5361	174500	SH	DEFINE
SUNRISE SENIOR LIVING INC	COM	86768K106	117	3800	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	104736	1240209	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	113	1336	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	2131	25235	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	21682	663460	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	39862	1219756	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COM	868168105	23228	1205376	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COM	868168105	19	1000	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COM	868358102	5932	461300	SH	DEFINE
SYMANTEC CORP	COM	871503108	1440	69060	SH	DEFINE
SYMANTEC CORP	COM	871503108	5	243	SH	DEFINE
SYMBOL TECHNOLOGIES INC	COM	871508107	11858	793723	SH	DEFINE
SYMS CORP	COM	871551107	28471	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	1955	52644	SH	DEFINE
SYNOPSIS INC	COM	871607107	6739	252124	SH	DEFINE
SYNOPSIS INC	COM	871607107	43	1590	SH	DEFINE
SYSCO CORP	COM	871829107	2316	63000	SH	DEFINE
SYSCO CORP	COM	871829107	1	33	SH	DEFINE
SYSCO CORP	COM	871829107	473	12880	SH	DEFINE
SYSCO CORP	COM	871829107	28958	787767	SH	DEFINE
SYSCO CORP	COM	871829107	7944	216117	SH	DEFINE
SYSCO CORP	COM	871829107	129	3500	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	87	1984	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	36	814	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	804	18358	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	33593	767500	SH	DEFINE
T-3 ENERGY SERVICES INC	COM	87306E107	2756	125000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	3279	300000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	0	3	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	14788	1352962	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	209	19089	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	30938	1562502	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	4757	280000	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	6329	540000	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COM	875465106	37	955	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COM	875465106	17516	448200	SH	DEFINE
TARGET CORP	COM	87612E106	454	7950	SH	DEFINE
TARGET CORP	COM	87612E106	30553	535541	SH	DEFINE
TARGET CORP	COM	87612E106	1980	34700	SH	DEFINE
TARGET CORP	COM	87612E106	3317	58144	SH	DEFINE
TARGET CORP	COM	87612E106	1974	34595	SH	DEFINE
TARGET CORP	COM	87612E106	18315	321040	SH	DEFINE
TARGET CORP	COM	87612E106	54647	957874	SH	DEFINE
TARGET CORP	COM	87612E106	977	17119	SH	DEFINE
TARGET CORP	COM	87612E106	55775	977648	SH	DEFINE
TARGET CORP	COM	87612E106	183	3210	SH	DEFINE

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

TARGET CORP	COM	87612E106	17	290	SH	DEFINE
TASER INTERNATIONAL INC	COM	87651B104	345	45346	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	1999	97828	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	1606	78590	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	1460	28700	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	712	14000	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	229	4500	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	3113	61200	SH	DEFINE
TDK CORP	SPONSORED ADR	872351408	233	2900	SH	DEFINE
TECHNIP SA	SPONSORED ADR	878546209	2127	31000	SH	DEFINE
TECK COMINCO LTD	COM	878742204	35159	399990	SH	DEFINE
TECO ENERGY INC	COM	872375100	107022	6211390	SH	DEFINE
TECO ENERGY INC	COM	872375100	214	12433	SH	DEFINE
TECO ENERGY INC	COM	872375100	170663	9905000	SH	DEFINE
TECO ENERGY INC	COM	872375100	4837	280737	SH	DEFINE
TECUMSEH PRODUCTS CO	COM	878895101	5358	322799	SH	DEFINE
TECUMSEH PRODUCTS CO	COM	878895200	22224	1315000	SH	DEFINE
TEEKAY SHIPPING CORP	COM	Y8564W103	85513	1960399	SH	DEFINE
TEEKAY SHIPPING CORP	COM	Y8564W103	30	681	SH	DEFINE
TEKTRONIX INC	COM	879131100	37289	1278347	SH	DEFINE
TEKTRONIX INC	COM	879131100	120	4098	SH	DEFINE
TEKTRONIX INC	COM	879131100	190193	6520168	SH	DEFINE
TELE NORTE LESTE PARTICIPACOE SA	SPON ADR PFD	879246106	162951	10921681	SH	DEFINE
TELE NORTE LESTE PARTICIPACOE SA	SPON ADR PFD	879246106	182622	12240050	SH	DEFINE
TELE NORTE LESTE PARTICIPACOE SA	SPON ADR PFD	879246106	22	1455	SH	DEFINE
TELE NORTE LESTE PARTICIPACOE SA	SPON ADR PFD	879246106	30485	2043220	SH	DEFINE
TELE NORTE LESTE PARTICIPACOE SA	SPON ADR PFD	879246106	60	4000	SH	DEFINE
TELE NORTE LESTE PARTICIPACOE SA	SPON ADR PFD	879246106	22371	1499400	SH	DEFINE
TELE NORTE LESTE PARTICIPACOE SA	SPON ADR PFD	879246106	73	4890	SH	DEFINE
TELE NORTE LESTE PARTICIPACOE SA	SPON ADR PFD	879246106	3159	211740	SH	DEFINE
TELE NORTE LESTE PARTICIPACOE SA	SPON ADR PFD	879246106	660	44210	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	9398	234180	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	169	4200	SH	DEFINE
TELEFLEX INC	COM	879369106	130104	2015241	SH	DEFINE
TELEFLEX INC	COM	879369106	84	1300	SH	DEFINE
TELEFLEX INC	COM	879369106	32280	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	491	7600	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	1665	26121	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	278084	4362097	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	32177	504734	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	123743	1941061	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	4640	72783	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	39	612	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	4508	70714	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPONSORED ADR	879403780	429512	15198598	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPONSORED ADR	879403780	302148	10691713	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPONSORED ADR	879403780	11157	394796	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPONSORED ADR	879403780	103202	3651868	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPONSORED ADR	879403780	1970	69704	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPONSORED ADR	879403780	15	533	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPONSORED ADR	879403780	158303	5601646	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPONSORED ADR	879403780	2982	105510	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPONSORED ADR	879403780	11780	416841	SH	DEFINE
TELEFONOS DE MEXICO SA DE CV (TELM	SPONSORED ADR	879403780	209	7400	SH	DEFINE
TELENOR ASA	SPONSORED ADR	87944W105	36592	648447	SH	DEFINE
TELENOR ASA	SPONSORED ADR	87944W105	694	12300	SH	DEFINE
TELENOR ASA	SPONSORED ADR	87944W105	5272	93425	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COM	879433100	391	7200	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COM	879433860	258	5200	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	8317	348280	SH	DEFINE
TELIK INC	COM	87959M109	1528	345000	SH	DEFINE
TELLABS INC	COM	879664100	81944	7986780	SH	DEFINE

