

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

FRANKLIN RESOURCES INC
Form 13F-HR
August 10, 2010

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

Form 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2010

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-00734

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ROBERT C. ROSSELOT Fort Lauderdale, FL August 5, 2010
[Signature] [City,State] [Date]

Report Type (Check only one.):

- 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: 14
 Form 13F Information Table Entry Total: 3774
 Form 13F Information Table Value Total: 111,233,120
 (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
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
4	028-03877	Fiduciary Trust Company International
5	028-12948	Fiduciary International, Inc.
6	028-06154	Franklin Mutual Advisers, LLC
7	028-11855	Franklin Templeton Investments (Asia) Limited
8	028-11753	Franklin Templeton Investments Australia Limited
9	028-06143	Franklin Templeton Investments Corp.
10	028-12310	Franklin Templeton Institutional, LLC
11	028-11761	Franklin Templeton Investment Management Limited
12	028-06174	Franklin Templeton Portfolio Advisors, Inc.
13	028-11763	Templeton Asset Management Ltd.
14	028-05454	Templeton Global Advisors Limited
15	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE
 FOR THE PERIOD ENDED 06/30/2010
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST MENT DISCRE TION
3M CO	COM	88579Y101	3460	43800	SH		DEFIN
3M CO	COM	88579Y101	97034	1228440	SH		DEFIN
3M CO	COM	88579Y101	24938	315706	SH		DEFIN
3M CO	COM	88579Y101	15317	193991	SH		DEFIN
3M CO	COM	88579Y101	1261	15965	SH		DEFIN
A D C TELECOMMUNICATIONS	COM NEW	000886309	507	68462	SH		DEFIN
ABB LTD	SPONSORED ADR	000375204	30123	1743210	SH		DEFIN
ABB LTD	SPONSORED ADR	000375204	13232	765728	SH		DEFIN

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

ABBOTT LABS	COM	002824100	191042	4083840	SH	DEFINE
ABBOTT LABS	COM	002824100	68008	1453776	SH	DEFINE
ABBOTT LABS	COM	002824100	45388	970253	SH	DEFINE
ABBOTT LABS	COM	002824100	912	19500	SH	DEFINE
ABBOTT LABS	COM	002824100	65	1390	SH	DEFINE
ABBOTT LABS	COM	002824100	16418	350966	SH	DEFINE
ABBOTT LABS	COM	002824100	2180	46603	SH	DEFINE
ABBOTT LABS	COM	002824100	1265	27050	SH	DEFINE
ABBOTT LABS	COM	002824100	3741	79970	SH	DEFINE
ABBOTT LABS	COM	002824100	73025	1561020	SH	DEFINE
ABBOTT LABS	COM	002824100	8862	189440	SH	DEFINE
ABINGTON BANCORP INC	COM	00350L109	3187	365488	SH	DEFINE
ABM INDS INC	COM	000957100	100698	4806587	SH	DEFINE
ABOVENET INC	COM	00374N107	283	6000	SH	CALL DEFINE
ABOVENET INC	COM	00374N107	61	1288	SH	CALL DEFINE
ABOVENET INC	COM	00374N107	220566	4674990	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	14248	368630	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	27096	701050	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	4438	114825	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	15807	408981	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	300	7760	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	68634	1775781	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	2231	57718	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3741	96800	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1002098	25927516	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	43341	1121370	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	159	4120	SH	DEFINE
ACE LTD	SHS	H0023R105	8994	174714	SH	DEFINE
ACE LTD	SHS	H0023R105	880	17100	SH	DEFINE
ACE LTD	SHS	H0023R105	591178	11483651	SH	DEFINE
ACE LTD	SHS	H0023R105	14941	290220	SH	DEFINE
ACE LTD	SHS	H0023R105	4265	82841	SH	DEFINE
ACE LTD	SHS	H0023R105	11393	221310	SH	DEFINE
ACE LTD	SHS	H0023R105	335	6510	SH	DEFINE
ACE LTD	SHS	H0023R105	55561	1079277	SH	DEFINE
ACE LTD	SHS	H0023R105	14791	287322	SH	DEFINE
ACE LTD	SHS	H0023R105	2232	43360	SH	DEFINE
ACE LTD	SHS	H0023R105	302104	5868372	SH	DEFINE
ACE LTD	SHS	H0023R105	218460	4243598	SH	DEFINE
ACE LTD	SHS	H0023R105	133	2590	SH	DEFINE
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	1830	831600	SH	DEFINE
ACME PACKET INC	COM	004764106	656	24400	SH	DEFINE
ACORDA THERAPEUTICS INC	COM	00484M106	6493	208700	SH	DEFINE
ACORDA THERAPEUTICS INC	COM	00484M106	16	500	SH	DEFINE
ACTEL CORP	COM	004934105	5471	426739	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	37724	3596140	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	1971	187940	SH	DEFINE
ACUITY BRANDS INC	COM	00508Y102	1750	48100	SH	DEFINE
ADMINISTAFF INC	COM	007094105	28888	1195700	SH	DEFINE
ADOBE SYS INC	COM	00724F101	24546	928700	SH	DEFINE
ADOBE SYS INC	COM	00724F101	8187	309744	SH	DEFINE
ADVANCE AUTO PARTS INC	COM	00751Y106	26085	519820	SH	DEFINE
ADVANCED MICRO DEVICES INC	NOTE	6.000% 5/0007903AL1	42153	44139000	PRN	DEFINE
ADVANTAGE OIL & GAS LTD	COM	00765F101	105	18100	SH	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	318	13800	SH	DEFINE
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	5448	272680	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	2651	122000	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	259	11900	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	913	42000	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	1927	88666	SH	DEFINE
AES CORP	COM	00130H105	1201	130010	SH	DEFINE
AETNA INC NEW	COM	00817Y108	96950	3675120	SH	DEFINE

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

AETNA INC NEW	COM	00817Y108	1421	53875	SH	DEFINE
AETNA INC NEW	COM	00817Y108	38	1440	SH	DEFINE
AETNA INC NEW	COM	00817Y108	395	14990	SH	DEFINE
AETNA INC NEW	COM	00817Y108	257	9750	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	29850	491200	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	600	9870	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	1720	28300	SH	DEFINE
AFLAC INC	COM	001055102	61539	1442199	SH	DEFINE
AFLAC INC	COM	001055102	94589	2216750	SH	DEFINE
AFLAC INC	COM	001055102	19166	449160	SH	DEFINE
AFLAC INC	COM	001055102	18	430	SH	DEFINE
AFLAC INC	COM	001055102	3506	82325	SH	DEFINE
AFLAC INC	COM	001055102	111	2600	SH	DEFINE
AFLAC INC	COM	001055102	2311	54156	SH	DEFINE
AGA MED HLDGS INC	COM	008368102	678	53403	SH	DEFINE
AGCO CORP	COM	001084102	477	17685	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	44726	1573189	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	3662	128818	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	14	500	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	1194	42000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	29	1010	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	272	9560	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	108	3800	SH	DEFINE
AGL RES INC	COM	001204106	126655	3535870	SH	DEFINE
AGL RES INC	COM	001204106	18	500	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	43853	721500	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	2038	33600	SH	DEFINE
AGRIUM INC	COM	008916108	17	350	SH	DEFINE
AGRIUM INC	COM	008916108	65939	1350278	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	111618	1722230	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	32405	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	12008	185278	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	97	1500	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	914	14100	SH	DEFINE
AIRGAS INC	COM	009363102	75777	1218287	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	3254	80200	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	252	6200	SH	DEFINE
ALAMO GROUP INC	COM	011311107	6619	305000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	28229	628000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	26970	600000	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	57317	2115789	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	13	495	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	61	2250	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	129	50794	SH	DEFINE
ALCOA INC	COM	013817101	2662	264600	SH	DEFINE
ALCOA INC	COM	013817101	599	59500	SH	DEFINE
ALCOA INC	COM	013817101	1236	122870	SH	DEFINE
ALCOA INC	COM	013817101	7395	735060	SH	DEFINE
ALCOA INC	COM	013817101	14535	1444810	SH	DEFINE
ALCOA INC	COM	013817101	25422	2526990	SH	DEFINE
ALCOA INC	COM	013817101	3924	390070	SH	DEFINE
ALCOA INC	COM	013817101	108559	10791150	SH	DEFINE
ALCOA INC	COM	013817101	1598	158830	SH	DEFINE
ALCOA INC	COM	013817101	93	9250	SH	DEFINE
ALCON INC	COM SHS	H01301102	4203	28360	SH	DEFINE
ALCON INC	COM SHS	H01301102	725	4895	SH	DEFINE
ALCON INC	COM SHS	H01301102	254776	1719253	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	2831	95065	SH	DEFINE
ALEXANDERS INC	COM	014752109	164733	543817	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	864	13642	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	11797	186160	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	222	3500	SH	DEFINE

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

ALEXION PHARMACEUTICALS INC	COM		015351109	16795	328100	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM		015351109	16	315	SH	DEFINE
ALLEGHANY CORP DEL	COM		017175100	39	133	SH	DEFINE
ALLEGHANY CORP DEL	COM		017175100	250008	852398	SH	DEFINE
ALLEGHENY ENERGY INC	COM		017361106	22748	1100000	SH	DEFINE
ALLEGHENY ENERGY INC	COM		017361106	32	1559	SH	DEFINE
ALLEGIANT TRAVEL CO	COM		01748X102	39063	915040	SH	DEFINE
ALLEGIANT TRAVEL CO	COM		01748X102	804	18832	SH	DEFINE
ALLEGIANT TRAVEL CO	COM		01748X102	2736	64100	SH	DEFINE
ALLEGIANT TRAVEL CO	COM		01748X102	2863	67074	SH	DEFINE
ALLERGAN INC	COM		018490102	77352	1327693	SH	DEFINE
ALLERGAN INC	COM		018490102	22790	391171	SH	DEFINE
ALLERGAN INC	COM		018490102	1329	22820	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM		018581108	108888	1829420	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM		018581108	128	2149	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM		018581108	80880	1358866	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM		018581108	139	2341	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE	1.750% 8/00	018581AD0	16533	17000000	PRN	DEFINE
ALLIANCE ONE INTL INC	COM		018772103	7529	2114942	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT	LTD PARTN	01881G106	1121	43365	SH	DEFINE
ALLIANT ENERGY CORP	COM		018802108	50308	1585000	SH	DEFINE
ALLIANT ENERGY CORP	COM		018802108	51	1600	SH	DEFINE
ALLIED IRISH BKS P L C	SPON	ADR ORD	019228402	1826	837830	SH	DEFINE
ALLSCRIPT MISYS HEALTCAR SOL	COM		01988P108	22297	1384890	SH	DEFINE
ALLSTATE CORP	COM		020002101	3591	125000	SH	DEFINE
ALLSTATE CORP	COM		020002101	10686	371929	SH	DEFINE
ALLSTATE CORP	COM		020002101	9532	331781	SH	DEFINE
ALLSTATE CORP	COM		020002101	29	1010	SH	DEFINE
ALLSTATE CORP	COM		020002101	319	11090	SH	DEFINE
ALLSTATE CORP	COM		020002101	144	5000	SH	DEFINE
ALLSTATE CORP	COM		020002101	57	2000	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM		02076X102	8067	238190	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM		02076X102	42	1235	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	5665	282708	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	762732	38060474	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	3636	181425	SH	DEFINE
ALZA CORP	SDCV	7/20	202261WAB5	13144	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM		00163U106	2064	60100	SH	DEFINE
AMAZON COM INC	COM		023135106	58175	532440	SH	DEFINE
AMAZON COM INC	COM		023135106	8990	82281	SH	DEFINE
AMAZON COM INC	COM		023135106	7006	64120	SH	DEFINE
AMAZON COM INC	COM		023135106	830	7600	SH	DEFINE
AMAZON COM INC	COM		023135106	10335	94592	SH	DEFINE
AMAZON COM INC	COM		023135106	174	1597	SH	DEFINE
AMAZON COM INC	COM		023135106	1038	9500	SH	DEFINE
AMB PROPERTY CORP	COM		00163T109	852	35924	SH	DEFINE
AMB PROPERTY CORP	COM		00163T109	12503	527320	SH	DEFINE
AMB PROPERTY CORP	COM		00163T109	202	8500	SH	DEFINE
AMEREN CORP	COM		023608102	229559	9657510	SH	DEFINE
AMEREN CORP	COM		023608102	53	2250	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	16354	344300	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	26961	567590	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	2090	44000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	475	10000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	2446	51500	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	424223	8931016	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON	ADR L SHS	02364W105	2828	59600	SH	DEFINE
AMERICAN AXLE & MFG HLDGS IN	COM		024061103	8808	1201700	SH	DEFINE
AMERICAN ELEC PWR INC	COM		025537101	483382	14965380	SH	DEFINE
AMERICAN ELEC PWR INC	COM		025537101	5676	175735	SH	DEFINE
AMERICAN ELEC PWR INC	COM		025537101	65	2000	SH	OTHER
AMERICAN ELEC PWR INC	COM		025537101	11	350	SH	DEFINE

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

AMERICAN EXPRESS CO	COM	025816109	9621	242350	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	24744	623276	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	10237	257850	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	2487	62650	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	7428	187106	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	285	7190	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	24919	627677	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	1899	47830	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	304557	7671453	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	10737	270450	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	67	1690	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	5618	254000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	1002	45300	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	3747	169400	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	5546	250730	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE	3.250% 7/002744MAA6	2483	2048000	PRN	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE	4.000% 9/102744MAB4	17291	12952000	PRN	DEFINE
AMERICAN NATL INS CO	COM	028591105	71318	880801	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	3921	781103	SH	DEFINE
AMERICAN SUPERCONDUCTOR CORP	COM	030111108	211	7900	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	107752	2421400	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	28645	643697	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	4895	110000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	979	22000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	12225	274726	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	386	8674	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1157	26000	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	19744	1154610	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	51500	2500000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	1117	54235	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	1215	33630	SH	DEFINE
AMERIS BANCORP	COM	03076K108	971	100476	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	961	30268	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	692	21790	SH	DEFINE
AMETEK INC NEW	COM	031100100	47715	1188422	SH	DEFINE
AMETEK INC NEW	COM	031100100	1000	24906	SH	DEFINE
AMGEN INC	COM	031162100	90270	1716160	SH	DEFINE
AMGEN INC	COM	031162100	7106	135102	SH	DEFINE
AMGEN INC	COM	031162100	243306	4625593	SH	DEFINE
AMGEN INC	COM	031162100	23628	449200	SH	DEFINE
AMGEN INC	COM	031162100	5806	110389	SH	DEFINE
AMGEN INC	COM	031162100	55709	1059107	SH	DEFINE
AMGEN INC	COM	031162100	546	10380	SH	DEFINE
AMGEN INC	COM	031162100	104789	1992180	SH	DEFINE
AMGEN INC	COM	031162100	3568	67830	SH	DEFINE
AMGEN INC	COM	031162100	3992	75900	SH	DEFINE
AMGEN INC	COM	031162100	826068	15704717	SH	DEFINE
AMGEN INC	COM	031162100	66068	1256055	SH	DEFINE
AMGEN INC	COM	031162100	179	3400	SH	DEFINE
AMR CORP	NOTE	6.250%10/1001765BC9	9475	10000000	PRN	DEFINE
AMTRUST FINANCIAL SERVICES I	COM	032359309	4715	391576	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	5021	267100	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	11	562	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	17019	471580	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	3180	88124	SH	DEFINE
ANADYS PHARMACEUTICALS INC	COM	03252Q408	1488	774771	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	74204	2663460	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	374	13416	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	11	400	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	116	4150	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	67	2400	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	192	6899	SH	DEFINE

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

ANGIOTECH PHARMACEUTICALS IN	COM	034918102	1289	1719314	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	129563	3000523	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	214	4950	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	427	24900	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	890	51900	SH	DEFINE
ANSYS INC	COM	03662Q105	65980	1626320	SH	DEFINE
ANSYS INC	COM	03662Q105	630	15541	SH	DEFINE
ANSYS INC	COM	03662Q105	2354	58028	SH	DEFINE
AOL INC	COM	00184X105	24	1159	SH	DEFINE
AOL INC	COM	00184X105	879	42274	SH	DEFINE
AOL INC	COM	00184X105	1303	62677	SH	DEFINE
AOL INC	COM	00184X105	10	481	SH	DEFINE
AOL INC	COM	00184X105	958	46079	SH	DEFINE
AOL INC	COM	00184X105	646	31095	SH	DEFINE
AOL INC	COM	00184X105	0	13	SH	DEFINE
AON CORP	COM	037389103	3	75	SH	DEFINE
AON CORP	COM	037389103	27886	751230	SH	DEFINE
AON CORP	COM	037389103	37784	1017875	SH	DEFINE
AON CORP	COM	037389103	1	21	SH	DEFINE
AON CORP	COM	037389103	1942	52330	SH	DEFINE
AON CORP	COM	037389103	10661	287210	SH	DEFINE
AON CORP	COM	037389103	47	1260	SH	DEFINE
APACHE CORP	COM	037411105	3073	36500	SH	DEFINE
APACHE CORP	COM	037411105	21284	252815	SH	DEFINE
APACHE CORP	COM	037411105	1105	13120	SH	DEFINE
APACHE CORP	COM	037411105	940	11170	SH	DEFINE
APACHE CORP	COM	037411105	631	7500	SH	DEFINE
APARTMENT INVT & MGMT CO	CL A	03748R101	395	20398	SH	DEFINE
APARTMENT INVT & MGMT CO	CL A	03748R101	6080	313900	SH	DEFINE
APARTMENT INVT & MGMT CO	CL A	03748R101	97	5000	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	29692	2741650	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	61575	1449840	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	15	350	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	203	4789	SH	DEFINE
APPLE INC	COM	037833100	500449	1989610	SH	DEFINE
APPLE INC	COM	037833100	130908	520448	SH	DEFINE
APPLE INC	COM	037833100	12073	48000	SH	DEFINE
APPLE INC	COM	037833100	50	200	SH	DEFINE
APPLE INC	COM	037833100	906	3600	SH	DEFINE
APPLE INC	COM	037833100	538	2140	SH	DEFINE
APPLE INC	COM	037833100	11315	44984	SH	DEFINE
APPLE INC	COM	037833100	277	1100	SH	DEFINE
APPLE INC	COM	037833100	1070	4253	SH	DEFINE
APPLE INC	COM	037833100	1182	4700	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	44785	1768767	SH	DEFINE
APPLIED MATLS INC	COM	038222105	2274	189175	SH	DEFINE
APTARGROUP INC	COM	038336103	32478	858750	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	1758	340000	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	2037	76123	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NOTE 5.000% 5/10	03938LAK0	20497	17500000	PRN	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	7732	103779	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	6094	81800	SH	DEFINE
ARCH COAL INC	COM	039380100	7038	355300	SH	DEFINE
ARCH COAL INC	COM	039380100	4	200	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	20385	789500	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	3230	125115	SH	DEFINE
ARCHER DANIELS MIDLAND CO	UNIT 99/99/9999	039483201	14484	400000	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	7021	341500	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	263	12800	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	866	42100	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	5981	195522	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	10375	500000	SH	DEFINE

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

ARKANSAS BEST CORP DEL	COM	040790107	25	1200	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	11160	900000	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	1	96	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	24144	800000	SH	DEFINE
ARQULE INC	COM	04269E107	13543	3149500	SH	DEFINE
ARQULE INC	COM	04269E107	150	34900	SH	DEFINE
ARQULE INC	COM	04269E107	513	119200	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	1	40	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	2474	110690	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	477	21340	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	3781	1105628	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	709	207180	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	2552	746100	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	1656	484154	SH	DEFINE
ASHLAND INC NEW	COM	044209104	16289	350900	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	941	34250	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	52606	2126350	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	1	55	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	4208	170070	SH	DEFINE
ASSOCIATED BANC CORP	COM	045487105	63309	5163852	SH	DEFINE
ASSURANT INC	COM	04621X108	27784	800700	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	1519	114478	SH	DEFINE
ASTEC INDS INC	COM	046224101	35278	1272200	SH	DEFINE
ASTORIA FINL CORP	COM	046265104	226	16453	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	875	18571	SH	DEFINE
AT&T INC	COM	00206R102	599431	24780129	SH	DEFINE
AT&T INC	COM	00206R102	35566	1470279	SH	DEFINE
AT&T INC	COM	00206R102	28	1156	SH	DEFINE
AT&T INC	COM	00206R102	20560	849886	SH	DEFINE
AT&T INC	COM	00206R102	466	19260	SH	DEFINE
AT&T INC	COM	00206R102	21435	886092	SH	DEFINE
AT&T INC	COM	00206R102	2507	103653	SH	DEFINE
AT&T INC	COM	00206R102	2092	86490	SH	DEFINE
AT&T INC	COM	00206R102	77954	3222560	SH	DEFINE
AT&T INC	COM	00206R102	12066	498800	SH	DEFINE
AT&T INC	COM	00206R102	26	1080	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	58763	2248860	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	2051	78500	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	32	1220	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	271	10370	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	1879	71900	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	190	7275	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	2530	96808	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	7612	276380	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	512	18600	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	1851	67200	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	3564	86300	SH	DEFINE
ATMEL CORP	COM	049513104	2602	542000	SH	DEFINE
ATMEL CORP	COM	049513104	59	12300	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	35978	1330550	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	1217	45000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	5	200	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	41674	1633000	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	56	2200	SH	DEFINE
AUGUSTA RES CORP	COM NEW	050912203	59	38800	SH	DEFINE
AURIZON MINES LTD	COM	05155P106	4931	1001800	SH	DEFINE
AUTODESK INC	COM	052769106	19488	800000	SH	DEFINE
AUTODESK INC	COM	052769106	4694	192700	SH	DEFINE
AUTODESK INC	COM	052769106	5603	230000	SH	DEFINE
AUTODESK INC	COM	052769106	926	38000	SH	DEFINE
AUTODESK INC	COM	052769106	11627	477312	SH	DEFINE
AUTODESK INC	COM	052769106	1181	48500	SH	DEFINE