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

TELLABS INC	COM	879664100	294	28700	SH	DEFINE
TELLABS INC	COM	879664100	2	160	SH	DEFINE
TELUS CORP	COM	87971M202	283628	5451241	SH	DEFINE
TELUS CORP	COM	87971M202	2720	60900	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	460761	10010013	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	3420	74290	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	9	194	SH	DEFINE
TEMPLETON DRAGON FUND INC	COM	88018T101	287	10935	SH	SOLE
TEMPLETON DRAGON FUND INC	COM	88018T101	21	800	SH	DEFINE
TEMPLETON EMERGING MARKETS FUND	COM	880191101	1093	59608	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	COM	880192109	195	14279	SH	SOLE
TEMPLETON EMERGING MARKETS INCOME	COM	880192109	38	2800	SH	DEFINE
TEMPLETON GLOBAL INCOME FUND	COM	880198106	317	33401	SH	DEFINE
TEMPLETON RUSSIA & EAST EUROPEAN	COM	88022F105	964	11042	SH	SOLE
TEMPUR PEDIC INTL INC	COM	88023U101	248	12124	SH	DEFINE
TENARIS SA	SPONSORED ADR	88031M109	19086	382556	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	514685	73842856	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	27822	3991630	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	2226	319381	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	16918	2427270	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	377	54150	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	1895	271822	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	2905	416729	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	19027	2729902	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	108	15440	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	1393	199859	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	558	80039	SH	DEFINE
TENNECO INC	COM	880349105	57678	2333270	SH	DEFINE
TEPPCO PARTNERS L.P.	UT LTD PARTNER	872384102	285	7070	SH	DEFINE
TERADYNE INC	COM	880770102	190	12700	SH	DEFINE
TEREX CORP	COM	880779103	3303	51145	SH	DEFINE
TEREX CORP	COM	880779103	8	130	SH	DEFINE
TEREX CORP	COM	880779103	150533	2330959	SH	DEFINE
TERNIUM SA	SPONSORED ADR	880890108	25117	849400	SH	DEFINE
TESSERA TECHNOLOGIES INC	COM	88164L100	7798	193300	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	559	18000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	1	35	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	33309	1071710	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	30228	972580	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	55272	1778377	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	746	24000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	311	10000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	12432	400000	SH	DEFINE
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	5606	282000	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	51384	800000	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	11	169	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	67	2316	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	14832	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	588	20426	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	28856	1001947	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	49512	1719174	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	216	7500	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	28	970	SH	DEFINE
TEXTRON INC	COM	883203101	49229	525000	SH	DEFINE
TEXTRON INC	COM	883203101	356	3800	SH	DEFINE
TEXTRON INC	COM	883203101	16	167	SH	DEFINE
THE HERSHEY CO	COM	427866108	1145	23000	SH	DEFINE
THE HERSHEY CO	COM	427866108	25717	516400	SH	DEFINE
THE HERSHEY CO	COM	427866108	1580	31721	SH	DEFINE
THE HERSHEY CO	COM	427866108	2241	45000	SH	DEFINE
THERAVANCE INC	COM	88338T104	618	20000	SH	DEFINE
THERAVANCE INC	COM	88338T104	5603	181400	SH	DEFINE

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

THERMO FISHER SCIENTIFIC INC	COM	883556102	565	12484	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	5802	128114	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	23640	500000	SH	DEFINE
THOMAS WEISEL PARTNERS GROUP	COM	884481102	5694	269870	SH	DEFINE
THOMSON CORP	COM	884903105	55476	1146679	SH	DEFINE
THOMSON CORP	COM	884903105	83	1994	SH	DEFINE
THOMSON SA	SPONSORED ADR	885118109	2677	137120	SH	DEFINE
THOR INDUSTRIES INC	COM	885160101	54182	1231700	SH	DEFINE
THQ INC	COM	872443403	16519	507950	SH	DEFINE
TIDEWATER INC	COM	886423102	13081	270500	SH	DEFINE
TIDEWATER INC	COM	886423102	10	200	SH	DEFINE
TIFFANY & CO	COM	886547108	2559	65218	SH	DEFINE
TIM HORTONS INC	COM	88706M103	91520	2716530	SH	DEFINE
TIM HORTONS INC	COM	88706M103	384	13255	SH	DEFINE
TIMBERLAND COMPANY	COM	887100105	25892	819900	SH	DEFINE
TIME WARNER INC	COM	887317105	1029634	47274270	SH	DEFINE
TIME WARNER INC	COM	887317105	50478	2317610	SH	DEFINE
TIME WARNER INC	COM	887317105	45952	2109800	SH	DEFINE
TIME WARNER INC	COM	887317105	793828	36447585	SH	DEFINE
TIME WARNER INC	COM	887317105	29403	1350000	SH	DEFINE
TIME WARNER INC	COM	887317105	10088	463200	SH	DEFINE
TIME WARNER INC	COM	887317105	15914	730649	SH	DEFINE
TIME WARNER INC	COM	887317105	3	128	SH	DEFINE
TIME WARNER INC	COM	887317105	2379	109240	SH	DEFINE
TIME WARNER INC	COM	887317105	3517	161500	SH	DEFINE
TIME WARNER INC	COM	887317105	88808	4077515	SH	DEFINE
TIME WARNER INC	COM	887317105	139	6360	SH	DEFINE
TIME WARNER INC	COM	887317105	7626	350160	SH	DEFINE
TIME WARNER INC	COM	887317105	1417	65060	SH	DEFINE
TIME WARNER TELECOM INC	COM	887319101	2603	130600	SH	DEFINE
TIMKEN CO	COM	887389104	40846	1399800	SH	DEFINE
TIMKEN CO	COM	887389104	20	700	SH	DEFINE
TJX COMPANIES INC	COM	872540109	51	1775	SH	DEFINE
TJX COMPANIES INC	COM	872540109	1263	44286	SH	DEFINE
TJX COMPANIES INC	COM	872540109	14	478	SH	DEFINE
TNT NV	SPONSORED ADR	87260W101	1715	39800	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	1247	38694	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	28060	870604	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COM	890516107	757	23161	SH	DEFINE
TORCHMARK CORP	COM	891027104	424249	6653844	SH	DEFINE
TORCHMARK CORP	COM	891027104	14901	233710	SH	DEFINE
TORCHMARK CORP	COM	891027104	1194	18730	SH	DEFINE
TORCHMARK CORP	COM	891027104	663	10400	SH	DEFINE
TORCHMARK CORP	COM	891027104	3734	58570	SH	DEFINE
TORCHMARK CORP	COM	891027104	1843	28900	SH	DEFINE
TORCHMARK CORP	COM	891027104	7649	119960	SH	DEFINE
TORCHMARK CORP	COM	891027104	77302	1212391	SH	DEFINE
TORCHMARK CORP	COM	891027104	9713	152340	SH	DEFINE
TORCHMARK CORP	COM	891027104	1963	30790	SH	DEFINE
TORONTO DOMINION BANK	COM	891160509	219687	3150996	SH	DEFINE
TORONTO DOMINION BANK	COM	891160509	473	7903	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	2705	37610	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	31403	436636	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	7100	98725	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	7494	104198	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	9002	125163	SH	DEFINE
TOYOTA MOTOR CORP	SPONSORED ADR	892331307	1800	13400	SH	DEFINE
TOYOTA MOTOR CORP	SPONSORED ADR	892331307	1752	13047	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	517	11553	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	36	800	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	49143	1099140	SH	DEFINE
TRANSALTA CORP	COM	89346D107	202	7569	SH	DEFINE