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

AUTOLIV INC	COM	052800109	61353	1282200	SH	DEFINE
AUTOLIV INC	COM	052800109	110	2290	SH	DEFINE
AUTOLIV INC	COM	052800109	1156	24160	SH	DEFINE
AUTOLIV INC	UNIT 99/99/9999	052800208	12208	188000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	28182	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	18463	458605	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	149	3700	SH	OTHER
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	3626	154300	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	25693	1220000	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	1447	68700	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	239	2558	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	810	8671	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	13753	147301	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	199	2126	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	14844	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	1	30	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	10	300	SH	DEFINE
AVISTA CORP	COM	05379B107	14870	761400	SH	DEFINE
AVIVA PLC	ADR	05382A104	7127	764719	SH	DEFINE
AVON PRODS INC	COM	054303102	11607	437984	SH	DEFINE
AVON PRODS INC	COM	054303102	8166	308150	SH	DEFINE
AVON PRODS INC	COM	054303102	59356	2239865	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1190	40040	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	3767	126750	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	15910	233700	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	3866	56790	SH	DEFINE
BAKER HUGHES INC	COM	057224107	86211	2073880	SH	DEFINE
BAKER HUGHES INC	COM	057224107	923	22195	SH	DEFINE
BAKER HUGHES INC	COM	057224107	69247	1665800	SH	DEFINE
BAKER HUGHES INC	COM	057224107	988	23760	SH	DEFINE
BAKER HUGHES INC	COM	057224107	27104	652010	SH	DEFINE
BAKER HUGHES INC	COM	057224107	41838	1006446	SH	DEFINE
BAKER HUGHES INC	COM	057224107	480	11550	SH	DEFINE
BAKER HUGHES INC	COM	057224107	452	10870	SH	DEFINE
BAKER HUGHES INC	COM	057224107	273036	6568114	SH	DEFINE
BAKER HUGHES INC	COM	057224107	6914	166320	SH	DEFINE
BAKER HUGHES INC	COM	057224107	20	490	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	6069	288875	SH	DEFINE
BALL CORP	COM	058498106	724	13700	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	350186	22079797	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	18754	1182445	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	2095	132063	SH	DEFINE
BANCO LATINOAMERICANO DE COM	SHS E	P16994132	10228	818920	SH	DEFINE
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	1671	161795	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	11	1000	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	1462	139250	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	1	51	SH	DEFINE
BANK HAWAII CORP	COM	062540109	360	7450	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	38	700	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	717	13209	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	115605	2134715	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	2260	41600	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	78	1700	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1184	25725	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	239146	5196725	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	9288	201600	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	358	7778	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	507	11000	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1414	98400	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	557599	38802981	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	4059	282449	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	820620	57106448	SH	DEFINE

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

BANK OF AMERICA CORPORATION	COM	060505104	3604	250780	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	2431	169196	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	25149	1750138	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	304	21180	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	46147	3211358	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3300	229620	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	146676	10207123	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	18704	1301575	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	77	5340	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	2212	89600	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	11704	474020	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	13251	536710	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	3375	136700	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	33430	1353989	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	363	14690	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	54937	2225085	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1384	56074	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1766	71530	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	7557	306079	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	33814	1369529	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	82	3310	SH	DEFINE
BANRO CORP	COM	066800103	13086	6871100	SH	DEFINE
BANRO CORP	-W EXP 09/17/2010	066800111	228	600000	SH	DEFINE
BAR HBR BANKSHARES	COM	066849100	3783	151000	SH	DEFINE
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	539	23000	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	4	250	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	1399	88025	SH	DEFINE
BARD C R INC	COM	067383109	87905	1133820	SH	DEFINE
BARD C R INC	COM	067383109	1305	16828	SH	DEFINE
BARD C R INC	COM	067383109	246	3170	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	12612	409890	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	628	20400	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	2200	71500	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	2300	74746	SH	DEFINE
BARRETT BILL CORP	NOTE 5.000% 3/10	06846NAA2	349	350000	PRN	DEFINE
BARRICK GOLD CORP	COM	067901108	301706	6644033	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	674	14849	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	23274	512775	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	30118	663561	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	2722	635900	SH	DEFINE
BAXTER INTL INC	COM	071813109	27899	686480	SH	DEFINE
BAXTER INTL INC	COM	071813109	4152	102165	SH	DEFINE
BAXTER INTL INC	COM	071813109	17	410	SH	DEFINE
BAXTER INTL INC	COM	071813109	206	5060	SH	DEFINE
BAXTER INTL INC	COM	071813109	549	13500	SH	DEFINE
BAXTER INTL INC	COM	071813109	102	2500	SH	DEFINE
BAYTEX ENERGY TR	TRUST UNIT	073176109	25	825	SH	DEFINE
BAYTEX ENERGY TR	TRUST UNIT	073176109	24309	814366	SH	DEFINE
BCE INC	COM NEW	05534B760	1037	35416	SH	DEFINE
BCE INC	COM NEW	05534B760	81654	2806984	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	14612	242370	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	320	5300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	199868	2955754	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	13524	199999	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1722	25460	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	88	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	307	8268	SH	DEFINE
BEMIS INC	COM	081437105	79233	2934549	SH	DEFINE
BEMIS INC	COM	081437105	4826	178743	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	90419	5704680	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1278	48300	SH	DEFINE
BERKLEY W R CORP	COM	084423102	30147	1139360	SH	DEFINE

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

BERKLEY W R CORP	COM	084423102	1074	40585	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1320	11	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	22080	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	8880	74	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	259200	2160	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	15414	193420	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	36586	459098	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	173188	2173268	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	14	180	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	146	1830	SH	DEFINE
BEST BUY INC	COM	086516101	18783	554723	SH	DEFINE
BEST BUY INC	COM	086516101	14071	415556	SH	DEFINE
BEST BUY INC	COM	086516101	11	320	SH	DEFINE
BEST BUY INC	COM	086516101	730	21550	SH	DEFINE
BEST BUY INC	COM	086516101	71	2100	SH	DEFINE
BEST BUY INC	COM	086516101	675	19921	SH	DEFINE
BEST BUY INC	COM	086516101	958	28300	SH	DEFINE
BEST BUY INC	SDCV 2.250% 1/10	086516AF8	16680	16000000	PRN	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	7664	123630	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	11106	215910	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	5	100	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	4919	374380	SH	DEFINE
BIODEL INC	COM	09064M105	826	218500	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	30919	651622	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	392	8265	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	9154	192920	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	1780	37520	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	6701	141227	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	7029	148140	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	779	16426	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	1681	35430	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	133439	2812210	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	9495	200110	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	17421	918818	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	372	19639	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	1304	68780	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	11034	10300000	PRN	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	70	4352	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	1099	68300	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	21	1300	SH	DEFINE
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	3454	173750	SH	DEFINE
BIOVAIL CORP	COM	09067J109	178	9270	SH	DEFINE
BIOVAIL CORP	COM	09067J109	85	4400	SH	DEFINE
BIOVAIL CORP	COM	09067J109	80215	4163695	SH	DEFINE
BIOVAIL CORP	COM	09067J109	1574	81705	SH	DEFINE
BIOVAIL CORP	COM	09067J109	78632	4081490	SH	DEFINE
BIOVAIL CORP	COM	09067J109	32262	1674600	SH	DEFINE
BLACKROCK INC	COM	09247X101	33076	230650	SH	DEFINE
BLACKROCK INC	COM	09247X101	10810	75386	SH	DEFINE
BLACKROCK INC	COM	09247X101	1104	7700	SH	DEFINE
BLACKROCK MUNIHLDGS FD INC	COM	09254A101	177	13000	SH	DEFINE
BLACKROCK MUNIYIELD N Y INSD	COM	09255E102	156	11922	SH	DEFINE
BLACKROCK NY INS MUN INC TR	COM	09249U105	518	36750	SH	DEFINE
BLOCK H & R INC	COM	093671105	477	30400	SH	DEFINE
BLUE NILE INC	COM	09578R103	15786	335300	SH	DEFINE
BLUE NILE INC	COM	09578R103	405	8600	SH	DEFINE
BLUE NILE INC	COM	09578R103	1394	29600	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	321	9282	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	8352	277667	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	211	7000	SH	DEFINE
BOEING CO	COM	097023105	72476	1155000	SH	DEFINE
BOEING CO	COM	097023105	6956	110858	SH	DEFINE

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

BOEING CO	COM	097023105	464	7402	SH	DEFINE
BOEING CO	COM	097023105	1022	16292	SH	DEFINE
BORGLWARNER INC	COM	099724106	33852	906590	SH	DEFINE
BORGLWARNER INC	COM	099724106	5511	147594	SH	DEFINE
BORGLWARNER INC	COM	099724106	1221	32700	SH	DEFINE
BORGLWARNER INC	NOTE	3.500% 4/1099724AF3	8741	6750000	PRN	DEFINE
BOSTON PROPERTIES INC	COM	101121101	168	2350	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	2090	29297	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	32229	451763	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	542	7600	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	133	23000	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	253796	43757956	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	1177	203000	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	342	58880	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	21992	1687814	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	902	69200	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	2988	229300	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	8026	615971	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	1155	40000	SH	CALL DEFINE
BP PLC	SPONSORED ADR	055622104	172907	5987100	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3574	123744	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3100	107330	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	1987	68805	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	10070	348692	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	5	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	10708	370770	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	1	15	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	10190	114305	SH	DEFINE
BRADY CORP	CL A	104674106	153164	6146247	SH	DEFINE
BRADY CORP	CL A	104674106	50	2000	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	23	632	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	166	4482	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	2471	66900	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	48	1300	SH	DEFINE
BRF-BRASIL FOODS S A	SPONSORED ADR	10552T107	99	7500	SH	DEFINE
BRF-BRASIL FOODS S A	SPONSORED ADR	10552T107	2205	166300	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	26128	1535130	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	6	365	SH	DEFINE
BRIGHAM EXPLORATION CO	COM	109178103	30974	2013860	SH	DEFINE
BRIGHAM EXPLORATION CO	COM	109178103	664	43200	SH	DEFINE
BRIGHAM EXPLORATION CO	COM	109178103	2384	155000	SH	DEFINE
BRINKER INTL INC	COM	109641100	17	1200	SH	DEFINE
BRINKER INTL INC	COM	109641100	25332	1751840	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	16191	649187	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	1133	45439	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	4670	187250	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	9685	388321	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	1	24	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	1567	62840	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	103006	4130167	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	6869	275440	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	34	1370	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	79371	2699695	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	409	13915	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	21	330	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	4738	74850	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	261	13694	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	1253	65800	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	1264	245000	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	784	151994	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	94995	18409909	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	908	176008	SH	DEFINE

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

BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	36	6919	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	77	3400	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	14	625	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	126553	5599830	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	38629	663720	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	138936	2427684	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	53101	3498111	SH	DEFINE
BRUNSWICK CORP	COM	117043109	29301	2357300	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	411	6964	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	35173	961530	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	775	21200	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	2751	75200	SH	DEFINE
BUNGE LIMITED	COM	G16962105	4348	88394	SH	DEFINE
BUNGE LIMITED	COM	G16962105	17068	346980	SH	DEFINE
BUNGE LIMITED	COM	G16962105	10568	214837	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	1566	93000	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	1630	96780	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	18	1040	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	31985	1899359	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	49295	2927231	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	495	29392	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	1754	104180	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	168	9970	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	18142	1077310	SH	DEFINE
BURGER KING HLDGS INC	COM	121208201	67	3960	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	56885	1022000	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1226	22025	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	137	2467	SH	DEFINE
CA INC	COM	12673P105	209	11336	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1241	51685	SH	DEFINE
CABOT CORP	COM	127055101	33617	1394300	SH	DEFINE
CABOT CORP	COM	127055101	308	12765	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	2834	404256	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	313	44602	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	1088	155210	SH	DEFINE
CAE INC	COM	124765108	5644	650996	SH	DEFINE
CAL DIVE INTL INC	NOTE 3.250%12/1	1127914AB5	8700	10000000	PRN	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	5840	385447	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	9664	1600000	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	108	17900	SH	DEFINE
CALLON PETE CO DEL	COM	13123X102	34449	5468076	SH	DEFINE
CALPINE CORP	COM NEW	131347304	23925	1880900	SH	DEFINE
CALPINE CORP	COM NEW	131347304	6	443	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	56	1365	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	602	14746	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	9185	224850	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	151	3700	SH	DEFINE
CAMECO CORP	COM	13321L108	362	17025	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	126349	3885270	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	46	1400	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	320	9837	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	414	11551	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	63	1900	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	350	10531	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	151675	4577119	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	395	11900	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	28759	501200	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	6558	114299	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	145597	2540244	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	26810	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	250	4661	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	11112	207342	SH	DEFINE

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

CANON INC	ADR		138006309	780	20910	SH	DEFINE
CANON INC	ADR		138006309	2663	71374	SH	DEFINE
CAPE BANCORP INC	COM		139209100	29	4000	SH	DEFINE
CAPE BANCORP INC	COM		139209100	1892	264663	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM		139594105	11145	137000	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM		139594105	396	4870	SH	DEFINE
CAPELLA EDUCATION COMPANY	COM		139594105	1505	18500	SH	DEFINE
CAPITAL ONE FINL CORP	COM		14040H105	370	9180	SH	DEFINE
CAPITAL ONE FINL CORP	COM		14040H105	1222	30320	SH	DEFINE
CAPITALSOURCE INC	COM		14055X102	167	35100	SH	DEFINE
CAPITALSOURCE INC	SDCV	4.000% 7/11	14055XAE2	142082	148582000	PRN	DEFINE
CAPITALSOURCE INC	NOTE	7.250% 7/11	14055XAG7	12106	12676000	PRN	DEFINE
CARDINAL HEALTH INC	COM		14149Y108	10083	300000	SH	DEFINE
CARDINAL HEALTH INC	COM		14149Y108	485	14423	SH	DEFINE
CARDINAL HEALTH INC	COM		14149Y108	3398	101100	SH	DEFINE
CARDINAL HEALTH INC	COM		14149Y108	1390	41350	SH	DEFINE
CARDINAL HEALTH INC	COM		14149Y108	1171	34850	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW		14159U202	3498	429228	SH	DEFINE
CAREER EDUCATION CORP	COM		141665109	245	10625	SH	DEFINE
CAREFUSION CORP	COM		14170T101	3405	150000	SH	DEFINE
CAREFUSION CORP	COM		14170T101	263	11566	SH	DEFINE
CARLISLE COS INC	COM		142339100	80649	2232194	SH	DEFINE
CARNIVAL CORP	PAIRED CTF		143658300	32206	1065000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF		143658300	48	1601	SH	DEFINE
CARNIVAL CORP	PAIRED CTF		143658300	2293	75840	SH	DEFINE
CARNIVAL CORP	PAIRED CTF		143658300	3254	107600	SH	DEFINE
CARNIVAL CORP	PAIRED CTF		143658300	409	13520	SH	DEFINE
CARNIVAL CORP	DCV	2.000% 4/11	143658AN2	23091	22203000	PRN	DEFINE
CASELLA WASTE SYS INC	CL A		147448104	6137	1606639	SH	DEFINE
CASEYS GEN STORES INC	COM		147528103	40439	1158711	SH	DEFINE
CATALYST HEALTH SOLUTIONS IN	COM		14888B103	398	11530	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	46859	780080	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	18363	305691	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	21	350	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	860	14275	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	126	2100	SH	DEFINE
CATERPILLAR INC DEL	COM		149123101	1528	25434	SH	DEFINE
CATO CORP NEW	CL A		149205106	9421	427850	SH	DEFINE
CBS CORP NEW	CL B		124857202	1293	100000	SH	DEFINE
CBS CORP NEW	CL B		124857202	92	7102	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM		136069101	68	1100	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM		136069101	498	8000	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM		136069101	180492	2894918	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW		150602209	200	33195	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW		150602209	2813	467300	SH	DEFINE
CEDAR SHOPPING CTRS INC	COM NEW		150602209	48	8000	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	1320	53000	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	146645	5886969	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	4972	199585	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	67	2700	SH	OTHER
CELANESE CORP DEL	COM SER A		150870103	31	1240	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	251	10060	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	164	6600	SH	DEFINE
CELANESE CORP DEL	COM SER A		150870103	273	10950	SH	DEFINE
CELGENE CORP	COM		151020104	138413	2723585	SH	DEFINE
CELGENE CORP	COM		151020104	66968	1317741	SH	DEFINE
CELGENE CORP	COM		151020104	41	800	SH	OTHER
CELGENE CORP	COM		151020104	7272	143100	SH	DEFINE
CELGENE CORP	COM		151020104	32	620	SH	DEFINE
CELGENE CORP	COM		151020104	1016	20000	SH	DEFINE
CELGENE CORP	COM		151020104	321	6320	SH	DEFINE
CELGENE CORP	COM		151020104	12427	244534	SH	DEFINE

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

CELGENE CORP	COM	151020104	152	3000	SH	DEFINE
CELGENE CORP	COM	151020104	317	6240	SH	DEFINE
CELGENE CORP	COM	151020104	1321	26000	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	323	70800	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	211	21791	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	915	94634	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	31	1200	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	52	2025	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	671	26020	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	60870	2375810	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	140241	10656600	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	13	1000	SH	DEFINE
CENTRAL GOLDTRUST	TR UNIT	153546106	389	8041	SH	DEFINE
CENTURYLINK INC	COM	156700106	191782	5757500	SH	DEFINE
CENTURYLINK INC	COM	156700106	11632	349193	SH	DEFINE
CEPHALON INC	NOTE 2.500% 5/01	156708AR0	10550	10000000	PRN	DEFINE
CERADYNE INC	COM	156710105	34954	1635673	SH	DEFINE
CERNER CORP	COM	156782104	48608	640500	SH	DEFINE
CERNER CORP	COM	156782104	955	12590	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	18225	4860000	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	1909	106800	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	315	17600	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	1129	63200	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	5896	200000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	10855	368230	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	34535	1171456	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	487	16520	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	15780	535268	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	11987	406603	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	110676	3754287	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	1599	545900	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	33821	1552867	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1764	84200	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	4	200	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	2444	116659	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	683	32590	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	2193	104670	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	38393	1832616	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	45773	2184878	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	3472	165730	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1225	58460	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	5518	263410	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	76	3630	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	48631	716640	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	37270	549216	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	2448	36080	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	21208	312520	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	4217	62141	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	34580	509583	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	385	5670	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	70766	1042821	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	3186	46947	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	5976	88070	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	242894	3579340	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	27607	406830	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	129	1900	SH	DEFINE
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	1770	94095	SH	DEFINE
CHICOPEE BANCORP INC	COM	168565109	721	61582	SH	DEFINE
CHICOS FAS INC	COM	168615102	4	400	SH	DEFINE
CHICOS FAS INC	COM	168615102	41653	4215900	SH	DEFINE
CHICOS FAS INC	COM	168615102	24586	2488476	SH	DEFINE
CHINA GREEN AGRICULTURE INC	COM	16943W105	101	11275	SH	DEFINE