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

TRANSATLANTIC HOLDINGS INC	COM	893521104	939	15128	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	65767	1619482	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	517	14800	SH	DEFINE
TRANSGLOBE ENERGY CORP	COM	893662106	65	11150	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	6	77	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	24446	302208	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	81	1000	SH CALL	DEFINE
TRANSOCEAN INC	COM	G90078109	6067	75000	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	NT CV JR 2032	89420G307	222	8500	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	NT CV JR 2032	89420G307	7842	300000	SH	DEFINE
TREDEGAR CORP	COM	894650100	25112	1110680	SH	DEFINE
TREDEGAR CORP	COM	894650100	10541	466214	SH	DEFINE
TRIBUNE CO	COM	896047107	715	23222	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	5261	289400	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	7724	424840	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	173	9500	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	2590	51047	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	3305	65150	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	207221	4084791	SH	DEFINE
TRIMERIS INC	COM	896263100	953	75000	SH	DEFINE
TRIMERIS INC	COM	896263100	15395	1211235	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	77440	2200000	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	1880	53418	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	3670	104267	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	105179	2988040	SH	DEFINE
TRIZETTO GROUP INC	COM	896882107	19167	1043400	SH	DEFINE
TRUMP ENTERTAINMENT RESORTS INC	COM	89816T103	93787	5141843	SH	DEFINE
TRUSTCO BANK CORP NY	COM	898349105	11195	1006709	SH	DEFINE
TRUSTCO BANK CORP NY	COM	898349105	68	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	COM	G9108L108	3893	84825	SH	DEFINE
TUESDAY MORNING CORP	COM	899035505	35832	2304300	SH	DEFINE
TUESDAY MORNING CORP	COM	899035505	3	179	SH	DEFINE
TUMBLEWEED COMMUNICATIONS CORP	COM	899690101	4004	1522400	SH	DEFINE
TXU CORP	COM	873168108	1501	27684	SH	DEFINE
TXU CORP	COM	873168108	1041	19200	SH	DEFINE
TXU CORP	COM	873168108	5127	94584	SH	DEFINE
TXU CORP	COM	873168108	503593	9289664	SH	DEFINE
TXU CORP	COM	873168108	336	6200	SH	DEFINE
TXU CORP	COM	873168108	51	950	SH	DEFINE
TYCO INTERNATIONAL GROUP SA	DBCV 3.125% 1/1	902118BG2	15761	11000000	PRN	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	1120977	36874230	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	44847	1475229	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	1764	58020	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	848716	27918300	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	3587	118000	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	47122	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	25046	823896	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	2700	88827	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	48069	1581210	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	2909	95690	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	10538	346650	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	117986	3881121	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	102	3360	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	8990	295736	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	1762	57965	SH	DEFINE
U-STORE-IT TRUST	COM	91274F104	60	2930	SH	DEFINE
U-STORE-IT TRUST	COM	91274F104	35716	1738000	SH	DEFINE
UBS AG	COM	H89231338	572405	7729974	SH	DEFINE
UBS AG	COM	H89231338	249961	3384832	SH	DEFINE
UBS AG	COM	H89231338	41096	554971	SH	DEFINE
UBS AG	COM	H89231338	62232	840408	SH	DEFINE
UBS AG	COM	H89231338	10505	145100	SH	DEFINE

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

UBS AG	COM	H89231338	1018	13750	SH	DEFINE
UBS AG	COM	H89231338	1629	22004	SH	DEFINE
UBS AG	COM	H89231338	7702	104008	SH	DEFINE
UBS AG	COM	H89231338	95179	1285333	SH	DEFINE
UBS AG	COM	H89231338	2518	34000	SH	DEFINE
UBS AG	COM	H89231338	3852	52020	SH	DEFINE
UBS AG	COM	H89231338	1303	17596	SH	DEFINE
UBS AG	COM	H89231338	33241	448900	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	13730	781907	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	14563	829300	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	6820	186800	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	204	5594	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	5374	147200	SH	DEFINE
UNDER ARMOUR INC	COM	904311107	1075	21300	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GDR REP PFD UT	90458E107	2341	25180	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GDR REP PFD UT	90458E107	461667	4966300	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	518	19020	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	36538	1340839	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	2181	80036	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	1577	57871	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	23070	846600	SH	DEFINE
UNION PACIFIC CORP	COM	907818108	27606	300000	SH	DEFINE
UNION PACIFIC CORP	COM	907818108	12945	140674	SH	DEFINE
UNIONBANCAL CORP	COM	908906100	88579	1446192	SH	DEFINE
UNIONBANCAL CORP	COM	908906100	55	900	SH	DEFINE
UNIT CORP	COM	909218109	10417	215000	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COM	90933T109	5501	217168	SH	DEFINE
UNITED NATURAL FOODS INC	COM	911163103	17908	498565	SH	DEFINE
UNITED NATURAL FOODS INC	COM	911163103	216	6000	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	1485	19802	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	1901	25353	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	45696	609437	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	37018	493700	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	82	1100	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	135	1800	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	13	180	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	600	8000	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	105753	1445900	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	105375	1440734	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	666	9100	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	118	1619	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COM	913016309	2101	74100	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COM	913016309	882	31100	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	239994	3838680	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	157	2510	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	50016	800000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	4615	73817	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	57513	919919	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	77547	1240356	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	144	2300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	20	320	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	18409	342616	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	2380	44298	SH	DEFINE
UNITRIN INC	COM	913275103	562	11220	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COM	913431102	52794	850000	SH	DEFINE
UNIVERSAL CORP	COM	913456109	36302	740700	SH	DEFINE
UNIVERSAL FOREST PRODUCTS INC	COM	913543104	46030	987342	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COM	913903100	222	4000	SH	DEFINE
UNUMPROVIDENT CORP	COM	91529Y106	1182	56900	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	16021	634231	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	336	13300	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	985	42777	SH	DEFINE

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

US BANCORP	COM	902973304	5522	152592	SH	DEFINE
US BANCORP	COM	902973304	180506	4987724	SH	DEFINE
US BANCORP	COM	902973304	290821	8035957	SH	DEFINE
US BANCORP	COM	902973304	3092	85442	SH	DEFINE
US BANCORP	COM	902973304	10125	279784	SH	DEFINE
US BANCORP	COM	902973304	32600	900800	SH	DEFINE
US BIOENERGY CORP	COM	90342V109	24091	1417100	SH	DEFINE
V F CORP	COM	918204108	41040	500000	SH	DEFINE
V F CORP	COM	918204108	1046	12740	SH	DEFINE
V F CORP	COM	918204108	417	5082	SH	DEFINE
VA SOFTWARE CORP	COM	91819B105	5949	1182606	SH	DEFINE
VA SOFTWARE CORP	COM	91819B105	5909	1174700	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	68351	1525000	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	7470	166670	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	8	179	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	247	5500	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	124809	7239522	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	5	300	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	147	8530	SH	DEFINE
VALERA PHARMACEUTICALS INC	COM	91914F100	404	50000	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	1143	22332	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	7325	143172	SH	DEFINE
VALLEY NATIONAL BANCORP	COM	919794107	911	34374	SH	DEFINE
VALUECLICK INC	COM	92046N102	15849	670700	SH	DEFINE
VARIAN INC	COM	922206107	20873	466015	SH	DEFINE
VARIAN INC	COM	922206107	39816	888942	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	1441	30282	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	34	725	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	143	3000	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	174569	3669723	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COM	922207105	49303	1083100	SH	DEFINE
VCA ANTECH INC	COM	918194101	1924	59758	SH	DEFINE
VCA ANTECH INC	COM	918194101	158468	4922886	SH	DEFINE
VECTREN CORP	COM	92240G101	282	9979	SH	DEFINE
VECTREN CORP	COM	92240G101	22624	800000	SH	DEFINE
VENTAS INC	COM	92276F100	126410	2986993	SH	DEFINE
VENTAS INC	COM	92276F100	85	2000	SH	DEFINE
VENTAS INC	COM	92276F100	43798	1034930	SH	DEFINE
VENTAS INC	COM	92276F100	1422	33600	SH	DEFINE
VENTAS INC	COM	92276F100	453	10700	SH	DEFINE
VENTAS INC	COM	92276F100	4406	104100	SH	DEFINE
VERIGY LTD	COM	Y93691106	869	48974	SH	DEFINE
VERIGY LTD	COM	Y93691106	0	5	SH	DEFINE
VERIGY LTD	COM	Y93691106	141	7942	SH	DEFINE
VERIGY LTD	COM	Y93691106	1	56	SH	DEFINE
VERISIGN INC	COM	92343E102	2	75	SH	DEFINE
VERISIGN INC	COM	92343E102	203	8425	SH	DEFINE
VERISIGN INC	COM	92343E102	4815	200226	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	801669	21527082	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	2307	61961	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	1477	39656	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	51449	1381550	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	500942	13451728	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	93	2500	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	16	420	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	1104	29500	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	9916	265000	SH	DEFINE
VIACOM INC	COM	92553P102	4101	100000	SH	DEFINE
VIACOM INC	COM	92553P102	1267	30889	SH	DEFINE
VIACOM INC	COM	92553P201	963876	23491988	SH	DEFINE
VIACOM INC	COM	92553P201	50493	1230630	SH	DEFINE
VIACOM INC	COM	92553P201	382951	9333439	SH	DEFINE