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

CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	1552	23804	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	1	20	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	13177	266697	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	10	200	SH	OTHER
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	4628	93665	SH	DEFINE
CHINA REAL ESTATE INFO CORP	ADR	16948Q103	233	29350	SH	DEFINE
CHINA SEC & SURVE TECH INC	COM	16942J105	9348	2023400	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	879	42475	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	21446	447528	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	8814	183930	SH	DEFINE
CHINA YUCHAI INTL LTD	COM	G21082105	358	23250	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	26021	190200	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	555	4060	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	24063	3887450	SH	DEFINE
CHUBB CORP	COM	171232101	26605	532000	SH	DEFINE
CHUBB CORP	COM	171232101	16446	328863	SH	DEFINE
CHUBB CORP	COM	171232101	50	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW10	17133Q106	480	24402	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW10	17133Q106	27	1364	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW10	17133Q106	2409	122332	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW10	17133Q106	1728	87773	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW10	17133Q106	11234	570542	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	2401	38290	SH	DEFINE
CIENA CORP	COM NEW	171779309	317	25007	SH	DEFINE
CIGNA CORP	COM	125509109	1565	50399	SH	DEFINE
CIGNA CORP	COM	125509109	1049	33775	SH	DEFINE
CIGNA CORP	COM	125509109	2935	94500	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	344	4810	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	1087	15180	SH	DEFINE
CINCINNATI FINL CORP	COM	172062101	12154	469800	SH	DEFINE
CINTAS CORP	COM	172908105	32836	1369898	SH	DEFINE
CINTAS CORP	COM	172908105	168	7000	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	16920	661436	SH	DEFINE
CISCO SYS INC	COM	17275R102	188387	8840310	SH	DEFINE
CISCO SYS INC	COM	17275R102	64650	3033798	SH	DEFINE
CISCO SYS INC	COM	17275R102	47	2200	SH	OTHER
CISCO SYS INC	COM	17275R102	1198	56200	SH	DEFINE
CISCO SYS INC	COM	17275R102	26102	1224870	SH	DEFINE
CISCO SYS INC	COM	17275R102	4058	190430	SH	DEFINE
CISCO SYS INC	COM	17275R102	57675	2706494	SH	DEFINE
CISCO SYS INC	COM	17275R102	1014	47570	SH	DEFINE
CISCO SYS INC	COM	17275R102	96523	4529484	SH	DEFINE
CISCO SYS INC	COM	17275R102	3061	143646	SH	DEFINE
CISCO SYS INC	COM	17275R102	2575	120850	SH	DEFINE
CISCO SYS INC	COM	17275R102	497276	23335338	SH	DEFINE
CISCO SYS INC	COM	17275R102	53445	2507978	SH	DEFINE
CISCO SYS INC	COM	17275R102	173	8120	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	62344	1841226	SH	DEFINE
CITIGROUP INC	COM	172967101	355	94500	SH	DEFINE
CITIGROUP INC	COM	172967101	37871	10072161	SH	DEFINE
CITIGROUP INC	COM	172967101	540	143651	SH	DEFINE
CITIGROUP INC	COM	172967101	16	4140	SH	DEFINE
CITIGROUP INC	COM	172967101	170	45150	SH	DEFINE
CITIGROUP INC	COM	172967101	182	48300	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	57935	512700	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	1971	17440	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	51	450	SH	OTHER
CITIGROUP INC	UNIT 99/99/9999	172967416	1021	9035	SH	DEFINE
CITIZENS CMNTY BANCORP INC M	COM	174903104	393	103500	SH	DEFINE
CITRIX SYS INC	COM	177376100	109576	2594740	SH	DEFINE
CITRIX SYS INC	COM	177376100	4347	102935	SH	DEFINE
CITRIX SYS INC	COM	177376100	650	15400	SH	DEFINE

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

CITRIX SYS INC	COM	177376100	121	2872	SH	DEFINE
CLARCOR INC	COM	179895107	2949	83017	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	4835	72800	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	1041	15675	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	3354	50500	SH	DEFINE
CLECO CORP NEW	COM	12561W105	26410	1000000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	7895	167400	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	61	1300	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	970	20565	SH	DEFINE
CLINICAL DATA INC NEW	COM	18725U109	1699	136600	SH	DEFINE
CLOROX CO DEL	COM	189054109	5067	81512	SH	DEFINE
CME GROUP INC	COM	12572Q105	5913	21000	SH	DEFINE
CME GROUP INC	COM	12572Q105	869	3085	SH	DEFINE
CME GROUP INC	COM	12572Q105	573	2034	SH	DEFINE
CMS ENERGY CORP	COM	125896100	12496	853000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	20510	1400000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	22	1500	SH	DEFINE
CMS ENERGY CORP	NOTE	5.500% 6/1125896BD1	17513	15000000	PRN	DEFINE
CNA FINL CORP	COM	126117100	1241	48555	SH	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	30014	1325100	SH	DEFINE
CNO FINL GROUP INC	COM	12621E103	30926	6247765	SH	DEFINE
COACH INC	COM	189754104	5392	147533	SH	DEFINE
COAST DISTR SYS	COM	190345108	273	66800	SH	DEFINE
COBALT INTL ENERGY INC	COM	19075F106	4539	609310	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	1091	540000	SH	DEFINE
COCA COLA CO	COM	191216100	23045	459800	SH	DEFINE
COCA COLA CO	COM	191216100	25481	508407	SH	DEFINE
COCA COLA CO	COM	191216100	689	13788	SH	DEFINE
COCA COLA CO	COM	191216100	1693	33773	SH	DEFINE
COCA COLA ENTERPRISES INC	COM	191219104	40	1530	SH	DEFINE
COCA COLA ENTERPRISES INC	COM	191219104	336829	13025093	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	5079	669987	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	13041	260500	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	314	6276	SH	DEFINE
COHERENT INC	COM	192479103	1626	47400	SH	DEFINE
COHERENT INC	COM	192479103	395	11525	SH	DEFINE
COHERENT INC	COM	192479103	1430	41700	SH	DEFINE
COHERENT INC	COM	192479103	12404	361634	SH	DEFINE
COHU INC	COM	192576106	36510	3009919	SH	DEFINE
COINSTAR INC	COM	19259P300	7988	185900	SH	DEFINE
COINSTAR INC	COM	19259P300	885	20600	SH	DEFINE
COINSTAR INC	COM	19259P300	2974	69200	SH	DEFINE
COINSTAR INC	NOTE	4.000% 9/019259PAF9	15375	12000000	PRN	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	11131	141333	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	359	4564	SH	DEFINE
COLONY FINL INC	COM	19624R106	21125	1250000	SH	DEFINE
COLUMBIA BKG SYS INC	COM	197236102	5211	285400	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	42533	2448638	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	2266	130447	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	944	54340	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	522	29850	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1370	78860	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	10139	583710	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	7707	443700	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1897	115446	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	23064	1403760	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1097	66770	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	8238	501400	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	393	23890	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	39522	2405450	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1074	65390	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	696090	42366984	SH	DEFINE

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

COMCAST CORP NEW	CL A SPL	20030N200	31591	1922783	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	162	9840	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	13947	1055000	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	3	200	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	73035	2160156	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	471	13925	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	297635	8803157	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1535	45400	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	583	39775	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	624	42559	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	389	26480	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	28649	1950272	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	23219	538845	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	43263	1125472	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	78748	2048590	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	6373	155742	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	45250	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	949	20971	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	9104	328430	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	590	21300	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	2051	74000	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	1266	45679	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	251	10750	SH	DEFINE
CONCHO RES INC	COM	20605P101	204048	3687820	SH	DEFINE
CONCHO RES INC	COM	20605P101	461	8334	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	22586	529200	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	814	19075	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	143	3343	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	9033	184000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	553537	11275970	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	20128	410025	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	37	760	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	7044	143453	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	157	3200	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	1809	36856	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	6117	181200	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	962	28490	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	336806	7814520	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1101	25553	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	8298	192530	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1378	31973	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	12290	285160	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	714	45687	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	51600	1600000	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	80	2470	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	22000	1000000	SH	DEFINE
CONTINENTAL AIRLS INC	CL B	210795308	713	32400	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	1521	130000	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	7772	174190	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	45	1000	SH	DEFINE
CON-WAY INC	COM	205944101	940	31320	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	262	5925	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	57782	1306692	SH	DEFINE
COPART INC	COM	217204106	25591	714640	SH	DEFINE
CORCEPT THERAPEUTICS INC	COM	218352102	1560	500000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	35709	1178500	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	756	24935	SH	DEFINE
CORNING INC	COM	219350105	13832	856450	SH	DEFINE
CORNING INC	COM	219350105	17843	1104800	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	476	12602	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	7393	195800	SH	DEFINE
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	128	3400	SH	DEFINE

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

COST PLUS INC CALIF	COM	221485105	3324	931073	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	17579	320603	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	29133	531341	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	22	400	SH	OTHER
COSTCO WHSL CORP NEW	COM	22160K105	33	610	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	326	5940	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	203	3700	SH	DEFINE
COVANCE INC	COM	222816100	10264	200000	SH	DEFINE
COVANCE INC	COM	222816100	970	18908	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	702	39730	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	27	1500	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	14063	350000	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	3872	96358	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	297	7400	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	535	13304	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	2794	69525	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	963	23977	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	11265	280361	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	1084	26981	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	889	22120	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	469232	11678258	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	12485	310717	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	87	2166	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	120038	1320700	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	313	8350	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	659	17600	SH	DEFINE
CREE INC	COM	225447101	68556	1142030	SH	DEFINE
CREE INC	COM	225447101	10022	166955	SH	DEFINE
CREE INC	COM	225447101	169	2822	SH	DEFINE
CRH PLC	ADR	12626K203	6561	313945	SH	DEFINE
CROSS A T CO	CL A	227478104	72	14400	SH	DEFINE
CSX CORP	COM	126408103	1571	31656	SH	DEFINE
CTC MEDIA INC	COM	12642X106	67555	4678337	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	3103	82620	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	2886	76835	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	2141	57000	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	308	6000	SH	DEFINE
CUMMINS INC	COM	231021106	126191	1937510	SH	DEFINE
CUMMINS INC	COM	231021106	6858	105290	SH	DEFINE
CUMMINS INC	COM	231021106	1550	23800	SH	DEFINE
CUMMINS INC	COM	231021106	328	5031	SH	DEFINE
CURIS INC	COM	231269101	1097	789400	SH	DEFINE
CVR ENERGY INC	COM	12662P108	2741	364490	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	77822	2654214	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	20865	711644	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1076	36700	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1119085	38167989	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	13662	465960	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	3278	111810	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	13628	464787	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	150	5110	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	24817	846421	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1328	45304	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	2757	94020	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	260105	8871238	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	39625	1351480	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	67	2290	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	955	37400	SH	DEFINE
CYMER INC	COM	232572107	7131	237400	SH	DEFINE
CYMER INC	COM	232572107	649	21600	SH	DEFINE
CYMER INC	COM	232572107	2286	76100	SH	DEFINE
CYTEC INDS INC	COM	232820100	11565	289192	SH	DEFINE

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

D R HORTON INC	COM	23331A109	34258	3485000	SH	DEFINE
D R HORTON INC	COM	23331A109	71	7173	SH	DEFINE
DANAHER CORP DEL	COM	235851102	96167	2590700	SH	DEFINE
DANAHER CORP DEL	COM	235851102	19851	534773	SH	DEFINE
DANAHER CORP DEL	COM	235851102	4900	132000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	817	22000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	11420	307656	SH	DEFINE
DANAHER CORP DEL	COM	235851102	276	7424	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1099	29600	SH	DEFINE
DAVITA INC	COM	23918K108	70289	1125700	SH	DEFINE
DAVITA INC	COM	23918K108	216	3456	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	895	88900	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	6038	599580	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	20	1980	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	182	18050	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	113	11200	SH	DEFINE
DEERE & CO	COM	244199105	5568	100000	SH	DEFINE
DEERE & CO	COM	244199105	3923	70456	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	630	43778	SH	DEFINE
DELL INC	COM	24702R101	5893	488660	SH	DEFINE
DELL INC	COM	24702R101	567	47019	SH	DEFINE
DELL INC	COM	24702R101	316993	26284667	SH	DEFINE
DELL INC	COM	24702R101	16757	1389460	SH	DEFINE
DELL INC	COM	24702R101	2884	239170	SH	DEFINE
DELL INC	COM	24702R101	9569	793473	SH	DEFINE
DELL INC	COM	24702R101	225	18670	SH	DEFINE
DELL INC	COM	24702R101	44158	3661543	SH	DEFINE
DELL INC	COM	24702R101	798	66183	SH	DEFINE
DELL INC	COM	24702R101	2474	205100	SH	DEFINE
DELL INC	COM	24702R101	160035	13269860	SH	DEFINE
DELL INC	COM	24702R101	26062	2161030	SH	DEFINE
DELL INC	COM	24702R101	114	9490	SH	DEFINE
DELTA APPAREL INC	COM	247368103	11315	775000	SH	DEFINE
DENBURY RES INC	COM NEW	247916208	6958	475280	SH	DEFINE
DENDREON CORP	COM	24823Q107	38253	1183210	SH	DEFINE
DENDREON CORP	COM	24823Q107	111	3444	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	359	12000	SH	DEFINE
DEPOMED INC	COM	249908104	1022	365100	SH	DEFINE
DESCARTES SYSTEMS GROUP INC	COM	249906108	8799	1640600	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	205	3650	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	388	6800	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	633	63924	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	8988	907888	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	113	11390	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	2291	37600	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	60292	989690	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	23410	384270	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	12	200	SH	OTHER
DEVON ENERGY CORP NEW	COM	25179M103	816	13400	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	32	520	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	301	4940	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	238	3900	SH	DEFINE
DEX ONE CORP	COM	25212W100	279003	14684389	SH	DEFINE
DEX ONE CORP	COM	25212W100	38	2000	SH	DEFINE
DEX ONE CORP	COM	25212W100	95	5000	SH	DEFINE
DEX ONE CORP	COM	25212W100	385	20281	SH	DEFINE
DEXCOM INC	COM	252131107	5876	508300	SH	DEFINE
DEXCOM INC	COM	252131107	971	84000	SH	DEFINE
DEXCOM INC	COM	252131107	3432	296900	SH	DEFINE
DHT HOLDINGS INC	COM	Y2065G105	1630	423310	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	21068	335800	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	31515	502314	SH	DEFINE

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

DIAGEO P L C	SPON ADR NEW	25243Q205	82	1300	SH	OTHER
DIAGEO P L C	SPON ADR NEW	25243Q205	1098	17500	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	7271	115850	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	1105	17615	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	622	10000	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	286	4600	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1122	18040	SH	DEFINE
DIAMONDROCK HOSPITALITY CO	COM	252784301	170	20722	SH	DEFINE
DIAMONDROCK HOSPITALITY CO	COM	252784301	2426	295100	SH	DEFINE
DIAMONDROCK HOSPITALITY CO	COM	252784301	42	5100	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	36866	1481140	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	543	21800	SH	DEFINE
DIEBOLD INC	COM	253651103	7915	290450	SH	DEFINE
DIEBOLD INC	COM	253651103	68	2500	SH	DEFINE
DIEBOLD INC	COM	253651103	41	1500	SH	DEFINE
DIGI INTL INC	COM	253798102	907	109631	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	8544	148121	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	794	13771	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	12119	210100	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	202	3500	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	1775	67500	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	308	11700	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	1086	41300	SH	DEFINE
DILLARDS INC	CL A	254067101	10965	510000	SH	DEFINE
DIONEX CORP	COM	254546104	18615	250000	SH	DEFINE
DIRECTV	COM CL A	25490A101	804	23693	SH	DEFINE
DIRECTV	COM CL A	25490A101	4294	126600	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	338	24163	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	27154	760400	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	233	6516	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	29220	944700	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	242	7824	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	733	23700	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	199	6448	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	1043	57490	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	94429	2997752	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	44385	1409042	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	132	4200	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	10097	320530	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	9027	286574	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	458	14550	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	30027	953250	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	255	8110	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	235466	7475116	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	12622	400690	SH	DEFINE
DIVX INC	COM	255413106	3711	484500	SH	DEFINE
DIVX INC	COM	255413106	613	80000	SH	DEFINE
DIVX INC	COM	255413106	2381	310900	SH	DEFINE
DIVX INC	COM	255413106	2912	380169	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	1766	480000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	20647	329340	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	1629	25980	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	76868	2790127	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	330	11994	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	557808	14398770	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	4287	110650	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	140065	2849755	SH	DEFINE
DONALDSON INC	COM	257651109	37952	889836	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	247	17344	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	3659	257300	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	60	4200	SH	DEFINE
DOVER CORP	COM	260003108	155485	3720636	SH	DEFINE

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

DOVER CORP	COM	260003108	1969	47118	SH	DEFINE
DOVER CORP	COM	260003108	17	400	SH	OTHER
DOVER CORP	COM	260003108	33	800	SH	DEFINE
DOW CHEM CO	COM	260543103	2673	112700	SH	DEFINE
DOW CHEM CO	COM	260543103	5311	223921	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	477	12754	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	443038	11849097	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	2208	59061	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	13817	369531	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	28619	765429	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	1235	33043	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	267	7150	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	900	24075	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	16914	452362	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	68	1820	SH	DEFINE
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	9589	335870	SH	DEFINE
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	68	2390	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	4925	156090	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	38	1200	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	7918	392000	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	1483	73400	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	257	12700	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	885	43800	SH	DEFINE
DRIL-QUIP INC	COM	262037104	13478	306180	SH	DEFINE
DRIL-QUIP INC	COM	262037104	326	7400	SH	DEFINE
DRIL-QUIP INC	COM	262037104	1184	26900	SH	DEFINE
DRIL-QUIP INC	COM	262037104	417	9480	SH	DEFINE
DRYSHIPS INC	SHS	Y2109Q101	64	18000	SH	DEFINE
DST SYS INC DEL	COM	233326107	48241	1334830	SH	DEFINE
DTE ENERGY CO	COM	233331107	1013	22200	SH	DEFINE
DTE ENERGY CO	COM	233331107	234230	5135500	SH	DEFINE
DTE ENERGY CO	COM	233331107	204	4475	SH	DEFINE
DTS INC	COM	23335C101	1706	51900	SH	DEFINE
DTS INC	COM	23335C101	378	11500	SH	DEFINE
DTS INC	COM	23335C101	1298	39500	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	17295	500000	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	30165	872084	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	12967	374880	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	364	10469	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	11981	346373	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1033	29878	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	3544	102460	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	56373	1629750	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1912	55280	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	3487	238000	SH	DEFINE
DUCOMMUN INC DEL	COM	264147109	2360	138000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	726750	45421890	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	9097	568542	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	32	2000	SH	OTHER
DUKE ENERGY CORP NEW	COM	26441C105	0	7	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	8189	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	156	2318	SH	DEFINE
DUPONT FABROS TECHNOLOGY INC	COM	26613Q106	554	22541	SH	DEFINE
DUPONT FABROS TECHNOLOGY INC	COM	26613Q106	8488	345600	SH	DEFINE
DUPONT FABROS TECHNOLOGY INC	COM	26613Q106	133	5400	SH	DEFINE
E M C CORP MASS	COM	268648102	100381	5485290	SH	DEFINE
E M C CORP MASS	COM	268648102	29827	1629914	SH	DEFINE
E M C CORP MASS	COM	268648102	1312	71700	SH	DEFINE
E M C CORP MASS	COM	268648102	36	1940	SH	DEFINE
E M C CORP MASS	COM	268648102	471	25750	SH	DEFINE
E M C CORP MASS	COM	268648102	185	10100	SH	DEFINE
E M C CORP MASS	COM	268648102	323	17626	SH	DEFINE

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

E M C CORP MASS	NOTE	1.750%12/0268648AM4	12713	10000000	PRN	DEFINE
EATON CORP	COM	278058102	4646	71000	SH	DEFINE
EATON CORP	COM	278058102	3433	52464	SH	DEFINE
EBAY INC	COM	278642103	1	50	SH	DEFINE
EBAY INC	COM	278642103	10686	544921	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	2895	237111	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	444	36341	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	1585	129800	SH	DEFINE
ECOLAB INC	COM	278865100	109717	2443040	SH	DEFINE
ECOLAB INC	COM	278865100	830	18480	SH	DEFINE
ECOLAB INC	COM	278865100	468	10412	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	2440	199811	SH	DEFINE
EDISON INTL	COM	281020107	65819	2075000	SH	DEFINE
EDISON INTL	COM	281020107	111	3500	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	116064	2071820	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	934	16670	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	289	5163	SH	DEFINE
EL PASO CORP	COM	28336L109	662	59554	SH	DEFINE
EL PASO ENERGY CAP TR I	PFD CV TR SECS	283678209	254	7000	SH	DEFINE
ELAN PLC	ADR	284131208	2518	559600	SH	DEFINE
ELAN PLC	ADR	284131208	21	4600	SH	DEFINE
ELAN PLC	ADR	284131208	23921	5315854	SH	DEFINE
ELAN PLC	ADR	284131208	6563	1458420	SH	DEFINE
ELAN PLC	ADR	284131208	19560	4346600	SH	DEFINE
ELAN PLC	ADR	284131208	13247	2943740	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	46671	2604100	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	1416	79000	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	6436	481739	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	68	3245	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	1512	72170	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	318	15190	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	3184	151968	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	32776	1564495	SH	DEFINE
EMBRAER-EMPRESA BRASILEIRA D	SP ADR COM SHS	29081M102	150283	7173402	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	24434	1054550	SH	DEFINE
EMERSON ELEC CO	COM	291011104	44797	1025330	SH	DEFINE
EMERSON ELEC CO	COM	291011104	30577	699862	SH	DEFINE
EMERSON ELEC CO	COM	291011104	13	300	SH	OTHER
EMERSON ELEC CO	COM	291011104	3590	82180	SH	DEFINE
ENBRIDGE INC	COM	29250N105	7	150	SH	DEFINE
ENBRIDGE INC	COM	29250N105	93129	2010003	SH	DEFINE
ENCANA CORP	COM	292505104	36	1200	SH	DEFINE
ENCANA CORP	COM	292505104	2223	73264	SH	DEFINE
ENCANA CORP	COM	292505104	79679	2629532	SH	DEFINE
ENCANA CORP	COM	292505104	1256	41400	SH	DEFINE
ENCANA CORP	COM	292505104	391	12900	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	908	41600	SH	DEFINE
ENER1 INC	COM NEW	29267A203	415	122900	SH	DEFINE
ENER1 INC	COM NEW	29267A203	3	1000	SH	DEFINE
ENERGEN CORP	COM	29265N108	41222	929900	SH	DEFINE
ENERGEN CORP	COM	29265N108	173	3900	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	1000	19881	SH	DEFINE
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	506	15000	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	518	24027	SH	DEFINE
ENERPLUS RES FD	UNIT TR G NEW	29274D604	13910	646540	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	349	9537	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	10419	285051	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	191	5237	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	16215	412796	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	826	21026	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	7515	113109	SH	DEFINE
ENTERGY CORP NEW	COM	29364G103	2306	32200	SH	DEFINE

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

ENERGY CORP NEW	COM	29364G103	96687	1350000	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	1655	23112	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	99210	1385227	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	6557	185379	SH	DEFINE
EOG RES INC	COM	26875P101	16516	167900	SH	DEFINE
EOG RES INC	COM	26875P101	706	7175	SH	DEFINE
EQUIFAX INC	COM	294429105	11224	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	124	4416	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	542	11238	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	8686	180100	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	150	3100	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	1	33	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	10082	242118	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2088	50150	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	31214	749619	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	512	12300	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	5120	464598	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	13830	1254948	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	51118	4638620	SH	DEFINE
ERIE INDY CO	CL A	29530P102	176674	3882939	SH	DEFINE
ERIE INDY CO	CL A	29530P102	36	800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	29633	1150800	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	2894	153299	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	393	4027	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	5882	60300	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	98	1000	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	11005	786600	SH	DEFINE
EURAND N V	SHS	N31010106	3558	367200	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	2417	103500	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	420	18000	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	1466	62800	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	484	6850	SH	DEFINE
EXELON CORP	COM	30161N101	83909	2209870	SH	DEFINE
EXELON CORP	COM	30161N101	5894	155237	SH	DEFINE
EXELON CORP	COM	30161N101	514582	13552318	SH	DEFINE
EXELON CORP	COM	30161N101	34	890	SH	DEFINE
EXELON CORP	COM	30161N101	627	16529	SH	DEFINE
EXELON CORP	COM	30161N101	182	4800	SH	DEFINE
EXELON CORP	COM	30161N101	699	18418	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	52871	2815300	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	117	6219	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	582	30980	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	103687	5521139	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	90439	2620644	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	2592	75104	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	19	540	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	167	4840	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	131	3800	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	271	7852	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	100034	2127460	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	8949	190332	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	26	560	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	190	4040	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	113	2400	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	427	9072	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	27875	1080000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	165453	6410426	SH	DEFINE
EXTERRAN HLDGS INC	NOTE	4.250% 6/130225XAA1	6256	4747000	PRN	DEFINE
EXXON MOBIL CORP	COM	30231G102	2625	46000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	991942	17381146	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	208418	3651967	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	1826	32000	SH	DEFINE

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

EXXON MOBIL CORP	COM	30231G102	0	1	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	84	1470	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	8449	148058	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	348	6100	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	1902	33321	SH	DEFINE
F M C CORP	COM NEW	302491303	666	11600	SH	DEFINE
F M C CORP	COM NEW	302491303	3016	52522	SH	DEFINE
F5 NETWORKS INC	COM	315616102	23315	340016	SH	DEFINE
F5 NETWORKS INC	COM	315616102	10156	148109	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	72550	1083000	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	894	13350	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	213	3181	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	213572	5666540	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	79	2100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	102	2700	SH	DEFINE
FARMER BROS CO	COM	307675108	30788	2040293	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	4432	236900	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	715	38200	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	2486	132861	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	5005	267486	SH	DEFINE
FASTENAL CO	COM	311900104	1148	22883	SH	DEFINE
FASTENAL CO	COM	311900104	647	12900	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	12747	606994	SH	DEFINE
FEDERAL NATL MTG ASSN	CONV PFD SR 08-1	313586745	2771	5180500	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	562	8000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	602	8574	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	8854	126000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	155	2200	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	6	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	28643	4742243	SH	DEFINE
FEDEX CORP	COM	31428X106	83969	1197670	SH	DEFINE
FEDEX CORP	COM	31428X106	8234	117438	SH	DEFINE
FEDEX CORP	COM	31428X106	2398	34200	SH	DEFINE
FEDEX CORP	COM	31428X106	14053	200440	SH	DEFINE
FEDEX CORP	COM	31428X106	327	4660	SH	DEFINE
FEDEX CORP	COM	31428X106	421	6000	SH	DEFINE
FEDEX CORP	COM	31428X106	12011	171323	SH	DEFINE
FEDEX CORP	COM	31428X106	274	3907	SH	DEFINE
FEDEX CORP	COM	31428X106	3210	45790	SH	DEFINE
FEDEX CORP	COM	31428X106	239139	3410912	SH	DEFINE
FEDEX CORP	COM	31428X106	10622	151510	SH	DEFINE
FEDEX CORP	COM	31428X106	81	1150	SH	DEFINE
FEI CO	COM	30241L109	2066	104816	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	1278	256200	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	186	37300	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	637	127700	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	79034	3901000	SH	DEFINE
FERRO CORP	COM	315405100	82	11137	SH	DEFINE
FIBRIA CELULOSE S A	SP ADR REP COM	31573A109	922	62293	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	296	22767	SH	DEFINE
FIDELITY NATL INFORMATION SV	COM	31620M106	267	9970	SH	DEFINE
FIRST CALIFORNIA FINANCIAL G	COM NEW	319395109	2437	906100	SH	DEFINE
FIRST CLOVER LEAF FIN CORP	COM	31969M105	2922	436070	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	2101	235000	SH	DEFINE
FIRST INTST BANCSYSTEM INC	COM CL A	32055Y201	2544	161700	SH	DEFINE
FIRST INTST BANCSYSTEM INC	COM CL A	32055Y201	429	27300	SH	DEFINE
FIRST INTST BANCSYSTEM INC	COM CL A	32055Y201	1504	95600	SH	DEFINE
FIRST MIDWEST BANCORP DEL	COM	320867104	162	13300	SH	DEFINE
FIRST MIDWEST BANCORP DEL	COM	320867104	25	2030	SH	DEFINE
FIRST MIDWEST BANCORP DEL	COM	320867104	80	6600	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	21295	1699500	SH	DEFINE
FIRST SOLAR INC	COM	336433107	87041	764660	SH	DEFINE

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

FIRST SOLAR INC	COM	336433107	106	935	SH	DEFINE
FIRST SOLAR INC	COM	336433107	16	140	SH	DEFINE
FIRST SOLAR INC	COM	336433107	174	1530	SH	DEFINE
FIRST SOLAR INC	COM	336433107	102	900	SH	DEFINE
FIRST SOLAR INC	COM	336433107	125	1102	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	198470	5633550	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	308	8750	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	11	320	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	108	3060	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	155	4400	SH	DEFINE
FISERV INC	COM	337738108	887	19436	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	2640	240000	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	218	38846	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	9895	1766930	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	2518	449600	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	42602	7607580	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	19763	3529056	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	1918	342546	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	1493	266630	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	236954	42313197	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	86035	15363401	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	84	14940	SH	DEFINE
FLIR SYS INC	COM	302445101	136336	4686664	SH	DEFINE
FLIR SYS INC	COM	302445101	25	860	SH	DEFINE
FLIR SYS INC	COM	302445101	194	6660	SH	DEFINE
FLIR SYS INC	COM	302445101	140	4800	SH	DEFINE
FLIR SYS INC	COM	302445101	3768	129534	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	114050	1344920	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	167	1975	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	1050	12385	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	266	3132	SH	DEFINE
FLUOR CORP NEW	COM	343412102	19159	450800	SH	DEFINE
FLUOR CORP NEW	COM	343412102	10165	239166	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	130207	2472590	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	217	4130	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	171	3241	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	60259	1396512	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	2744	669376	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	19868	450000	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	181	4100	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	11088	1100000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	1599	158590	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	941	93305	SH	DEFINE
FOREST CITY ENTERPRISES INC	CL A	345550107	102	9000	SH	DEFINE
FOREST CITY ENTERPRISES INC	CL A	345550107	1190	105100	SH	DEFINE
FOREST LABS INC	COM	345838106	922	33610	SH	DEFINE
FOREST LABS INC	COM	345838106	882	32165	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	6	334	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	41563	2314190	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	3326	84900	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	405	10332	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	60	1544	SH	DEFINE
FORWARD AIR CORP	COM	349853101	13498	495333	SH	DEFINE
FOSSIL INC	COM	349882100	33794	973886	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	768	36450	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	11909	687972	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	11307	653182	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	25880	897981	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	26	900	SH	DEFINE
FRANKLIN RES INC	COM	354613101	40754	472844	SH	DEFINE
FREDS INC	CL A	356108100	47355	4281607	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	39094	661155	SH	DEFINE

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

FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	13382	226309	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	1082	18197	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	1137	19224	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	2	31	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1138	21200	SH	DEFINE
FRISCHS RESTAURANTS INC	COM	358748101	1911	95000	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	266	37477	SH	DEFINE
FRONTIER OIL CORP	COM	35914P105	4516	335790	SH	DEFINE
FTI CONSULTING INC	COM	302941109	4167	95600	SH	DEFINE
FTI CONSULTING INC	COM	302941109	763	17500	SH	DEFINE
FTI CONSULTING INC	COM	302941109	2668	61200	SH	DEFINE
FULLER H B CO	COM	359694106	207	10897	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	7540	1899300	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	12114	2320709	SH	DEFINE
GAFISA S A	SPONS ADR	362607301	2180	180000	SH	DEFINE
GAIAM INC	CL A	36268Q103	2616	430900	SH	DEFINE
GAIAM INC	CL A	36268Q103	522	85940	SH	DEFINE
GAIAM INC	CL A	36268Q103	1809	298000	SH	DEFINE
GAIAM INC	CL A	36268Q103	1226	201945	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	67808	2781290	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	51	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	1459	77653	SH	DEFINE
GAMMON GOLD INC	COM	36467T106	9939	1818100	SH	DEFINE
GAP INC DEL	COM	364760108	499	25634	SH	DEFINE
GAP INC DEL	COM	364760108	1547	79500	SH	DEFINE
GAP INC DEL	COM	364760108	527	27060	SH	DEFINE
GAP INC DEL	COM	364760108	38009	1953161	SH	DEFINE
GARDNER DENVER INC	COM	365558105	49406	1108000	SH	DEFINE
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	1794	119670	SH	DEFINE
GENCORP INC	COM	368682100	14941	3411250	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	11343	193700	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	96534	1648455	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	10300	175896	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	59	1000	SH	OTHER
GENERAL DYNAMICS CORP	COM	369550108	832	14200	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	36	620	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	297	5079	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	141	2400	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	1197	20433	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4446	308300	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	126324	8760310	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	86153	5974534	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	72	5000	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	1308	90700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	10931	758050	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	3774	261714	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	35784	2481682	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	452	31360	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	57787	4007427	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2329	161506	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2889	200380	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	375196	26019106	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	42566	2951890	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	113	7850	SH	DEFINE
GENERAL MARITIME CORP NEW	SHS	Y2693R101	1251	207040	SH	DEFINE
GENERAL MLS INC	COM	370334104	4572	128708	SH	DEFINE
GENERAL MLS INC	COM	370334104	175756	4948090	SH	DEFINE
GENERAL MLS INC	COM	370334104	12411	349404	SH	DEFINE
GENESE & WYO INC	CL A	371559105	48018	1287000	SH	DEFINE
GENTEX CORP	COM	371901109	49437	2749550	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	3830	843600	SH	DEFINE
GENUINE PARTS CO	COM	372460105	109	2758	SH	DEFINE

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

GENUINE PARTS CO	COM	372460105	7535	191007	SH	DEFINE
GENUINE PARTS CO	COM	372460105	759	19239	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	23526	1800000	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	76	5800	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	1021	78090	SH	DEFINE
GENZYME CORP	COM	372917104	32310	636400	SH	DEFINE
GENZYME CORP	COM	372917104	587	11555	SH	DEFINE
GIBRALTAR INDS INC	COM	374689107	39459	3906821	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	34	1200	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	79450	2751732	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	2026	59100	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	99991	2916870	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	44787	1306515	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	27	800	SH	OTHER
GILEAD SCIENCES INC	COM	375558103	6643	193800	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	41	1210	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	960	28000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	387	11290	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	11930	348002	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	271	7900	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	193	5627	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1183	34500	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/0	375558AH6	16725	15000000	PRN	DEFINE
GLATFELTER	COM	377316104	15227	1403427	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1466	43111	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	2454	72150	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	13749	404268	SH	DEFINE
GLIMCHER RLTY TR	SH BEN INT	379302102	232	38847	SH	DEFINE
GLIMCHER RLTY TR	SH BEN INT	379302102	3404	569200	SH	DEFINE
GLIMCHER RLTY TR	SH BEN INT	379302102	57	9600	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	26585	5921000	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	2445	544520	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	33639	920600	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	3	82	SH	DEFINE
GLOBE SPECIALTY METALS INC	COM	37954N206	4112	398067	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	39604	2962148	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	119659	2730790	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	1262	28790	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	4159	95000	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	7076	1602900	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	87	19600	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	5251	40000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	6206	47280	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	580	4415	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	267359	2036711	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	787	5995	SH	DEFINE
GOOGLE INC	CL A	38259P508	169816	381650	SH	DEFINE
GOOGLE INC	CL A	38259P508	25306	56873	SH	DEFINE
GOOGLE INC	CL A	38259P508	82	185	SH	OTHER
GOOGLE INC	CL A	38259P508	1686	3790	SH	DEFINE
GOOGLE INC	CL A	38259P508	48	108	SH	DEFINE
GOOGLE INC	CL A	38259P508	605	1360	SH	DEFINE
GOOGLE INC	CL A	38259P508	222	500	SH	DEFINE
GOOGLE INC	CL A	38259P508	384	863	SH	DEFINE
GOVERNMENT PPTYs INCOME TR	COM SHS BEN INT	38376A103	275	10783	SH	DEFINE
GOVERNMENT PPTYs INCOME TR	COM SHS BEN INT	38376A103	4195	164400	SH	DEFINE
GOVERNMENT PPTYs INCOME TR	COM SHS BEN INT	38376A103	71	2800	SH	DEFINE
GRACO INC	COM	384109104	45308	1607250	SH	DEFINE
GRACO INC	COM	384109104	591	20975	SH	DEFINE
GRACO INC	COM	384109104	79	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	965	9700	SH	DEFINE
GRAINGER W W INC	COM	384802104	54698	550000	SH	DEFINE

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

GRAINGER W W INC	COM	384802104	880	8844	SH	DEFINE
GRAN TIERRA ENERGY INC	COM	38500T101	6307	1271620	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	2671	114000	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	459	19600	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	1612	68800	SH	DEFINE
GRANITE CONSTR INC	COM	387328107	40614	1722400	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	17892	10523400	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	8142	478400	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	17575	1032600	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	52	3083	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	169	9900	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	459	26985	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	32117	543200	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	5800	98095	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	77	1300	SH	OTHER
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	393	6642	SH	DEFINE
GREATBATCH INC	COM	39153L106	7503	336316	SH	DEFINE
GREENLIGHT CAPITAL RE LTD	CLASS A	G4095J109	882	35000	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	4267	168000	SH	DEFINE
GRIFFON CORP	COM	398433102	1749	158131	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	44703	1899809	SH	DEFINE
GROUPE CGI INC	CL A SUB VTG	39945C109	13885	933210	SH	DEFINE
GSI COMMERCE INC	COM	36238G102	46475	1613700	SH	DEFINE
GSI COMMERCE INC	COM	36238G102	772	26800	SH	DEFINE
GSI COMMERCE INC	COM	36238G102	2707	94000	SH	DEFINE
GTSI CORP	COM	36238K103	3413	625000	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	11385	10740191	SH	DEFINE
GUESS INC	COM	401617105	66345	2123710	SH	DEFINE
GUESS INC	COM	401617105	272	8700	SH	DEFINE
GUESS INC	COM	401617105	1009	32300	SH	DEFINE
GYMBOREE CORP	COM	403777105	16644	389700	SH	DEFINE
GYMBOREE CORP	COM	403777105	37363	874800	SH	DEFINE
GYMBOREE CORP	COM	403777105	760	17800	SH	DEFINE
GYMBOREE CORP	COM	403777105	2644	61900	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	3657	181300	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	662	32830	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	2156	106900	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	206	10222	SH	DEFINE
HALLIBURTON CO	COM	406216101	57698	2350240	SH	DEFINE
HALLIBURTON CO	COM	406216101	333	13550	SH	DEFINE
HALLIBURTON CO	COM	406216101	16471	670920	SH	DEFINE
HALLIBURTON CO	COM	406216101	1291	52590	SH	DEFINE
HALLIBURTON CO	COM	406216101	28725	1170081	SH	DEFINE
HALLIBURTON CO	COM	406216101	44023	1793217	SH	DEFINE
HALLIBURTON CO	COM	406216101	2117	86227	SH	DEFINE
HALLIBURTON CO	COM	406216101	2736	111460	SH	DEFINE
HALLIBURTON CO	COM	406216101	299421	12196385	SH	DEFINE
HALLIBURTON CO	COM	406216101	9835	400610	SH	DEFINE
HALLIBURTON CO	COM	406216101	95	3870	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	2361	70788	SH	DEFINE
HANOVER INS GROUP INC	COM	410867105	27631	635200	SH	DEFINE
HANOVER INS GROUP INC	COM	410867105	67	1545	SH	DEFINE
HANSEN NAT CORP	COM	411310105	115004	2940515	SH	DEFINE
HANSEN NAT CORP	COM	411310105	21345	545768	SH	DEFINE
HANSEN NAT CORP	COM	411310105	657	16800	SH	DEFINE
HANSEN NAT CORP	COM	411310105	16	400	SH	DEFINE
HANSEN NAT CORP	COM	411310105	160	4080	SH	DEFINE
HANSEN NAT CORP	COM	411310105	2843	72700	SH	DEFINE
HANSEN NAT CORP	COM	411310105	98	2500	SH	DEFINE
HANSEN NAT CORP	COM	411310105	131	3351	SH	DEFINE
HARDINGE INC	COM	412324303	9116	1070000	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	787	35400	SH	DEFINE

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

HARLEY DAVIDSON INC	COM	412822108	18631	838096	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	168	7550	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	5295	177152	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	3	88	SH	DEFINE
HARRIS & HARRIS GROUP INC	COM	413833104	49	12000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	672	16143	SH	DEFINE
HARTE-HANKS INC	COM	416196103	470	45000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	68	3066	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	1027	46425	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	DEP CONV PFD	416515708	24991	1080000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	DEP CONV PFD	416515708	682	29494	SH	DEFINE
HASBRO INC	COM	418056107	12600	306578	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	15854	1290000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	13668	600000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	46	2000	SH	DEFINE
HCC INS HLDGS INC	COM	404132102	7007	283000	SH	DEFINE
HCP INC	COM	40414L109	48	1500	SH	DEFINE
HCP INC	COM	40414L109	1284	39821	SH	DEFINE
HCP INC	COM	40414L109	20104	623371	SH	DEFINE
HCP INC	COM	40414L109	332	10300	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	673	15980	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	10033	238210	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	173	4100	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	10451	551500	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	7260	500000	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	24015	342720	SH	DEFINE
HECLA MNG CO	COM	422704106	5231	1002200	SH	DEFINE
HEICO CORP NEW	COM	422806109	15191	422898	SH	DEFINE
HEICO CORP NEW	COM	422806109	801	22299	SH	DEFINE
HEICO CORP NEW	COM	422806109	2833	78875	SH	DEFINE
HEINZ H J CO	COM	423074103	13360	309126	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	34035	3160200	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	4945	459100	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	276	25600	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	967	89800	SH	DEFINE
HERSHA HOSPITALITY TR	SH BEN INT A	427825104	191	42290	SH	DEFINE
HERSHA HOSPITALITY TR	SH BEN INT A	427825104	2690	595100	SH	DEFINE
HERSHA HOSPITALITY TR	SH BEN INT A	427825104	26	5800	SH	DEFINE
HERSHEY CO	COM	427866108	1526	31840	SH	DEFINE
HESS CORP	COM	42809H107	12272	243790	SH	DEFINE
HESS CORP	COM	42809H107	1006	19992	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	3917	90500	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	175934	4065025	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	31789	734485	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	67	1550	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	627	14480	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	286	6600	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	548	12669	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	44626	1862500	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	272	9809	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	4057	146150	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	69	2500	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	40258	1322975	SH	DEFINE
HILLENBRAND INC	COM	431571108	58735	2745914	SH	DEFINE
HILLENBRAND INC	COM	431571108	70842	3311942	SH	DEFINE
HILLENBRAND INC	COM	431571108	30	1400	SH	DEFINE
HILLTOP HOLDINGS INC	COM	432748101	1871	186950	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	46131	1031080	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	2256	41600	SH	DEFINE
HOLLY CORP	COM PAR \$0.01	435758305	7240	272370	SH	DEFINE
HOLOGIC INC	COM	436440101	500	35900	SH	DEFINE
HOME DEPOT INC	COM	437076102	3837	136700	SH	DEFINE