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

VIACOM INC	COM	92553P201	2052	50000	SH	DEFINE
VIACOM INC	COM	92553P201	11326	276050	SH	DEFINE
VIACOM INC	COM	92553P201	2726	66434	SH	DEFINE
VIACOM INC	COM	92553P201	6155	150006	SH	DEFINE
VIACOM INC	COM	92553P201	2680	65310	SH	DEFINE
VIACOM INC	COM	92553P201	4293	104640	SH	DEFINE
VIACOM INC	COM	92553P201	116366	2836108	SH	DEFINE
VIACOM INC	COM	92553P201	112	2730	SH	DEFINE
VIACOM INC	COM	92553P201	9030	220090	SH	DEFINE
VIACOM INC	COM	92553P201	1762	42950	SH	DEFINE
VIASAT INC	COM	92552V100	16573	555947	SH	DEFINE
VIASAT INC	COM	92552V100	35057	1176017	SH	DEFINE
VILLAGE SUPER MARKET INC	COM	927107409	9489	111000	SH	DEFINE
VIMPEL COMMUNICATIONS	SPONSORED ADR	68370R109	1548	19609	SH	DEFINE
VION PHARMACEUTICALS INC	COM	927624106	2041	1512200	SH	DEFINE
VIROPHARMA INC	COM	928241108	586	40000	SH	DEFINE
VIROPHARMA INC	COM	928241108	73	5000	SH	DEFINE
VIROPHARMA INC	COM	928241108	6670	455602	SH	DEFINE
VIVUS INC	COM	928551100	724	200000	SH	DEFINE
VIVUS INC	COM	928551100	4597	1270000	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	78815	2837118	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	26274	945774	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	1936	69700	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	24637	886863	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	1695	61000	SH	DEFINE
VOLCOM INC	COM	92864N101	5683	192200	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	126	1034	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	2223	18300	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	73058	601300	SH	DEFINE
WABASH NATIONAL CORP	COM	929566107	48075	3183759	SH	DEFINE
WACHOVIA CORP	COM	929903102	10541	185100	SH	DEFINE
WACHOVIA CORP	COM	929903102	384201	6746283	SH	DEFINE
WACHOVIA CORP	COM	929903102	4787	84058	SH	DEFINE
WACHOVIA CORP	COM	929903102	3573	62740	SH	DEFINE
WACHOVIA CORP	COM	929903102	26742	469569	SH	DEFINE
WACHOVIA CORP	COM	929903102	282969	4968721	SH	DEFINE
WACHOVIA CORP	COM	929903102	110	1930	SH	DEFINE
WACHOVIA CORP	COM	929903102	10	170	SH	DEFINE
WAL-MART STORES INC	COM	931142103	183656	3976960	SH	DEFINE
WAL-MART STORES INC	COM	931142103	1393	30159	SH	DEFINE
WAL-MART STORES INC	COM	931142103	5110	110650	SH	DEFINE
WAL-MART STORES INC	COM	931142103	27661	598975	SH	DEFINE
WAL-MART STORES INC	COM	931142103	59458	1287535	SH	DEFINE
WAL-MART STORES INC	COM	931142103	125	2700	SH	DEFINE
WAL-MART STORES INC	COM	931142103	21	450	SH	DEFINE
WALGREEN CO	COM	931422109	1	19	SH	DEFINE
WALGREEN CO	COM	931422109	371	8080	SH	DEFINE
WALGREEN CO	COM	931422109	16556	360777	SH	DEFINE
WALGREEN CO	COM	931422109	13139	286313	SH	DEFINE
WALGREEN CO	COM	931422109	124	2700	SH	DEFINE
WALGREEN CO	COM	931422109	20	430	SH	DEFINE
WALT DISNEY CO	COM	254687106	76	2214	SH	DEFINE
WALT DISNEY CO	COM	254687106	34270	1000000	SH	DEFINE
WALT DISNEY CO	COM	254687106	281	8203	SH	DEFINE
WALT DISNEY CO	COM	254687106	52297	1526038	SH	DEFINE
WALT DISNEY CO	COM	254687106	65902	1923036	SH	DEFINE
WALT DISNEY CO	COM	254687106	86	2500	SH	DEFINE
WALT DISNEY CO	COM	254687106	14	420	SH	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	11	9000	PRN	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	19520	16000000	PRN	DEFINE
WARNACO GROUP INC	COM	934390402	37756	1487644	SH	DEFINE
WARNACO GROUP INC	COM	934390402	7731	304620	SH	DEFINE