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

HOME DEPOT INC	COM	437076102	16126	574500	SH	DEFINE
HOME DEPOT INC	COM	437076102	26364	939229	SH	DEFINE
HOME DEPOT INC	COM	437076102	17	600	SH	OTHER
HOME DEPOT INC	COM	437076102	16975	604750	SH	DEFINE
HOME DEPOT INC	COM	437076102	2945	104930	SH	DEFINE
HOME DEPOT INC	COM	437076102	5575	198505	SH	DEFINE
HOME DEPOT INC	COM	437076102	507	18050	SH	DEFINE
HOME DEPOT INC	COM	437076102	17387	619400	SH	DEFINE
HOME DEPOT INC	COM	437076102	2293	81676	SH	DEFINE
HOME DEPOT INC	COM	437076102	5162	183890	SH	DEFINE
HOME DEPOT INC	COM	437076102	230825	8223184	SH	DEFINE
HOME DEPOT INC	COM	437076102	22438	799370	SH	DEFINE
HOME DEPOT INC	COM	437076102	74	2650	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	2093	72808	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	23267	596140	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	16392	1537734	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	2136	146290	SH	DEFINE
HOSPIRA INC	COM	441060100	2622	45638	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	4	312	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	2082	154474	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	30313	2248751	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	484	35901	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	2109	194351	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	5	117	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	20365	446708	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	3367	73864	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	12490	273955	SH	DEFINE
HSN INC	COM	404303109	1440	60020	SH	DEFINE
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	242	10300	SH	DEFINE
HUBBELL INC	CL B	443510201	476	11999	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	72310	5907640	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	3109	253992	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	613	50100	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	67455	2976810	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	21	945	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	127	5617	SH	DEFINE
HUMANA INC	COM	444859102	9	200	SH	DEFINE
HUMANA INC	COM	444859102	1012	22150	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	947	29000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	44853	1372900	SH	DEFINE
HUNTSMAN CORP	COM	447011107	1517	175000	SH	DEFINE
HURCO COMPANIES INC	COM	447324104	5737	386363	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	2595	133700	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	448	23070	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	1511	77832	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	NOTE 3.250% 1/14	448407AF3	1630	2000000	PRN	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	3297	150050	SH	DEFINE
IAMGOLD CORP	COM	450913108	50706	2870970	SH	DEFINE
IAMGOLD CORP	COM	450913108	9239	524000	SH	DEFINE
ICF INTL INC	COM	44925C103	7471	312200	SH	DEFINE
ICF INTL INC	COM	44925C103	514	21500	SH	DEFINE
ICF INTL INC	COM	44925C103	1783	74500	SH	DEFINE
ICICI BK LTD	ADR	45104G104	6352	175768	SH	DEFINE
ICICI BK LTD	ADR	45104G104	6790	187879	SH	DEFINE
ICICI BK LTD	ADR	45104G104	1548	42840	SH	DEFINE
ICICI BK LTD	ADR	45104G104	368	10180	SH	DEFINE
ICICI BK LTD	ADR	45104G104	5984	165580	SH	DEFINE
ICICI BK LTD	ADR	45104G104	16145	446734	SH	DEFINE
ICICI BK LTD	ADR	45104G104	187962	5200935	SH	DEFINE
ICICI BK LTD	ADR	45104G104	82792	2290876	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	2875	200100	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	497	34600	SH	DEFINE

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

ICONIX BRAND GROUP INC	COM	451055107	1760	122500	SH	DEFINE
IDACORP INC	COM	451107106	19975	600400	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	3286	79600	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	41280	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2288	55424	SH	DEFINE
ILLUMINA INC	COM	452327109	884	20300	SH	DEFINE
ILLUMINA INC	COM	452327109	218	5000	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	3133	164400	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	627	32900	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	2215	116200	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	5129	269082	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	696	19098	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	17141	470547	SH	DEFINE
INCYTE CORP	COM	45337C102	5319	480500	SH	DEFINE
INDIA FD INC	COM	454089103	1545	51074	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	3582	150000	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	115	1916	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	44693	746000	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	26	3500	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	1960	264524	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	10765	1452767	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	4053	546955	SH	DEFINE
INGERSOLL-RAND GLOBAL HLDG C	NOTE 4.500% 4/1	45687AAD4	15760	8000000	PRN	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	34559	1002000	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	597	17313	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	203	5900	SH	DEFINE
INHIBITEX INC	COM	45719T103	1170	458799	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	1554	311400	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1244	107023	SH	DEFINE
INTEL CORP	COM	458140100	185803	9552850	SH	DEFINE
INTEL CORP	COM	458140100	67997	3495981	SH	DEFINE
INTEL CORP	COM	458140100	53	2700	SH	OTHER
INTEL CORP	COM	458140100	44	2280	SH	DEFINE
INTEL CORP	COM	458140100	1168	59867	SH	DEFINE
INTEL CORP	COM	458140100	254	13037	SH	DEFINE
INTEL CORP	COM	458140100	2059	105853	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	1910	2000000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	25262	223500	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	241	2130	SH	DEFINE
INTERMEC INC	COM	458786100	1766	172269	SH	DEFINE
INTERMUNE INC	COM	45884X103	1183	126500	SH	DEFINE
INTERMUNE INC	COM	45884X103	3	300	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	162268	1314120	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	130749	1058870	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	153011	1239155	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1346	10900	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	83	670	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	5451	44126	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	358	2900	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1631	13207	SH	DEFINE
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	717	16894	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	161	10257	SH	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	7945	359000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	276	38667	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	4088	573370	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	747	60020	SH	DEFINE
INTL PAPER CO	COM	460146103	723	31969	SH	DEFINE
INTL PAPER CO	COM	460146103	310857	13736508	SH	DEFINE
INTUIT	COM	461202103	1478	42500	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	133060	421580	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	2731	8652	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	359	1138	SH	DEFINE

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

INVACARE CORP	COM	461203101	373	18000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	5609	333300	SH	DEFINE
INVESCO LTD	SHS	G491BT108	6310	374900	SH	DEFINE
INVESCO LTD	SHS	G491BT108	904	53700	SH	DEFINE
INVESCO LTD	SHS	G491BT108	602	35795	SH	DEFINE
INVESCO LTD	SHS	G491BT108	808	48000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	623	37000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	4243	252100	SH	DEFINE
INVESCO LTD	SHS	G491BT108	2140	127160	SH	DEFINE
INVESCO LTD	SHS	G491BT108	57514	3417367	SH	DEFINE
INVESCO LTD	SHS	G491BT108	14514	862416	SH	DEFINE
INVESCO LTD	SHS	G491BT108	392	23317	SH	DEFINE
IRON MTN INC	COM	462846106	750	33403	SH	DEFINE
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	3552	298000	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	845	69400	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	3	250	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	3371	177600	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	9	500	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	7659	123608	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	2132	34410	SH	DEFINE
ISHARES INC	MSCI SINGAPORE	464286673	360	32000	SH	DEFINE
ISHARES INC	MSCI TAIWAN	464286731	146	13000	SH	DEFINE
ISHARES INC	MSCI TAIWAN	464286731	487	43500	SH	DEFINE
ISHARES INC	MSCI STH AFRCA	464286780	321	6100	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	133	14500	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	67513	7338336	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	400	27100	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	479	26325	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	3	150	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	1514	17835	PRN	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	41678	395798	PRN	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	142	1350	PRN	OTHER
ISHARES TR	BARCLYS 1-3YR CR	464288646	9100	87585	PRN	DEFINE
ISHARES TR	US PFD STK IDX	464288687	10805	291551	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	574	15500	SH	DEFINE
ISHARES TR INDEX	DJ SEL DIV INX	464287168	1382	32588	SH	DEFINE
ISHARES TR INDEX	BARCLYS TIPS BD	464287176	17901	167437	PRN	DEFINE
ISHARES TR INDEX	FTSE XNHUA IDX	464287184	13535	345898	SH	DEFINE
ISHARES TR INDEX	S&P 500 INDEX	464287200	2145	20728	SH	DEFINE
ISHARES TR INDEX	BARCLY USAGG B	464287226	431	4021	PRN	DEFINE
ISHARES TR INDEX	MSCI EMERG MKT	464287234	71190	1907562	SH	DEFINE
ISHARES TR INDEX	MSCI EMERG MKT	464287234	149	4000	SH	OTHER
ISHARES TR INDEX	MSCI EMERG MKT	464287234	30764	824333	SH	DEFINE
ISHARES TR INDEX	IBOXX INV CPBD	464287242	16876	155595	SH	DEFINE
ISHARES TR INDEX	S&P500 GRW	464287309	299	5657	SH	DEFINE
ISHARES TR INDEX	S&P NA NAT RES	464287374	453	14700	SH	DEFINE
ISHARES TR INDEX	BARCLYS 20+ YR	464287432	142924	1404663	PRN	DEFINE
ISHARES TR INDEX	BARCLYS 7-10 YR	464287440	1084	11331	PRN	DEFINE
ISHARES TR INDEX	BARCLYS 1-3 YR	464287457	1244	14785	PRN	DEFINE
ISHARES TR INDEX	MSCI EAFE IDX	464287465	16155	347335	SH	DEFINE
ISHARES TR INDEX	RUSSELL MIDCAP	464287499	350	4350	SH	DEFINE
ISHARES TR INDEX	S&P MIDCAP 400	464287507	468	6581	SH	DEFINE
ISHARES TR INDEX	NASDQ BIO INDX	464287556	458	5900	SH	DEFINE
ISHARES TR INDEX	RUSSELL1000VAL	464287598	623	11500	SH	DEFINE
ISHARES TR INDEX	RUSSELL1000GRW	464287614	3443	75115	SH	DEFINE
ISHARES TR INDEX	RUSL 2000 VALU	464287630	533	9348	SH	DEFINE
ISHARES TR INDEX	RUSSELL 2000	464287655	5288	86581	SH	DEFINE
ISHARES TR INDEX	RUSSELL 3000	464287689	362	5920	SH	DEFINE
ISHARES TR INDEX	DJ US UTILS	464287697	349	5080	SH	DEFINE
ISHARES TR INDEX	S&P SMLCAP 600	464287804	725	13382	SH	DEFINE
ISHARES TR INDEX	S&P SMLCP VALU	464287879	1753	30637	SH	DEFINE
ISHARES TR INDEX	S&P SMLCP GROW	464287887	1864	32739	SH	DEFINE

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

ISIS PHARMACEUTICALS INC	COM	464330109	29	3000	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1837	191960	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1419	148243	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	4096	427990	SH	DEFINE
ISTAR FINL INC	COM	45031U101	49	10882	SH	DEFINE
ISTAR FINL INC	FRNT	10/045031UBF7	261144	362700000	PRN	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	50	2794	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	705327	39163070	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	1426	79192	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	4593	255000	SH	DEFINE
ITRON INC	COM	465741106	278	4500	SH	DEFINE
ITT CORP NEW	COM	450911102	1306	29070	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	731	8805	SH	DEFINE
ITURAN LOCATION AND CONTROL	SHS	M6158M104	3269	218071	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	49952	3835620	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	7173	553800	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	432	33300	SH	DEFINE
IXIA	COM	45071R109	5391	627600	SH	DEFINE
IXIA	COM	45071R109	1027	119600	SH	DEFINE
IXIA	COM	45071R109	3567	415300	SH	DEFINE
IXIA	COM	45071R109	5018	584190	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	34533	947680	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	4170	114430	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	11	300	SH	OTHER
JACOBS ENGR GROUP INC DEL	COM	469814107	110	3020	SH	DEFINE
JAKKS PAC INC	COM	47012E106	33293	2315210	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	22025	2480300	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	511	57500	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	1820	204900	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	90	10100	SH	DEFINE
JARDEN CORP	COM	471109108	35206	1310216	SH	DEFINE
JARDEN CORP	COM	471109108	7	250	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	71896	1217340	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	515449	8727555	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	132179	2238053	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	130	2200	SH	OTHER
JOHNSON & JOHNSON	COM	478160104	1240	21000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	61	1040	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	19344	327585	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	348	5900	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	2127	36013	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	135769	5052800	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	826	30726	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	434	16138	SH	DEFINE
JOHNSON OUTDOORS INC	CL A	479167108	900	80000	SH	DEFINE
JOY GLOBAL INC	COM	481165108	45633	911020	SH	DEFINE
JOY GLOBAL INC	COM	481165108	6781	135383	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	544821	14881740	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	44939	1227497	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	15	400	SH	OTHER
JPMORGAN CHASE & CO	COM	46625H100	1569	42850	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	18241	498260	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	23447	640422	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	446	12180	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	26263	717369	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	3830	104603	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	2965	80990	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	115652	3159036	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	28502	778530	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	25	680	SH	DEFINE
JPMORGAN CHASE & CO	-W EXP 10/28/201	46634E114	455	36000	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	73598	3225130	SH	DEFINE

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

JUNIPER NETWORKS INC	COM	48203R104	132	5790	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	174	7636	SH	DEFINE
KAISER ALUMINUM CORP	COM PAR \$0.01	483007704	20649	595600	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	9001	304389	SH	DEFINE
KAYDON CORP	COM	486587108	2257	68700	SH	DEFINE
KAYDON CORP	COM	486587108	417	12700	SH	DEFINE
KAYDON CORP	COM	486587108	1433	43621	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	721	19040	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	8549	225635	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	2613	68971	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	12991	342858	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1090	28771	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	46074	1216003	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	150422	3969966	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	45	1200	SH	DEFINE
KELLOGG CO	COM	487836108	4815	95726	SH	DEFINE
KELLOGG CO	COM	487836108	981	19500	SH	DEFINE
KELLY SVCS INC	CL A	488152208	36582	2460100	SH	DEFINE
KENNAMETAL INC	COM	489170100	46191	1816400	SH	DEFINE
KENNAMETAL INC	COM	489170100	381	15000	SH	DEFINE
KENNEDY-WILSON HLDGS INC	COM	489398107	1963	194370	SH	DEFINE
KID BRANDS INC	COM	49375T100	6047	860200	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	276	9289	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	4186	140800	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	74	2500	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	3316	54700	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4697	77462	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	611	45473	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	8807	655254	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	144	10700	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	13541	208129	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	78	1200	SH	OTHER
KINDRED HEALTHCARE INC	COM	494580103	32497	2530902	SH	DEFINE
KINGSWAY FINL SVCS INC	COM	496904103	795	462700	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	62999	3685112	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	73	4300	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	22	800	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	985	35345	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	23086	1140600	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	508	25100	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	1805	89200	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	3522	702926	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	1913	381930	SH	DEFINE
KOHL'S CORP	COM	500255104	113153	2382150	SH	DEFINE
KOHL'S CORP	COM	500255104	1306	27490	SH	DEFINE
KOHL'S CORP	COM	500255104	46	970	SH	DEFINE
KOHL'S CORP	COM	500255104	428	9010	SH	DEFINE
KOHL'S CORP	COM	500255104	271	5700	SH	DEFINE
KOHL'S CORP	COM	500255104	188	3956	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	3730	125000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	399	13386	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	4404	147600	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	14672	491673	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	13249	444014	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	552	19700	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	5122	182939	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	965793	34492614	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	10980	392128	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	953	34040	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	0	14	SH	DEFINE
KROGER CO	COM	501044101	277	14075	SH	DEFINE
KROGER CO	COM	501044101	325096	16510710	SH	DEFINE

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

KROGER CO	COM	501044101	17898	908967	SH	DEFINE
KROGER CO	COM	501044101	251	12760	SH	DEFINE
K-SWISS INC	CL A	482686102	35189	3133440	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	201237	10497493	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	10403	542655	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1206	17020	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	89	1250	SH	OTHER
LA Z BOY INC	COM	505336107	26362	3548100	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1921	25500	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1349	17901	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	81643	2145100	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	46	1200	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	251	6595	SH	DEFINE
LAN AIRLINES S A	SPONSORED ADR	501723100	29062	1570068	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	12342	231300	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	21	400	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	299	14551	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	4466	217100	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	82	4000	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	2589	46448	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	1499	61745	SH	DEFINE
LAZARD LTD	SHS A	G54050102	55236	2068000	SH	DEFINE
LAZARD LTD	SHS A	G54050102	7043	263671	SH	DEFINE
LAZARD LTD	SHS A	G54050102	202	7557	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	21127	5255380	SH	DEFINE
LECG CORP	COM	523234102	2708	1041508	SH	DEFINE
LEGG MASON INC	COM	524901105	4405	157170	SH	DEFINE
LEGG MASON INC	COM	524901105	147	5230	SH	DEFINE
LEGG MASON INC	COM	524901105	3150	112380	SH	DEFINE
LEGG MASON INC	COM	524901105	37246	1328790	SH	DEFINE
LEGG MASON INC	COM	524901105	15346	547485	SH	DEFINE
LEGG MASON INC	COM	524901105	1044	37239	SH	DEFINE
LEGG MASON INC	COM	524901105	1204	42950	SH	DEFINE
LEGG MASON INC	COM	524901105	706	25200	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	39254	1956834	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	361	18000	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	44	2200	SH	DEFINE
LENDER PROCESSING SVCS INC	COM	52602E102	939	30000	SH	DEFINE
LENDER PROCESSING SVCS INC	COM	52602E102	32	1014	SH	DEFINE
LENNAR CORP	CL A	526057104	6677	480000	SH	DEFINE
LENNAR CORP	CL B	526057302	544	48000	SH	DEFINE
LEUCADIA NATL CORP	COM	527288104	469	24035	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	27288AX2	3789	3600000	PRN	DEFINE
LEXMARK INTL NEW	CL A	529771107	292	8850	SH	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	1042	40083	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	30715AN1	3552	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	30715AR2	5950	10000000	PRN	DEFINE
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	126	12017	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	3092	107175	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	55	1900	SH	OTHER
LIBERTY PPTY TR	SH BEN INT	531172104	455	15785	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	6764	234440	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	110	3800	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	27610	584320	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	962	20367	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	506	16100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	0	12	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	1086	34580	SH	DEFINE
LIFEPOINT HOSPITALS INC	NOTE 3.500% 5/15	3219LAH2	49737	53441000	PRN	DEFINE
LIHIR GOLD LTD	SPONSORED ADR	532349107	11378	316130	SH	DEFINE
LIHIR GOLD LTD	SPONSORED ADR	532349107	11	300	SH	DEFINE
LILLY ELI & CO	COM	532457108	13400	400000	SH	DEFINE

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

LILLY ELI & CO	COM	532457108	4359	130130	SH	DEFINE
LILLY ELI & CO	COM	532457108	651705	19453884	SH	DEFINE
LILLY ELI & CO	COM	532457108	884	26385	SH	DEFINE
LILLY ELI & CO	COM	532457108	7	200	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	36126	1636900	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	90	4067	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	40402	792350	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	4199	172851	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB	536020100	595	22400	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	7807	1708278	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	5176	741600	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	952	136400	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	3274	469100	SH	DEFINE
LIVE NATION ENTERTAINMENT IN	COM	538034109	925	88491	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	4	1000	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	632	149750	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	11095	2629179	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	162	38380	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	37250	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	4722	63382	SH	DEFINE
LOEWS CORP	COM	540424108	3598	108030	SH	DEFINE
LOEWS CORP	COM	540424108	731	21950	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	2012	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	1	101	SH	DEFINE
LOGMEIN INC	COM	54142L109	2531	96500	SH	DEFINE
LOGMEIN INC	COM	54142L109	792	30200	SH	DEFINE
LOGMEIN INC	COM	54142L109	1440	54900	SH	DEFINE
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	909	28060	SH	DEFINE
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	794	24500	SH	DEFINE
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	192	5925	SH	DEFINE
LORILLARD INC	COM	544147101	220	3050	SH	DEFINE
LORILLARD INC	COM	544147101	479656	6663737	SH	DEFINE
LOWES COS INC	COM	548661107	3459	169402	SH	DEFINE
LSI CORPORATION	COM	502161102	2	426	SH	DEFINE
LSI CORPORATION	COM	502161102	242653	52750700	SH	DEFINE
LUBRIZOL CORP	COM	549271104	213	2650	SH	DEFINE
LUBRIZOL CORP	COM	549271104	991	12335	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	693	18610	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	741	30750	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	472	19600	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	949	39400	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	313	13000	SH	DEFINE
LYDALL INC DEL	COM	550819106	2972	389000	SH	DEFINE
M & T BK CORP	COM	55261F104	503	5925	SH	DEFINE
M D C HLDGS INC	COM	552676108	43253	1604950	SH	DEFINE
M/I HOMES INC	COM	55305B101	15376	1595050	SH	DEFINE
MACERICH CO	COM	554382101	444	11893	SH	DEFINE
MACERICH CO	COM	554382101	6979	186993	SH	DEFINE
MACERICH CO	COM	554382101	122	3273	SH	DEFINE
MACYS INC	COM	55616P104	218	12152	SH	DEFINE
MACYS INC	COM	55616P104	1781	99500	SH	DEFINE
MAG SILVER CORP	COM	55903Q104	9926	1608400	SH	DEFINE
MAGNA INTL INC	CL A	559222401	9637	146300	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	1517	230850	SH	DEFINE
MANPOWER INC	COM	56418H100	814	18860	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	11358	779000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	46	3200	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	262	17952	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	80107	5525964	SH	DEFINE
MAP PHARMACEUTICALS INC	COM	56509R108	5910	450455	SH	DEFINE
MAP PHARMACEUTICALS INC	COM	56509R108	256	19500	SH	DEFINE
MAP PHARMACEUTICALS INC	COM	56509R108	893	68100	SH	DEFINE