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

WARNACO GROUP INC	COM	934390402	2583	101771	SH	DEFINE
WARNACO GROUP INC	COM	934390402	112	4400	SH	DEFINE
WARNACO GROUP INC	COM	934390402	21	820	SH	DEFINE
WARNACO GROUP INC	COM	934390402	168	6600	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	128189	2817970	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	440941	9693137	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	111	2450	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	640	14080	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	8866	194910	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	286616	6300642	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	121	2670	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	21	470	SH	DEFINE
WASHINGTON POST CO	COM	939640108	242856	325719	SH	DEFINE
WASHINGTON POST CO	COM	939640108	1347	1807	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	1634	44438	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	889	24176	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	738	20060	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	20360	553700	SH	DEFINE
WATERS CORP	COM	941848103	2064	42143	SH	DEFINE
WATERS CORP	COM	941848103	24485	500000	SH	DEFINE
WATERS CORP	COM	941848103	301	6140	SH	DEFINE
WATERS CORP	COM	941848103	968	19760	SH	DEFINE
WATERS CORP	COM	941848103	139559	2849892	SH	DEFINE
WATERS CORP	COM	941848103	64	1300	SH	DEFINE
WATERS CORP	COM	941848103	14	280	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	13320	511710	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	46916	1802400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	21328	819380	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1744	66990	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	69694	2677434	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	29250	711500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	66	1600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	4	90	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	900	21534	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	50424	1206600	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	208	4975	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	4992	119450	SH	DEFINE
WEBEX COMMUNICATIONS INC	COM	94767L109	2716	77850	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	3738	93400	SH	DEFINE
WEBMETHODS INC	COM	94768C108	12008	1631541	SH	DEFINE
WEBMETHODS INC	COM	94768C108	2890	392700	SH	DEFINE
WEBSIDESTORY INC	COM	947685103	622	49100	SH	DEFINE
WELLCARE HEALTH PLANS INC	COM	94946T106	4154	60297	SH	DEFINE
WELLPOINT INC	COM	94973V107	1	11	SH	DEFINE
WELLPOINT INC	COM	94973V107	456	5800	SH	DEFINE
WELLPOINT INC	COM	94973V107	2989	37990	SH	DEFINE
WELLPOINT INC	COM	94973V107	42825	544220	SH	DEFINE
WELLPOINT INC	COM	94973V107	150	1900	SH	DEFINE
WELLPOINT INC	COM	94973V107	24	300	SH	DEFINE
WELLS FARGO & CO	COM	949746101	3247	91300	SH	DEFINE
WELLS FARGO & CO	COM	949746101	91	2565	SH	DEFINE
WELLS FARGO & CO	COM	949746101	11241	316101	SH	DEFINE
WELLS FARGO & CO	COM	949746101	33237	934665	SH	DEFINE
WELLS FARGO & CO	COM	949746101	62700	1763204	SH	DEFINE
WELLS FARGO & CO	COM	949746101	9	260	SH	DEFINE
WENDYS INTERNATIONAL INC	COM	950590109	340	10267	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	1058	17986	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	33	565	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	120740	2053049	SH	DEFINE
WEST MARINE INC	COM	954235107	34392	1991430	SH	DEFINE
WEST MARINE INC	COM	954235107	38168	2210100	SH	DEFINE