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

MARATHON OIL CORP	COM	565849106	36334	1168660	SH	DEFINE
MARATHON OIL CORP	COM	565849106	1055	33941	SH	DEFINE
MARATHON OIL CORP	COM	565849106	301878	9709807	SH	DEFINE
MARATHON OIL CORP	COM	565849106	33	1060	SH	DEFINE
MARATHON OIL CORP	COM	565849106	179	5750	SH	DEFINE
MARATHON OIL CORP	COM	565849106	81	2600	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	3651	169985	SH	DEFINE
MARKEL CORP	COM	570535104	8152	23976	SH	DEFINE
MARKEL CORP	COM	570535104	1258	3700	SH	DEFINE
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	826	15900	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	42548	1421100	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	64	2143	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	17	570	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	187	6230	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	123	4100	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	247	8241	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	15553	689700	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1287	57075	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	14982	664331	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	9432	418256	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2234	99059	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1144	50750	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	4526	200720	SH	DEFINE
MARSHALL & ILSLEY CORP NEW	COM	571837103	176	24514	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	6404	308200	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	488	23500	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	1710	82300	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	7633	90000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	856	10091	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	192	12200	SH	DEFINE
MASCO CORP	COM	574599106	1475	137100	SH	DEFINE
MASCO CORP	COM	574599106	30	2800	SH	DEFINE
MASIMO CORP	COM	574795100	1869	78500	SH	DEFINE
MASIMO CORP	COM	574795100	352	14800	SH	DEFINE
MASIMO CORP	COM	574795100	1219	51200	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	199481	999750	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	6658	33369	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	1217	6100	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	36	180	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	329	1650	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	180	900	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	389	1948	SH	DEFINE
MATTEL INC	COM	577081102	507	23974	SH	DEFINE
MATTEL INC	COM	577081102	264375	12494107	SH	DEFINE
MATTEL INC	COM	577081102	2686	126944	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	61734	3690010	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	1103	65950	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	150504	8996042	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	145500	3832982	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	566	14909	SH	DEFINE
MCDONALDS CORP	COM	580135101	2885	43800	SH	DEFINE
MCDONALDS CORP	COM	580135101	32055	486641	SH	DEFINE
MCDONALDS CORP	COM	580135101	13488	204761	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	10275	365150	SH	DEFINE
MCKESSON CORP	COM	58155Q103	6716	100000	SH	DEFINE
MCKESSON CORP	COM	58155Q103	239	3561	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	34573	689800	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	14424	287789	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	251	5000	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	27655	1245700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	40	1800	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	173417	7811567	SH	DEFINE

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

MECHEL OAO	SPONSORED ADR	583840103	6950	383105	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	5314	96480	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	21049	382161	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	44	800	SH	OTHER
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2754	50000	SH	DEFINE
MEDICINES CO	COM	584688105	4263	560200	SH	DEFINE
MEDTRONIC INC	COM	585055106	12241	337500	SH	DEFINE
MEDTRONIC INC	COM	585055106	24853	685225	SH	DEFINE
MEDTRONIC INC	COM	585055106	6780	186935	SH	DEFINE
MEDTRONIC INC	COM	585055106	13373	368720	SH	DEFINE
MEDTRONIC INC	COM	585055106	1636	45100	SH	DEFINE
MEDTRONIC INC	COM	585055106	10126	279195	SH	DEFINE
MEDTRONIC INC	COM	585055106	3707	102207	SH	DEFINE
MEDTRONIC INC	COM	585055106	881	24279	SH	DEFINE
MEDTRONIC INC	COM	585055106	180262	4969990	SH	DEFINE
MEDTRONIC INC	COM	585055106	16202	446700	SH	DEFINE
MEDTRONIC INC	NOTE	1.500% 4/1585055AL0	999	1000000	PRN	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	220	22270	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	2206	223300	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	42939	2338700	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	6569	125000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	4305	81931	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	2102	40000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	357	6800	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	18776	357300	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	646	12300	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1503	28600	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	3148	186046	SH	DEFINE
MERCER INTL INC	COM	588056101	828	208000	SH	DEFINE
MERCER INTL INC	NOTE	8.500% 1/1588056AK7	9342	7091000	PRN	DEFINE
MERCK & CO INC NEW	COM	58933Y105	5496	157165	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1212797	34681075	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	87927	2514355	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	126	3600	SH	OTHER
MERCK & CO INC NEW	COM	58933Y105	951	27200	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	22298	637635	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	4830	138117	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	42996	1229419	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	111741	3195337	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	4487	128320	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	4837	138330	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	528312	15107588	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	42347	1210964	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	200	5705	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	19407	468309	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	95	2300	SH	DEFINE
METHANEX CORP	COM	59151K108	187	9500	SH	DEFINE
METHANEX CORP	COM	59151K108	59763	3018165	SH	DEFINE
METHODE ELECTRS INC	COM	591520200	1715	176107	SH	DEFINE
METLIFE INC	COM	59156R108	24363	645200	SH	DEFINE
METLIFE INC	COM	59156R108	426	11293	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	45634	408800	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	62737	562008	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	4517	40467	SH	DEFINE
MF GLOBAL HLDGS LTD	COM	55277J108	40559	7103210	SH	DEFINE
MI DEVS INC	CL A SUB VTG	55304X104	20035	1649600	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	63475	2288200	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	18991	684605	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	210	7575	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	1906	68711	SH	DEFINE
MICRON TECHNOLOGY INC	COM	595112103	58	6800	SH	DEFINE
MICRON TECHNOLOGY INC	COM	595112103	909	107120	SH	DEFINE

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

MICRON TECHNOLOGY INC	NOTE	1.875%	6/0595112AH6	17675	20000000	PRN	DEFINE
MICROSEMI CORP	COM		595137100	2430	166089	SH	DEFINE
MICROSOFT CORP	COM		594918104	4724	205300	SH	DEFINE
MICROSOFT CORP	COM		594918104	61344	2665960	SH	DEFINE
MICROSOFT CORP	COM		594918104	58211	2529795	SH	DEFINE
MICROSOFT CORP	COM		594918104	58	2500	SH	OTHER
MICROSOFT CORP	COM		594918104	822502	35745422	SH	DEFINE
MICROSOFT CORP	COM		594918104	32428	1409320	SH	DEFINE
MICROSOFT CORP	COM		594918104	6853	297846	SH	DEFINE
MICROSOFT CORP	COM		594918104	58702	2551050	SH	DEFINE
MICROSOFT CORP	COM		594918104	517	22460	SH	DEFINE
MICROSOFT CORP	COM		594918104	120692	5245191	SH	DEFINE
MICROSOFT CORP	COM		594918104	4903	213089	SH	DEFINE
MICROSOFT CORP	COM		594918104	8491	369000	SH	DEFINE
MICROSOFT CORP	COM		594918104	902399	39217704	SH	DEFINE
MICROSOFT CORP	COM		594918104	55788	2424530	SH	DEFINE
MICROSOFT CORP	COM		594918104	259	11270	SH	DEFINE
MILLER INDS INC TENN	COM NEW		600551204	4869	361500	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW		L6388F110	28	340	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW		L6388F110	10546	130080	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW		L6388F110	1156	14265	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW		L6388F110	3565	43980	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW		L6388F110	2902	35800	SH	DEFINE
MILLIPORE CORP	COM		601073109	700	6564	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR		602675100	2	50	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR		602675100	3408	108480	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM		602720104	37896	1529300	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM		603158106	2079	43734	SH	DEFINE
MIRANT CORP NEW	COM		60467R100	1	70	SH	DEFINE
MIRANT CORP NEW	COM		60467R100	7585	718250	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR		606822104	1	224	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR		606822104	2589	567781	SH	DEFINE
MITSUBISHI UFJ FINL GROUP IN	SPONSORED ADR		606822104	2716	595590	SH	DEFINE
MOBILE MINI INC	COM		60740F105	5874	360800	SH	DEFINE
MOBILE MINI INC	COM		60740F105	931	57200	SH	DEFINE
MOBILE MINI INC	COM		60740F105	3284	201700	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR		607409109	304	15875	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR		607409109	79593	4154125	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR		607409109	5482	286100	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR		607409109	17326	904300	SH	DEFINE
MOLEX INC	COM		608554101	1304	71483	SH	DEFINE
MOLEX INC	CL A		608554200	2056	133100	SH	DEFINE
MONSANTO CO NEW	COM		61166W101	9796	211935	SH	DEFINE
MONSTER WORLDWIDE INC	COM		611742107	7499	643652	SH	DEFINE
MONSTER WORLDWIDE INC	COM		611742107	17	1420	SH	DEFINE
MONSTER WORLDWIDE INC	COM		611742107	173	14880	SH	DEFINE
MONSTER WORLDWIDE INC	COM		611742107	206	17700	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS		G62185106	40292	2698750	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS		G62185106	39	2600	SH	DEFINE
MORGAN STANLEY	COM NEW		617446448	1172	50500	SH	DEFINE
MORGAN STANLEY	COM NEW		617446448	5279	227456	SH	DEFINE
MORGAN STANLEY	COM NEW		617446448	559702	24114685	SH	DEFINE
MORGAN STANLEY	COM NEW		617446448	1271	54750	SH	DEFINE
MORGAN STANLEY	COM NEW		617446448	940	40510	SH	DEFINE
MORGAN STANLEY	COM NEW		617446448	1696	73080	SH	DEFINE
MORGAN STANLEY	COM NEW		617446448	978	42150	SH	DEFINE
MORGAN STANLEY	COM NEW		617446448	257	11075	SH	DEFINE
MORGAN STANLEY INDIA INVS FD	COM		61745C105	386	17400	SH	DEFINE
MOSAIC CO	COM		61945A107	5187	133080	SH	DEFINE
MOSAIC CO	COM		61945A107	1837	47120	SH	DEFINE
MOSAIC CO	COM		61945A107	686	17600	SH	DEFINE
MOTOROLA INC	COM		620076109	935	143455	SH	DEFINE

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

MOTOROLA INC	COM	620076109	184136	28241763	SH	DEFINE
MSCI INC	CL A	55354G100	6930	252920	SH	DEFINE
MUELLER INDS INC	COM	624756102	65846	2676650	SH	DEFINE
MUELLER INDS INC	COM	624756102	246	10000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	8617	173900	SH	DEFINE
MURPHY OIL CORP	COM	626717102	437	8815	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	2568	51100	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	462	9200	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	1392	27700	SH	DEFINE
MYLAN INC	COM	628530107	2229	130825	SH	DEFINE
MYLAN INC	COM	628530107	957	56165	SH	DEFINE
MYLAN INC	PFD CONV	628530206	3	3	SH	DEFINE
MYLAN INC	PFD CONV	628530206	9103	8576	SH	DEFINE
MYLAN INC	NOTE 3.750% 9/1	628530AJ6	15113	10500000	PRN	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	6909	392120	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	935	53040	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	263	14800	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	397	22341	SH	SOLE
NASH FINCH CO	COM	631158102	205	6000	SH	DEFINE
NATIONAL CITY CORP	NOTE 4.000% 2/0	635405AW3	1924	1900000	PRN	DEFINE
NATIONAL FUEL GAS CO N J	COM	636180101	303	6600	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	33	890	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	2227	60475	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	42930	1350850	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	1226	38575	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	3051	96000	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	1606	50541	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	25947	784620	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	7478	226125	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	1124	34000	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	1024	30960	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	16373	495112	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	528	24620	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	8186	381800	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	131	6100	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	26427	173000	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	984	27496	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	586	16370	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	8259	230894	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	136	3800	SH	DEFINE
NAVIGATORS GROUP INC	COM	638904102	694	16883	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	8833	179540	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	9136	185700	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	12767	259500	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	390	7920	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	3478	70700	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	4033	81970	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	17	355	SH	DEFINE
NETAPP INC	COM	64110D104	104993	2814080	SH	DEFINE
NETAPP INC	COM	64110D104	10441	279853	SH	DEFINE
NETAPP INC	COM	64110D104	46	1240	SH	DEFINE
NETAPP INC	COM	64110D104	462	12370	SH	DEFINE
NETAPP INC	COM	64110D104	243	6500	SH	DEFINE
NETAPP INC	COM	64110D104	326	8734	SH	DEFINE
NETAPP INC	NOTE 1.750% 6/0	64110DAB0	19350	15000000	PRN	DEFINE
NETEASE COM INC	SPONSORED ADR	64110W102	13	400	SH	DEFINE
NETEASE COM INC	SPONSORED ADR	64110W102	263	8300	SH	DEFINE
NETEZZA CORP	COM	64111N101	14728	1076610	SH	DEFINE
NETEZZA CORP	COM	64111N101	637	46600	SH	DEFINE
NETEZZA CORP	COM	64111N101	2246	164200	SH	DEFINE
NETFLIX INC	COM	64110L106	5433	50000	SH	DEFINE
NETFLIX INC	COM	64110L106	3	30	SH	DEFINE

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

NETLOGIC MICROSYSTEMS INC	COM	64118B100	44265	1627380	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	879	32300	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	3128	115000	SH	DEFINE
NEVSUN RES LTD	COM	64156L101	66034	19000000	SH	DEFINE
NEVSUN RES LTD	COM	64156L101	35816	10305300	SH	DEFINE
NEW GOLD INC CDA	COM	644535106	10576	1703300	SH	DEFINE
NEW JERSEY RES	COM	646025106	210	5975	SH	DEFINE
NEW ORIENTAL ED & TECH GRP I	SPON ADR	647581107	9325	100065	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	30779	3558291	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	203	13860	SH	DEFINE
NEWLEAD HOLDINGS LTD	SHS	G64626107	282	414720	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	177256	2871014	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1667	27006	SH	DEFINE
NEWMONT MINING CORP	NOTE	3.000% 2/1651639AK2	10669	7500000	PRN	DEFINE
NEWS CORP	CL A	65248E104	1500	125394	SH	DEFINE
NEWS CORP	CL A	65248E104	436279	36478166	SH	DEFINE
NEWS CORP	CL A	65248E104	18984	1587306	SH	DEFINE
NEWS CORP	CL A	65248E104	30651	2562780	SH	DEFINE
NEWS CORP	CL A	65248E104	373	31220	SH	DEFINE
NEWS CORP	CL A	65248E104	59324	4960231	SH	DEFINE
NEWS CORP	CL A	65248E104	1384	115688	SH	DEFINE
NEWS CORP	CL A	65248E104	506	42320	SH	DEFINE
NEWS CORP	CL A	65248E104	589810	49315251	SH	DEFINE
NEWS CORP	CL A	65248E104	34873	2915808	SH	DEFINE
NEWS CORP	CL A	65248E104	138	11542	SH	DEFINE
NEWS CORP	CL B	65248E203	391	28230	SH	DEFINE
NEWS CORP	CL B	65248E203	3659	264211	SH	DEFINE
NEWS CORP	CL B	65248E203	1152	83176	SH	DEFINE
NEXEN INC	COM	65334H102	3672	186496	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	527742	10823250	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	17075	350179	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	59017	1814760	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	62	1900	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	242	7440	SH	DEFINE
NIKE INC	CL B	654106103	3202	47400	SH	DEFINE
NIKE INC	CL B	654106103	69960	1035675	SH	DEFINE
NIKE INC	CL B	654106103	55110	815847	SH	DEFINE
NIKE INC	CL B	654106103	1317	19500	SH	DEFINE
NIKE INC	CL B	654106103	1996	29550	SH	DEFINE
NIKE INC	CL B	654106103	387	5726	SH	DEFINE
NIKE INC	CL B	654106103	919	13600	SH	DEFINE
NISOURCE INC	COM	65473P105	64815	4470000	SH	DEFINE
NISOURCE INC	COM	65473P105	54	3700	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	13391	433220	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	3817	123499	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	880	28465	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	26718	442870	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	118	1963	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	84264	1396720	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	3013	369665	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	7	800	SH	OTHER
NOKIA CORP	SPONSORED ADR	654902204	17	2100	SH	DEFINE
NORDSON CORP	COM	655663102	64089	1142805	SH	DEFINE
NORDSTROM INC	COM	655664100	3657	113600	SH	DEFINE
NORDSTROM INC	COM	655664100	3271	101607	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	40413	761800	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	6752	127273	SH	DEFINE
NORTHEAST UTILS	COM	664397106	39229	1539600	SH	DEFINE
NORTHEAST UTILS	COM	664397106	22932	900000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	59	2300	SH	DEFINE
NORTHERN OIL & GAS INC NEV	COM	665531109	4125	321260	SH	DEFINE
NORTHERN OIL & GAS INC NEV	COM	665531109	1	100	SH	DEFINE

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

NORTHERN TR CORP	COM	665859104	1252	26800	SH	DEFINE
NORTHERN TR CORP	COM	665859104	61775	1322800	SH	DEFINE
NORTHERN TR CORP	COM	665859104	3197	68459	SH	DEFINE
NORTHERN TR CORP	COM	665859104	14	300	SH	OTHER
NORTHERN TR CORP	COM	665859104	60	1280	SH	DEFINE
NORTHERN TR CORP	COM	665859104	581	12450	SH	DEFINE
NORTHERN TR CORP	COM	665859104	411	8800	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	54440	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	5184	95224	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	2900	252800	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	509	44400	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	1769	154200	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	3525	185500	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	2991	61907	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	2109	43640	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	14962	309649	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	5965	123450	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	1580	19500	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	5333	65827	SH	DEFINE
NPS PHARMACEUTICALS INC	COM	62936P103	1122	174200	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	41	1923	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	370075	17448124	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	122735	8209663	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	33864	2265162	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	60	4000	SH	OTHER
NUANCE COMMUNICATIONS INC	COM	67020Y100	3257	217850	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1453	97200	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	292	19533	SH	DEFINE
NUANCE COMMUNICATIONS INC	DBCV 2.750% 8/1	67020YAB6	2615	2490000	PRN	DEFINE
NUCOR CORP	COM	670346105	90726	2370069	SH	DEFINE
NUCOR CORP	COM	670346105	20556	537000	SH	DEFINE
NUCOR CORP	COM	670346105	15246	398287	SH	DEFINE
NUCOR CORP	COM	670346105	11	300	SH	OTHER
NUCOR CORP	COM	670346105	69	1800	SH	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	544	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	124222	10518400	SH	DEFINE
NV ENERGY INC	COM	67073Y106	67081	5680000	SH	DEFINE
NV ENERGY INC	COM	67073Y106	1	120	SH	DEFINE
NYSE EURONEXT	COM	629491101	611	22130	SH	DEFINE
NYSE EURONEXT	COM	629491101	1011	36597	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	3371	43700	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	60518	784420	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	6300	81653	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	5761	128300	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	434	107500	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	444	109800	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	69	5300	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	5571	426560	SH	DEFINE
OIL STS INTL INC	COM	678026105	45331	1145300	SH	DEFINE
OIL STS INTL INC	COM	678026105	8071	203910	SH	DEFINE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	31	325	SH	DEFINE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	397	4200	SH	DEFINE
OLD REP INTL CORP	COM	680223104	228469	18835062	SH	DEFINE
OLD REP INTL CORP	COM	680223104	155090	12785649	SH	DEFINE
OLD REP INTL CORP	COM	680223104	6458	532370	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	5303	1322400	SH	DEFINE
OMNICARE INC	COM	681904108	2561	108042	SH	DEFINE
OMNICARE INC	COM	681904108	7048	297385	SH	DEFINE
OMNICARE INC	COM	681904108	33167	1399441	SH	DEFINE
OMNICARE INC	COM	681904108	623	26280	SH	DEFINE
OMNICARE INC	DBCV 3.250%12/1	681904AL2	2352	2825000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	3241	94490	SH	DEFINE

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

ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	595	9250	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	25452	1178850	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	2236	103550	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	2287	105920	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	952	44100	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	2107	97575	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	5046	233700	SH	DEFINE
ONYX PHARMACEUTICALS INC	NOTE 4.000% 8/1	683399AB5	13969	15000000	PRN	DEFINE
OPEN TEXT CORP	COM	683715106	14713	391930	SH	DEFINE
OPEN TEXT CORP	COM	683715106	14898	396500	SH	DEFINE
OPENTABLE INC	COM	68372A104	800	19300	SH	DEFINE
OPENTABLE INC	COM	68372A104	137	3300	SH	DEFINE
OPENTABLE INC	COM	68372A104	464	11200	SH	DEFINE
OPKO HEALTH INC	COM	68375N103	90	40000	SH	DEFINE
ORACLE CORP	COM	68389X105	78638	3664420	SH	DEFINE
ORACLE CORP	COM	68389X105	19927	928563	SH	DEFINE
ORACLE CORP	COM	68389X105	2574	119960	SH	DEFINE
ORACLE CORP	COM	68389X105	21830	1017220	SH	DEFINE
ORACLE CORP	COM	68389X105	5515	256988	SH	DEFINE
ORACLE CORP	COM	68389X105	9316	434129	SH	DEFINE
ORACLE CORP	COM	68389X105	564	26300	SH	DEFINE
ORACLE CORP	COM	68389X105	62241	2900329	SH	DEFINE
ORACLE CORP	COM	68389X105	1973	91924	SH	DEFINE
ORACLE CORP	COM	68389X105	5569	259510	SH	DEFINE
ORACLE CORP	COM	68389X105	969399	45172373	SH	DEFINE
ORACLE CORP	COM	68389X105	46765	2179159	SH	DEFINE
ORACLE CORP	COM	68389X105	135	6305	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	1282	305210	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	54960	1483800	SH	DEFINE
OWENS CORNING NEW	COM	690742101	176566	5903256	SH	DEFINE
OWENS ILL INC	COM NEW	690768403	5	185	SH	DEFINE
OWENS ILL INC	COM NEW	690768403	935	35345	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	196	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	6914	460000	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	5169	739510	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	2141	97240	SH	DEFINE
PALL CORP	COM	696429307	17185	500000	SH	DEFINE
PALL CORP	COM	696429307	661	19235	SH	DEFINE
PANASONIC CORP	ADR	69832A205	12	970	SH	DEFINE
PANASONIC CORP	ADR	69832A205	206	16575	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	1762	23400	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	484	6425	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	1250	16600	SH	DEFINE
PAR PHARMACEUTICAL COS INC	COM	69888P106	1834	70657	SH	DEFINE
PARAGON SHIPPING INC	CL A	69913R309	309	86350	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM NEW	699173209	157	10000	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	5253	242300	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	937	43200	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	3276	151100	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	2218	40000	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	1111	20030	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	238	3400	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	235385	3355934	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	10108	144110	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	3153	44954	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	4737	67543	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	775	11048	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	1100	15680	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	74725	1065370	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	62903	896821	SH	DEFINE
PATTERSON COMPANIES INC	COM	703395103	357	12500	SH	DEFINE
PATTERSON UTI ENERGY INC	COM	703481101	5174	402040	SH	DEFINE

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

PATTERSON UTI ENERGY INC	COM	703481101	2	184	SH	DEFINE
PAYCHEX INC	COM	704326107	44702	1721300	SH	DEFINE
PAYCHEX INC	COM	704326107	13163	506846	SH	DEFINE
PAYCHEX INC	COM	704326107	1101	42397	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	12878	329100	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	63319	1618180	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	14556	371980	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	556	14200	SH	DEFINE
PEABODY ENERGY CORP	SDCV 4.750%12/1	704549AG9	2181	2225000	PRN	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	25	1900	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	8411	639649	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	35158	895280	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	829	21100	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	2816	71700	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	872	41700	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	63	3000	SH	OTHER
PENNEY J C INC	COM	708160106	45759	2130300	SH	DEFINE
PENNEY J C INC	COM	708160106	534	24880	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	1209	366500	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	106	32200	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	394	119300	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	10877	750171	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	17	1200	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	20543	1521700	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	253	18725	SH	DEFINE
PEPSICO INC	COM	713448108	12190	200000	SH	DEFINE
PEPSICO INC	COM	713448108	186338	3057220	SH	DEFINE
PEPSICO INC	COM	713448108	84242	1382157	SH	DEFINE
PEPSICO INC	COM	713448108	177	2900	SH	OTHER
PEPSICO INC	COM	713448108	1018	16700	SH	DEFINE
PEPSICO INC	COM	713448108	180442	2960498	SH	DEFINE
PEPSICO INC	COM	713448108	13	220	SH	DEFINE
PEPSICO INC	COM	713448108	2745	45045	SH	DEFINE
PEPSICO INC	COM	713448108	134	2200	SH	DEFINE
PEPSICO INC	COM	713448108	318	5218	SH	DEFINE
PERRIGO CO	COM	714290103	10543	178477	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	8852	80675	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	108606	6399857	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	6329	372967	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	33	1940	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	285	16800	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	197	11615	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	177	10408	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	9388	315050	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	122	4080	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	16675	559561	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	3018	101270	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	59506	1996856	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	37567	1260627	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	14031	470836	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	837083	28090032	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	92691	3110421	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	152311	5111124	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	7482	218000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	12607	367333	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	604	17600	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2	55	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	39828	1160484	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	6411	186800	SH	DEFINE
PETSMART INC	COM	716768106	1854	61460	SH	DEFINE
PFIZER INC	COM	717081103	82352	5775050	SH	DEFINE
PFIZER INC	COM	717081103	441191	30939080	SH	DEFINE

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

PFIZER INC	COM	717081103	29389	2060922	SH	DEFINE
PFIZER INC	COM	717081103	472849	33159115	SH	DEFINE
PFIZER INC	COM	717081103	17382	1218959	SH	DEFINE
PFIZER INC	COM	717081103	5166	362240	SH	DEFINE
PFIZER INC	COM	717081103	49761	3489624	SH	DEFINE
PFIZER INC	COM	717081103	510	35770	SH	DEFINE
PFIZER INC	COM	717081103	86725	6081664	SH	DEFINE
PFIZER INC	COM	717081103	2832	198608	SH	DEFINE
PFIZER INC	COM	717081103	5985	419700	SH	DEFINE
PFIZER INC	COM	717081103	663324	46516426	SH	DEFINE
PFIZER INC	COM	717081103	44545	3123778	SH	DEFINE
PFIZER INC	COM	717081103	151	10611	SH	DEFINE
PG&E CORP	COM	69331C108	700941	17054520	SH	DEFINE
PG&E CORP	COM	69331C108	315	7658	SH	DEFINE
PG&E CORP	COM	69331C108	926	22532	SH	DEFINE
PG&E CORP	COM	69331C108	1964	47790	SH	DEFINE
PG&E CORP	COM	69331C108	24662	600042	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	51778	2037700	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	59980	2360480	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	353	13900	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	4272	168141	SH	DEFINE
PHARMASSET INC	COM	71715N106	5033	184097	SH	DEFINE
PHI INC	COM VTG	69336T106	1431	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	12667	898999	SH	DEFINE
PHI INC	COM NON VTG	69336T205	1130	80200	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	8821	192430	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	9969	217472	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	305643	6667605	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	22	490	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	8767	191250	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	147	3200	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	2	35	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	1549	30395	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	3807	74691	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	18014	2810300	SH	DEFINE
PIMCO CORPORATE OPP FD	COM	72201B101	293	17000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	252884	6955000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	76	2100	SH	DEFINE
PITNEY BOWES INC	COM	724479100	14330	652560	SH	DEFINE
PITNEY BOWES INC	COM	724479100	675	30750	SH	DEFINE
PITNEY BOWES INC	COM	724479100	14	620	SH	DEFINE
PITNEY BOWES INC	COM	724479100	133	6040	SH	DEFINE
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	8519	5010600	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	2	50	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	7048	204112	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	8179	1087649	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	318	42350	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	17	2310	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	127	16900	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	96	12800	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	10224	9500000	PRN	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	956	16927	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	2842	50296	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	296792	5252953	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	48	846	SH	DEFINE
PNM RES INC	COM	69349H107	57778	5168000	SH	DEFINE
PNM RES INC	COM	69349H107	36894	3300000	SH	DEFINE
PNM RES INC	COM	69349H107	92	8250	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	77453	1061580	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	8525	116838	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	2648	36300	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	281	3850	SH	DEFINE

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

POLYCOM INC	COM	73172K104	79624	2672813	SH	DEFINE
POLYCOM INC	COM	73172K104	12589	422595	SH	DEFINE
POLYCOM INC	COM	73172K104	1138	38200	SH	DEFINE
POLYCOM INC	COM	73172K104	27	910	SH	DEFINE
POLYCOM INC	COM	73172K104	212	7110	SH	DEFINE
POLYCOM INC	COM	73172K104	3116	104600	SH	DEFINE
POLYCOM INC	COM	73172K104	66	2200	SH	DEFINE
POLYCOM INC	COM	73172K104	1704	57192	SH	DEFINE
POPE RES DEL LTD PARTNERSHIP	DEPOSITRY RCPT	732857107	262	10221	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	64155	3500000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	2312	233103	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	71	7162	SH	DEFINE
POSCO	SPONSORED ADR	693483109	9	100	SH	DEFINE
POSCO	SPONSORED ADR	693483109	9	99	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2081	22061	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	854	9905	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	2928	34000	SH	DEFINE
POWELL INDS INC	COM	739128106	13516	494369	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	13857	430400	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	831	25800	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	3023	93900	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	3488	108333	SH	DEFINE
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	628	29875	SH	DEFINE
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	208	9300	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1315	30784	SH	DEFINE
POWERWAVE TECHNOLOGIES INC	NOTE 3.875%10/07	739363AF6	2779	3900000	PRN	DEFINE
PPG INDS INC	COM	693506107	759	12569	SH	DEFINE
PPL CORP	COM	69351T106	272629	10927000	SH	DEFINE
PPL CORP	COM	69351T106	279	11200	SH	DEFINE
PRAXAIR INC	COM	74005P104	207131	2725761	SH	DEFINE
PRAXAIR INC	COM	74005P104	91013	1197690	SH	DEFINE
PRAXAIR INC	COM	74005P104	35811	471265	SH	DEFINE
PRAXAIR INC	COM	74005P104	5023	66100	SH	DEFINE
PRAXAIR INC	COM	74005P104	836	11000	SH	DEFINE
PRAXAIR INC	COM	74005P104	11262	148201	SH	DEFINE
PRAXAIR INC	COM	74005P104	641	8440	SH	DEFINE
PRAXAIR INC	COM	74005P104	798	10500	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	199422	1937630	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	11236	109170	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	844	8200	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	20	190	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	150	1460	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	93	900	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	361	3503	SH	DEFINE
PRECISION DRILLING CORP	COM 2010	74022D308	4527	682600	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	3731	410000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	76440	1722005	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	5015	112986	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	236	5311	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	76317	432290	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	48	274	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	144	816	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	7828	350400	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	153	6850	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	198732	8895814	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	208062	3468860	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	81512	1358985	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	111260	1854959	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	19753	329330	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	34	560	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	24737	412420	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	39867	664672	SH	DEFINE

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

PROCTER & GAMBLE CO	COM	742718109	2131	35530	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	6008	100160	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	102509	1709050	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	26182	436510	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	62	1040	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	517060	13183570	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	2325	59270	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	490	26180	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	26230	1401200	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	11526	615704	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	21249	1135096	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1524	81393	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	2261	120790	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	321547	17176680	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	25597	1367378	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	126	6740	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	3832	378295	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	544	53723	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	8243	813690	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	132	13000	SH	DEFINE
PROSHARES TR	PSHS ULTSH 20YRS	74347R297	616	17372	PRN	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	90249	4219193	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	11	500	SH	DEFINE
PROTEIN DESIGN LABS INC	NOTE 2.750% 8/1	74369LAD5	13749	12790000	PRN	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	2494	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	58436	1089000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	398	7422	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	3349	62405	SH	DEFINE
PSS WORLD MED INC	COM	69366A100	2869	135644	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	651	19900	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	497	15200	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	1603	49000	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	288	3275	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	1616	18384	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	24507	278770	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	404	4600	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	672614	21468690	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	5550	177137	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	42	1330	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	100	3200	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	185	5900	SH	DEFINE
PULTE GROUP INC	COM	745867101	19499	2355000	SH	DEFINE
QIAGEN N V	ORD	N72482107	10642	553502	SH	DEFINE
QIAGEN N V	ORD	N72482107	6175	320780	SH	DEFINE
QIAGEN N V	ORD	N72482107	5189	270000	SH	DEFINE
QIAGEN N V	ORD	N72482107	903	47000	SH	DEFINE
QIAGEN N V	ORD	N72482107	33229	1708934	SH	DEFINE
QIAGEN N V	ORD	N72482107	166	8500	SH	DEFINE
QIAGEN N V	ORD	N72482107	824	42100	SH	DEFINE
QIAGEN N V	ORD	N72482107	2523	130000	SH	DEFINE
QUALCOMM INC	COM	747525103	125684	3827135	SH	DEFINE
QUALCOMM INC	COM	747525103	43972	1338989	SH	DEFINE
QUALCOMM INC	COM	747525103	6384	194400	SH	DEFINE
QUALCOMM INC	COM	747525103	58	1770	SH	DEFINE
QUALCOMM INC	COM	747525103	952	29000	SH	DEFINE
QUALCOMM INC	COM	747525103	550	16760	SH	DEFINE
QUALCOMM INC	COM	747525103	10617	323300	SH	DEFINE
QUALCOMM INC	COM	747525103	374	11400	SH	DEFINE
QUALCOMM INC	COM	747525103	1000	30439	SH	DEFINE
QUALCOMM INC	COM	747525103	1232	37500	SH	DEFINE
QUALITY SYS INC	COM	747582104	1861	32100	SH	DEFINE
QUALITY SYS INC	COM	747582104	400	6900	SH	DEFINE

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

QUALITY SYS INC	COM	747582104	1380	23800	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	0	16	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	5685	275283	SH	DEFINE
QUEST CAPITAL CORP	COM	74835U109	2818	2000000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	24885	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	5279	106059	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	36979	743000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	432	8680	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	36744	738276	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2097	42134	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	1964	39470	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	192203	3861825	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	35149	706235	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	87	1750	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	5314	294580	SH	DEFINE
QUESTAR CORP	COM	748356102	2357	51815	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	3526	345300	SH	DEFINE
QUINSTREET INC	COM	74874Q100	2255	195900	SH	DEFINE
QUINSTREET INC	COM	74874Q100	413	35900	SH	DEFINE
QUINSTREET INC	COM	74874Q100	1447	125700	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	219141	2312830	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	9	100	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	172	1820	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	76	800	SH	DEFINE
RANGE RES CORP	COM	75281A109	7698	191730	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	29034	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	3382	69898	SH	DEFINE
RC2 CORP	COM	749388104	4711	292400	SH	DEFINE
REALTY INCOME CORP	COM	756109104	441	14551	SH	DEFINE
REALTY INCOME CORP	COM	756109104	6653	219360	SH	DEFINE
REALTY INCOME CORP	COM	756109104	109	3600	SH	DEFINE
RED HAT INC	COM	756577102	91600	3165150	SH	DEFINE
RED HAT INC	COM	756577102	3	100	SH	DEFINE
RED HAT INC	COM	756577102	250	8631	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	8673	394068	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	7413	568490	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	279	8100	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	518	15071	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	7917	230143	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	131	3800	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	23	1020	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	2823	126480	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	3462	155098	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	7008	313960	SH	DEFINE
REGIS CORP MINN	COM	758932107	30279	1944700	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	79678	2204100	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	492	8750	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1802	32025	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1841	32710	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	154804	2751090	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	99	4930	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	4826	240124	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	4828	240179	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	21316	717000	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	98	3300	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	1291	43413	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	28236	573200	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	3414	69305	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	14402	292960	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	110	2116	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	418352	8026711	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COM NEW	766559603	94	13000	SH	DEFINE

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

RIGHTNOW TECHNOLOGIES INC	COM	76657R106	5192	330919	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	6370	146090	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	2024	46412	SH	DEFINE
RITE AID CORP	COM	767754104	10	10000	SH	DEFINE
RLI CORP	COM	749607107	97409	1855061	SH	DEFINE
RLI CORP	COM	749607107	80	1525	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	304	12900	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	31684	1345380	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	35	1500	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	503	10240	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	74406	1400450	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1136	21380	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	31573	1516460	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	65	2000	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	42	1275	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	195669	5975835	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	231062	4129049	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	75	1337	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	119	2120	SH	DEFINE
ROSS STORES INC	COM	778296103	202	3790	SH	DEFINE
ROWAN COS INC	COM	779382100	78716	3587800	SH	DEFINE
ROWAN COS INC	COM	779382100	4712	214780	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	57	1200	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	970	20305	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	203492	4268307	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	825	17300	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	200	4146	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	15076	312267	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	4887	101226	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	115592	2394197	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	14062	280000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	21599	430086	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	2	30	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	3300	65720	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	10229	203690	SH	DEFINE
ROYAL GOLD INC	COM	780287108	21168	441000	SH	DEFINE
RPM INTL INC	COM	749685103	53871	3019650	SH	DEFINE
RPM INTL INC	COM	749685103	4308	241490	SH	DEFINE
RRI ENERGY INC	COM	74971X107	3	788	SH	DEFINE
RRI ENERGY INC	COM	74971X107	65423	17262023	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	37452	1553400	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	36	1500	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	47446	1751406	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	373	13774	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1888	51000	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	293	14907	SH	DEFINE
SAIA INC	COM	78709Y105	3000	200000	SH	DEFINE
SAIC INC	COM	78390X101	1349	80600	SH	DEFINE
SAIC INC	COM	78390X101	25418	1518400	SH	DEFINE
SAIC INC	COM	78390X101	209	12480	SH	DEFINE
SAIC INC	COM	78390X101	32437	1937695	SH	DEFINE
SAIC INC	COM	78390X101	850	50775	SH	DEFINE
SAIC INC	COM	78390X101	252	15050	SH	DEFINE
SAIC INC	COM	78390X101	12232	730690	SH	DEFINE
SAIC INC	COM	78390X101	18413	1099970	SH	DEFINE
SAIC INC	COM	78390X101	79	4740	SH	DEFINE
SAKS INC	COM	79377W108	21063	2775048	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	34190	398380	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	1120	13045	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	100581	2576990	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	636	16300	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	2229	57100	SH	DEFINE

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

SALIX PHARMACEUTICALS INC	COM	795435106	211	5408	SH	DEFINE
SALIX PHARMACEUTICALS INC	NOTE	2.750% 5/1795435AC0	21700	20000000	PRN	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	6673	813730	SH	DEFINE
SALLY BEAUTY HLDGS INC	COM	79546E104	2	250	SH	DEFINE
SANDISK CORP	COM	80004C101	1405	33406	SH	DEFINE
SANDISK CORP	COM	80004C101	1178	28005	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	3053	211000	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	426	14184	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	20531	682994	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	213	7073	SH	DEFINE
SAP AG	SPON ADR	803054204	2675	60391	SH	DEFINE
SAP AG	SPON ADR	803054204	24891	561867	SH	DEFINE
SAP AG	SPON ADR	803054204	69868	1577150	SH	DEFINE
SAPIENT CORP	COM	803062108	5587	550976	SH	DEFINE
SAPIENT CORP	COM	803062108	995	98100	SH	DEFINE
SAPIENT CORP	COM	803062108	3475	342700	SH	DEFINE
SARA LEE CORP	COM	803111103	2550	180837	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	11	306	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	29728	842880	SH	DEFINE
SAUL CTRS INC	COM	804395101	203	5000	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	14431	1145320	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	161	12800	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	552	43800	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	116927	3437985	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	873	25674	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	2881	84700	SH	DEFINE
SCANA CORP NEW	COM	80589M102	27714	775000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	804	22475	SH	DEFINE
SCANSOURCE INC	COM	806037107	2015	80822	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	218482	3947978	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	75530	1364836	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	11	200	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	7828	141450	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	34	620	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1107	20000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	393	7100	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	13118	237045	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	260	4700	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	57	1038	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1223	22100	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	210	8700	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	15344	1082110	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	603	42519	SH	DEFINE
SCORPIO TANKERS INC	SHS	Y7542C106	2312	201950	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	32544	732800	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	198	4450	SH	DEFINE
SEACOAST BKG CORP FLA	COM	811707306	183	137664	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	190	10400	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	309629	16930724	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	1820	139600	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	1085	83224	SH	DEFINE
SEAGATE TECHNOLOGY	SHS	G7945J104	142450	10924118	SH	DEFINE
SEALY CORP	COM	812139301	21052	7884645	SH	DEFINE
SEALY CORP	SR SECD 3RD 8%	812139400	47611	606511	SH	DEFINE
SEARS HLDGS CORP	COM	812350106	294	4553	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	22948	1544300	SH	DEFINE
SEMPRA ENERGY	COM	816851109	3682	78700	SH	DEFINE
SEMPRA ENERGY	COM	816851109	493074	10538012	SH	DEFINE
SEMPRA ENERGY	COM	816851109	187	3998	SH	DEFINE
SEMTECH CORP	COM	816850101	3249	198500	SH	DEFINE
SEMTECH CORP	COM	816850101	3323	203008	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	3941	121500	SH	DEFINE

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

SENECA FOODS CORP NEW	CL A	817070501	17856	553500	SH	DEFINE
SENOYX INC	COM	81724Q107	101	26550	SH	DEFINE
SENSATA TECHNOLOGIES HLDG BV	SHS	N7902X106	40133	2509900	SH	DEFINE
SENSATA TECHNOLOGIES HLDG BV	SHS	N7902X106	240	15000	SH	DEFINE
SENSIENT TECHNOLOGIES CORP	COM	81725T100	23990	925200	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	1310	221671	SH	DEFINE
SERVICE CORP INTL	COM	817565104	383	51700	SH	DEFINE
SERVICE CORP INTL	COM	817565104	36686	4957510	SH	DEFINE
SERVICE CORP INTL	COM	817565104	303	40971	SH	DEFINE
SERVICE CORP INTL	COM	817565104	533	71990	SH	DEFINE
SFN GROUP INC	COM	784153108	8638	1582000	SH	DEFINE
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	484	12200	SH	DEFINE
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	3438	86673	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	635	9175	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	5223	85100	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	6973	340000	SH	DEFINE
SHORETEL INC	COM	825211105	2196	473300	SH	DEFINE
SHORETEL INC	COM	825211105	314	67600	SH	DEFINE
SHORETEL INC	COM	825211105	1083	233500	SH	DEFINE
SHORETEL INC	COM	825211105	1264	272443	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	3750	468200	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	664	82900	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	2320	289600	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	11374	1419927	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	1366	15260	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	19682	219834	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	53895	601980	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1251	25100	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	31144	625000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	3563	71503	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	26839	706100	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	627	16500	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	2200	57881	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	135348	3336960	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	2449	60370	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	442	10900	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	16	400	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	162	3990	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	3005	74100	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	81	2000	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	176	4345	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	64	11950	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	3139	586730	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	19131	951800	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	2	100	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	9287	463525	SH	DEFINE
SILVERCORP METALS INC	COM	82835P103	85	13000	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	8043	99607	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	3124	38693	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	47771	591596	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	764	9457	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	36857	1501284	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	212	8645	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	78601	5336100	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	0	9	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	1572	106726	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	2058	139710	SH	DEFINE
SKYWEST INC	COM	830879102	44752	3662226	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	83	1500	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	436	7925	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	6764	122890	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	116	2100	SH	DEFINE