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

WEST MARINE INC	COM	954235107	155	9000	SH	DEFINE
WEST MARINE INC	COM	954235107	387	22380	SH	DEFINE
WEST MARINE INC	COM	954235107	4042	234070	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COM	955306105	188192	3673473	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	20768	800000	SH	DEFINE
WESTERN REFINING INC	COM	959319104	7116	279500	SH	DEFINE
WESTERN REFINING INC	COM	959319104	2291	90000	SH	DEFINE
WESTERN REFINING INC	COM	959319104	234	9200	SH	DEFINE
WESTERN UNION CO	COM	959802109	1	55	SH	DEFINE
WESTERN UNION CO	COM	959802109	4729	210916	SH	DEFINE
WESTERN UNION CO	COM	959802109	14	607	SH	DEFINE
WESTLAKE CHEMICAL CORP	COM	960413102	60573	1930300	SH	DEFINE
WESTLAKE CHEMICAL CORP	COM	960413102	17	541	SH	DEFINE
WESTWOOD ONE INC	COM	961815107	3	444	SH	DEFINE
WESTWOOD ONE INC	COM	961815107	22781	3226740	SH	DEFINE
WESTWOOD ONE INC	COM	961815107	4549	644300	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1272808	18015689	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1897	26857	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1641	23225	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1363	19298	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COM	G9618E107	1139775	1967062	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COM	G9618E107	435	750	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	1069	32758	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	217	6664	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	17778	545013	SH	DEFINE
WHOLE FOODS MARKET INC	COM	966837106	7233	154129	SH	DEFINE
WILD OATS MARKETS INC	COM	96808B107	173	12000	SH	DEFINE
WILLIAMS COS INC	COM	969457100	6318	241900	SH	DEFINE
WILLIAMS COS INC	COM	969457100	33594	1286146	SH	DEFINE
WILLIAMS-SONOMA INC	COM	969904101	19304	614000	SH	DEFINE
WILLIAMS-SONOMA INC	COM	969904101	151	4800	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	622022	15664120	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	12278	309190	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	2365	59550	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	31965	804965	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	76	1800	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	497	11787	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	2	128	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	5398	379636	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	0	1	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COM	974637100	43296	1315600	SH	DEFINE
WIPRO LTD	SPONSORED ADR	97651M109	6734	416950	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	721	15200	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	47460	1000000	SH	DEFINE
WITNESS SYSTEMS INC	COM	977424100	2104	120000	SH	DEFINE
WITNESS SYSTEMS INC	COM	977424100	13949	795700	SH	DEFINE
WM WRIGLEY JR CO	COM	982526105	567	10955	SH	DEFINE
WM WRIGLEY JR CO	COM	982526105	17840	344927	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	1356	47542	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	99056	3473220	SH	DEFINE
WPP GROUP PLC	SPONSORED ADR	929309409	1634	24125	SH	DEFINE
WPP GROUP PLC	SPONSORED ADR	929309409	1732	25575	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COM	98235T107	23392	1004790	SH	DEFINE
WYETH	COM	983024100	39713	779900	SH	DEFINE
WYETH	COM	983024100	2968	58280	SH	DEFINE
WYETH	COM	983024100	376	7384	SH	DEFINE
WYETH	COM	983024100	30552	600000	SH	DEFINE
WYETH	COM	983024100	27869	547306	SH	DEFINE
WYETH	COM	983024100	32147	631325	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	83394	2604429	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	26341	822657	SH	DEFINE
XANSER CORP	COM	98389J103	13608	2800000	SH	DEFINE

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

XCEL ENERGY INC	COM	98389B100	20247	878000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	359	15555	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	46120	2000000	SH	DEFINE
XENOPORT INC	COM	98411C100	2455	100000	SH	DEFINE
XEROX CORP	COM	984121103	473	27911	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	812083	11275798	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	220144	3056708	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	19500	270765	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	49081	681490	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	720	10003	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	1	19	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	2101	29168	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	5824	80871	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	30210	419466	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	1256	17440	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	756	10501	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	85	5850	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	2155	149167	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	2032	140600	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	96073	6648650	SH	DEFINE
XTO ENERGY INC	COM	98385X106	144	3066	SH	DEFINE
XTO ENERGY INC	COM	98385X106	5787	123000	SH	DEFINE
XYRATEX (BM) LTD	COM	G98268108	13867	642600	SH	DEFINE
YAHOO INC	COM	984332106	40864	1600000	SH	DEFINE
YAHOO INC	COM	984332106	6429	251735	SH	DEFINE
YAHOO INC	COM	984332106	10428	408311	SH	DEFINE
YAHOO INC	FRNT 4/0	984332AB2	1430000	11000000	PRN	DEFINE
YANKEE CANDLE CO	COM	984757104	33673	982280	SH	DEFINE
YANKEE CANDLE CO	COM	984757104	6	184	SH	DEFINE
YUM! BRANDS INC	COM	988498101	1589	27032	SH	DEFINE
ZALE CORP	COM	988858106	44487	1577000	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	1	15	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	5016	64000	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	389	4960	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	58057	740706	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	20460	261042	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	110	1400	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	274	3500	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	15	190	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	941	12000	SH	DEFINE
ZOLTEK COMPANIES INC	COM	98975W104	279	14200	SH	DEFINE
ZUMIEZ INC	COM	989817101	6811	230566	SH	DEFINE

GRAND TOTAL

165714166