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

SLM CORP	COM	78442P106	1047	100745	SH	DEFINE
SM ENERGY CO	COM	78454L100	37528	934450	SH	DEFINE
SMITH A O	COM	831865209	35470	736050	SH	DEFINE
SMITH INTL INC	COM	832110100	54587	1449850	SH	DEFINE
SMITH INTL INC	COM	832110100	230	6100	SH	DEFINE
SMITH INTL INC	COM	832110100	205708	5463700	SH	DEFINE
SMITH INTL INC	COM	832110100	260	6914	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	30375	2038600	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	236	79147	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	3977	66043	SH	DEFINE
SOHU COM INC	COM	83408W103	35049	852975	SH	DEFINE
SONIC AUTOMOTIVE INC	CL A	83545G102	8772	1024740	SH	DEFINE
SONOCO PRODS CO	COM	835495102	50	1649	SH	DEFINE
SONY CORP	ADR NEW	835699307	24	900	SH	DEFINE
SONY CORP	ADR NEW	835699307	55	2070	SH	DEFINE
SONY CORP	ADR NEW	835699307	4479	167888	SH	DEFINE
SONY CORP	ADR NEW	835699307	609	22810	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	464	10811	SH	DEFINE
SOUTHERN CO	COM	842587107	990806	29771800	SH	DEFINE
SOUTHERN CO	COM	842587107	1918	57624	SH	DEFINE
SOUTHERN CO	COM	842587107	15	440	SH	DEFINE
SOUTHERN CO	COM	842587107	669	20089	SH	DEFINE
SOUTHERN CO	COM	842587107	203	6100	SH	DEFINE
SOUTHERN CO	COM	842587107	1808	54337	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	3405	465840	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	724	65200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	763	68681	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	18164	470090	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	607	15700	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	231	6700	SH	DEFINE
SPARTON CORP	COM	847235108	2436	484371	SH	DEFINE
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	202	2065	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	19799	162713	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	2582	21220	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	267821	2201025	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	365	3000	SH	DEFINE
SPDR INDEX SHS FDS	S&P BRIC 40ETF	78463X798	389	17200	SH	DEFINE
SPDR INDEX SHS FDS	DJ INTL RL ETF	78463X863	411	13200	SH	DEFINE
SPDR S&P 500 ETF TR	UNIT SER 1 S&P	78462F103	9576	92775	SH	DEFINE
SPDR S&P 500 ETF TR	UNIT SER 1 S&P	78462F103	34065	330022	SH	DEFINE
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	1804	13967	SH	DEFINE
SPDR SERIES TRUST	NUVN BRCLY MUNI	78464A458	8984	391635	PRN	DEFINE
SPDR SERIES TRUST	DJ REIT ETF	78464A607	20746	406700	SH	DEFINE
SPDR SERIES TRUST	DJ REIT ETF	78464A607	159	3126	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	347531	17315950	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1681	83764	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	388	19304	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1259	62714	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	195	46064	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	996	234820	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	7291	1719693	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	38263	9024324	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1038	244926	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1125	265350	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	237145	55930463	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	16751	3950630	SH	DEFINE
SPX CORP	COM	784635104	1318	24965	SH	DEFINE
SS&C TECHNOLOGIES HLDGS INC	COM	78467J100	9228	575695	SH	DEFINE
ST JOE CO	COM	790148100	59763	2580447	SH	DEFINE
STAMPS COM INC	COM NEW	852857200	1504	146700	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	83758	2066050	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	2501	49512	SH	DEFINE

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

STANLEY BLACK & DECKER INC	COM	854502101	122821	2431145	SH	DEFINE
STANLEY INC	COM	854532108	2598	69500	SH	DEFINE
STANLEY INC	COM	854532108	5539	148187	SH	DEFINE
STANTEC INC	COM	85472N109	7234	326606	SH	DEFINE
STAPLES INC	COM	855030102	4465	234366	SH	DEFINE
STAPLES INC	COM	855030102	57	3000	SH	OTHER
STARBUCKS CORP	COM	855244109	795	32707	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	59002	1424140	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	21	500	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	207	4990	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	2953	71280	SH	DEFINE
STATE STR CORP	COM	857477103	30397	898791	SH	DEFINE
STATE STR CORP	COM	857477103	2860	84577	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	456	23831	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	9726	507892	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	42362	3211700	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	48507	1261892	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	5842	151970	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	9812	2964231	SH	DEFINE
STERICYCLE INC	COM	858912108	55979	853600	SH	DEFINE
STERICYCLE INC	COM	858912108	633	9650	SH	DEFINE
STERICYCLE INC	COM	858912108	398	6068	SH	DEFINE
STERIS CORP	COM	859152100	48898	1573300	SH	DEFINE
STERIS CORP	COM	859152100	140	4500	SH	DEFINE
STIFEL FINL CORP	COM	860630102	2768	63800	SH	DEFINE
STIFEL FINL CORP	COM	860630102	456	10500	SH	DEFINE
STIFEL FINL CORP	COM	860630102	1614	37200	SH	DEFINE
STR HLDGS INC	COM	78478V100	3219	171200	SH	DEFINE
STR HLDGS INC	COM	78478V100	570	30300	SH	DEFINE
STR HLDGS INC	COM	78478V100	1983	105500	SH	DEFINE
STRATEGIC HOTELS & RESORTS I	COM	86272T106	233	53074	SH	DEFINE
STRATEGIC HOTELS & RESORTS I	COM	86272T106	3216	732500	SH	DEFINE
STRATEGIC HOTELS & RESORTS I	COM	86272T106	57	12900	SH	DEFINE
STRAYER ED INC	COM	863236105	11378	54730	SH	DEFINE
STRAYER ED INC	COM	863236105	52	250	SH	DEFINE
STRYKER CORP	COM	863667101	59671	1191990	SH	DEFINE
STRYKER CORP	COM	863667101	27568	550700	SH	DEFINE
STRYKER CORP	COM	863667101	10092	201592	SH	DEFINE
STRYKER CORP	COM	863667101	125	2502	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	47	1800	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	85	3217	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	136705	5212292	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	59	1992	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	10	325	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	1169	39720	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	121169	4107869	SH	DEFINE
SUNOPTA INC	COM	8676EP108	12205	2786523	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	24	2000	SH	DEFINE
SUNPOWER CORP	COM CL A	867652109	603	49855	SH	DEFINE
SUNPOWER CORP	COM CL B	867652307	518	48000	SH	DEFINE
SUNPOWER CORP	COM CL B	867652307	1	82	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	368	15814	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	31	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	13441	719940	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	605	32400	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	2136	114400	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	1731	92708	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	4552	456300	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	2532	34450	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	6079	82986	SH	DEFINE
SYBASE INC	COM	871130100	28224	436500	SH	DEFINE
SYBASE INC	COM	871130100	144	2230	SH	DEFINE

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

SYCAMORE NETWORKS INC	COM NEW	871206405	360	21656	SH	DEFINE
SYMANTEC CORP	COM	871503108	789	56859	SH	DEFINE
SYMETRA FINL CORP	COM	87151Q106	128325	10875000	SH	DEFINE
SYMS CORP	COM	871551107	10082	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	8836	192720	SH	DEFINE
SYSKO CORP	COM	871829107	7462	261171	SH	DEFINE
SYSKO CORP	COM	871829107	14	500	SH	OTHER
T-3 ENERGY SRVCS INC	COM	87306E107	5804	208030	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	148	15162	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	19750	2023576	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	575	58900	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	23204	2377428	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	356	36517	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	19397	1987374	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	19932	2042245	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	102	10445	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	37446	3836727	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	101020	10350400	SH	DEFINE
TALEO CORP	CL A	87424N104	57398	2363020	SH	DEFINE
TALEO CORP	CL A	87424N104	857	35300	SH	DEFINE
TALEO CORP	CL A	87424N104	3012	124000	SH	DEFINE
TALEO CORP	CL A	87424N104	131	5408	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	18598	1227900	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	25123	1660816	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	286	18900	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	28815	1904978	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	5649	372157	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	2345	154800	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	99311	6566870	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	190479	12594565	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	24	1600	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	1944	540000	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	161	3897	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	2310	55820	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	41	1000	SH	DEFINE
TARGACEPT INC	COM	87611R306	1573	81400	SH	DEFINE
TARGET CORP	COM	87612E106	18379	373780	SH	DEFINE
TARGET CORP	COM	87612E106	13612	276828	SH	DEFINE
TARGET CORP	COM	87612E106	108	2200	SH	OTHER
TARGET CORP	COM	87612E106	15289	310940	SH	DEFINE
TARGET CORP	COM	87612E106	1465	29790	SH	DEFINE
TARGET CORP	COM	87612E106	366	7440	SH	DEFINE
TARGET CORP	COM	87612E106	25568	519988	SH	DEFINE
TARGET CORP	COM	87612E106	1869	38006	SH	DEFINE
TARGET CORP	COM	87612E106	35	710	SH	DEFINE
TARGET CORP	COM	87612E106	190842	3881262	SH	DEFINE
TARGET CORP	COM	87612E106	38097	774794	SH	DEFINE
TARGET CORP	COM	87612E106	10	210	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	38	1000	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	93	2468	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	1373	36492	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	23	600	SH	DEFINE
TECHNITROL INC	COM	878555101	32	10200	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	71	2388	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	1906	64460	SH	DEFINE
TECO ENERGY INC	COM	872375100	219022	14533650	SH	DEFINE
TECO ENERGY INC	COM	872375100	2012	133500	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	3560	322799	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	13344	1200000	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	59958	2291093	SH	DEFINE
TELE NORTE LESTE PART S A	SPON ADR PFD	879246106	2067	138200	SH	DEFINE
TELECOM ARGENTINA S A	SPON ADR REP B	879273209	4528	275610	SH	DEFINE

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

TELECOMUNICACOES DE SAO PAUL	SPON ADR PFD	87929A102	1331	65392	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	388	10050	SH	DEFINE
TELEFLEX INC	COM	879369106	120398	2218086	SH	DEFINE
TELEFLEX INC	COM	879369106	27140	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	195	3600	SH	DEFINE
TELEFLEX INC	COM	879369106	71	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	1629	29336	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	89555	1612725	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	1333	24007	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	16893	304210	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	11699	210672	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	189142	3406116	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	689	48800	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	2284	161860	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	43	1200	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	4	100	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	158171	4374346	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	332	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	123	8466	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	270	18532	SH	SOLE
TEMPLETON EMERGING MKTS FD I	COM	880191101	587	34270	SH	DEFINE
TEMPLETON GLOBAL INCOME FD	COM	880198106	361	37491	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	185	11143	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	7	210	SH	DEFINE
TENARIS S A	SPONSORED ADR	88031M109	52069	1504440	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	434	100000	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	234	53900	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	222556	51280295	SH	DEFINE
TENNECO INC	COM	880349105	3942	187200	SH	DEFINE
TENNECO INC	COM	880349105	617	29300	SH	DEFINE
TENNECO INC	COM	880349105	2234	106100	SH	DEFINE
TERADYNE INC	COM	880770102	115	11800	SH	DEFINE
TEREX CORP NEW	COM	880779103	266	14200	SH	DEFINE
TEREX CORP NEW	COM	880779103	589	31410	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	60461	1836613	SH	DEFINE
TESCO CORP	COM	88157K101	3622	294965	SH	DEFINE
TETRA TECH INC NEW	COM	88162G103	13038	664880	SH	DEFINE
TETRA TECH INC NEW	COM	88162G103	10	500	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	58307	1121510	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	42668	820693	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	16	300	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2739	52680	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	40	770	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	161	3100	SH	DEFINE
TEXAS INDS INC	COM	882491103	20058	679000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	7219	310100	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	12751	547735	SH	DEFINE
TEXTRON INC	COM	883203101	17819	1050000	SH	DEFINE
TEXTRON INC	COM	883203101	161	9500	SH	DEFINE
TFS FINL CORP	COM	87240R107	1884	151800	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	6131	125000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	4241	86462	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	17350	500000	SH	DEFINE
THOMPSON CREEK METALS CO INC	COM	884768102	39	4500	SH	DEFINE
THOMPSON CREEK METALS CO INC	COM	884768102	5657	651750	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	89	2500	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	353	9851	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	222741	6228431	SH	DEFINE
THOR INDS INC	COM	885160101	72084	3035100	SH	DEFINE
THORATEC CORP	COM NEW	885175307	20644	483130	SH	DEFINE
TIDEWATER INC	COM	886423102	74532	1924900	SH	DEFINE
TIDEWATER INC	COM	886423102	789	20386	SH	DEFINE

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

TIFFANY & CO NEW	COM	886547108	1581	41691	SH	DEFINE
TIM HORTONS INC	COM	88706M103	32	1015	SH	DEFINE
TIM HORTONS INC	COM	88706M103	7092	221535	SH	DEFINE
TIMBERLAND CO	CL A	887100105	12167	753350	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1614	31000	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	750	14399	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	202431	3886929	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	20808	399546	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	5383	103363	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	47339	908959	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	72903	1399826	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	2713	52085	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	5108	98087	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	303514	5827843	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	37918	728068	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	136	2615	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1078	37282	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	255111	8824311	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	9038	312642	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1323	45746	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	18599	643224	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	372	12860	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	44274	1531440	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	3024	104598	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	347	11999	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	312931	10824334	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	26123	903612	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	88	3030	SH	DEFINE
TIMKEN CO	COM	887389104	38409	1477850	SH	DEFINE
TIVO INC	COM	888706108	400	54200	SH	DEFINE
TJX COS INC NEW	COM	872540109	7146	170346	SH	DEFINE
TJX COS INC NEW	COM	872540109	982	23400	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	8	500	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	79560	4863051	SH	DEFINE
TORCHMARK CORP	COM	891027104	447	9031	SH	DEFINE
TORCHMARK CORP	COM	891027104	2110	42625	SH	DEFINE
TORCHMARK CORP	COM	891027104	102226	2064754	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	65	1000	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	8013	123464	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	203656	3146530	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	6468	144890	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	2760	61823	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	19491	436636	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	1806	40450	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	18260	409057	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	2226	49870	SH	DEFINE
TOWER GROUP INC	COM	891777104	49608	2304116	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	2057	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	74	1086	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	689	10050	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	14810	215979	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	48252	703690	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	2512	41200	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	480	7880	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	1604	26300	SH	DEFINE
TRANSALTA CORP	COM	89346D107	1018	55000	SH	DEFINE
TRANSALTA CORP	COM	89346D107	10	569	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	27193	567000	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	505	10529	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	3554	106295	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	89934	2690074	SH	DEFINE
TRANSCEPT PHARMACEUTICALS IN	COM	89354M106	2281	273800	SH	DEFINE

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

TRANSCEPT PHARMACEUTICALS IN	COM	89354M106	180	21600	SH	DEFINE
TRANSCEPT PHARMACEUTICALS IN	COM	89354M106	632	75900	SH	DEFINE
TRANSGLOBE ENERGY CORP	COM	893662106	1864	254700	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	1066	23000	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	1248	26941	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	866	18700	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	401772	8671959	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	980	21145	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	29402	597000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2434	49431	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	110438	2242399	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	48941	1071840	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	1057	23150	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	3406	74600	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	74765	2670170	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	8190	292505	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	14	500	SH	OTHER
TRIMBLE NAVIGATION LTD	COM	896239100	944	33700	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	1652	59000	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	208	7429	SH	DEFINE
TRINITY INDS INC	COM	896522109	101155	5708500	SH	DEFINE
TRINITY INDS INC	COM	896522109	124	7025	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	40807	7286876	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	34	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	1365	96328	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	9449	2368199	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	20	1556	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	15246	1174590	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1401	107971	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	35194	2711408	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	42987	3311798	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	7164	551894	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1320	101720	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	150356	11583697	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	66358	5112343	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	469	18490	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	171842	6770746	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	15092	594633	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	2552	100549	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	14336	564870	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	15951	628487	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	682	26862	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	1395	54970	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	257657	10151985	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	5342	210462	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	55	2166	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	729	20698	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	136391	3871431	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	11470	325583	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	2638	74892	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	1254	35587	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	386	10962	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	17807	505455	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	2330	66140	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	376028	10673514	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	16953	481201	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	110	3116	SH	DEFINE
TYSON FOODS INC	CL A	902494103	3	183	SH	DEFINE
TYSON FOODS INC	CL A	902494103	1029	62755	SH	DEFINE
UBS AG	SHS NEW	H89231338	53	4000	SH	DEFINE
UBS AG	SHS NEW	H89231338	572950	42725734	SH	DEFINE
UBS AG	SHS NEW	H89231338	480	35796	SH	DEFINE

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

UBS AG	SHS NEW	H89231338	1718	128085	SH	DEFINE
UBS AG	SHS NEW	H89231338	12802	954536	SH	DEFINE
UBS AG	SHS NEW	H89231338	161	12007	SH	DEFINE
UBS AG	SHS NEW	H89231338	21388	1594772	SH	DEFINE
UBS AG	SHS NEW	H89231338	239	17800	SH	DEFINE
UBS AG	SHS NEW	H89231338	74301	5539988	SH	DEFINE
UBS AG	SHS NEW	H89231338	105056	7876504	SH	DEFINE
UBS AG	SHS NEW	H89231338	57	4247	SH	DEFINE
UDR INC	COM	902653104	83	4323	SH	DEFINE
UDR INC	COM	902653104	718	37549	SH	DEFINE
UDR INC	COM	902653104	11226	586821	SH	DEFINE
UDR INC	COM	902653104	178	9326	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	26696	1128300	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	338	14300	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	1185	50100	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	559	17000	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	12279	2822720	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	41964	1266642	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	666	20100	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	2375	71700	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	18589	680400	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	933	34149	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	488	17830	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	18859	690295	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	529	19370	SH	DEFINE
UNION PAC CORP	COM	907818108	47909	689240	SH	DEFINE
UNION PAC CORP	COM	907818108	19324	278002	SH	DEFINE
UNION PAC CORP	COM	907818108	14	200	SH	DEFINE
UNION PAC CORP	COM	907818108	151	2170	SH	DEFINE
UNION PAC CORP	COM	907818108	104	1500	SH	DEFINE
UNIT CORP	COM	909218109	44075	1085850	SH	DEFINE
UNITED AMER INDEMNITY LTD	CL A	90933T109	1598	217168	SH	DEFINE
UNITED CAPITAL CORP	COM	909912107	224	9196	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	1223	40925	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	15924	279900	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	11560	203192	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	21682	381130	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	17408	306000	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	496	8710	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	33737	593019	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2424	42616	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	806	14160	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	605225	10638509	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	30033	527911	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	85	1490	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	5339	138500	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	4501	116770	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	298	7725	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	204060	3143734	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	109001	1679260	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	62429	961781	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	1188	18300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	34	530	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	2352	36240	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	195	3000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	329	5066	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	3758	77000	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	1356	47738	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	692889	24397513	SH	DEFINE
UNIVERSAL CORP VA	COM	913456109	19523	492000	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	51575	1701575	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	45002	1179600	SH	DEFINE

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

UNIVERSAL HLTH SVCS INC	CL B	913903100	214	5600	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	316	8271	SH	DEFINE
UNIVERSAL STAINLESS & ALLOY	COM	913837100	3623	226582	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	6580	278335	SH	DEFINE
UNUM GROUP	COM	91529Y106	7284	335670	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	70581	2052350	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	162	4700	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	194	5627	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	10635	475854	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	26293	1176417	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	5422	242607	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	38	1700	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	918	41011	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	248	11100	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	672	30073	SH	DEFINE
USA TRUCK INC	COM	902925106	3708	230000	SH	DEFINE
V F CORP	COM	918204108	35590	500000	SH	DEFINE
V F CORP	COM	918204108	15785	221763	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	21714	622000	SH	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	637	9100	PRN	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	5535	79100	PRN	DEFINE
VALE S A	ADR	91912E105	3200	131402	SH	DEFINE
VALE S A	ADR	91912E105	2739	112480	SH	DEFINE
VALE S A	ADR	91912E105	803	32975	SH	DEFINE
VALE S A	ADR	91912E105	182	7460	SH	DEFINE
VALE S A	ADR	91912E105	57742	2371340	SH	DEFINE
VALE S A	ADR	91912E105	13526	555494	SH	DEFINE
VALE S A	ADR	91912E105	6645	272900	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	7893	375510	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	13102	623326	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	2532	120450	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	82602	3929685	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	180	8570	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	40853	1943534	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	12784	608189	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	961815	45757134	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	242469	11535144	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	170467	8109760	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	101	4802	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	4902	272630	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	801	44529	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	86758	3552735	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	5601	229350	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	1523	62361	SH	DEFINE
VALSPAR CORP	COM	920355104	8259	274200	SH	DEFINE
VALSPAR CORP	COM	920355104	4	124	SH	DEFINE
VANGUARD INDEX FDS	STK MRK ETF	922908769	1517	28855	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	34806	916182	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	9647	125927	PRN	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	64	830	PRN	OTHER
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	5275	180391	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	84069	1608040	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	10351	197984	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	239	4569	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	47310	1650738	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	1313	45825	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	2502	87300	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	16632	2695630	SH	DEFINE
VCA ANTECH INC	COM	918194101	39339	1588800	SH	DEFINE
VCA ANTECH INC	COM	918194101	574	23200	SH	DEFINE
VCA ANTECH INC	COM	918194101	2090	84400	SH	DEFINE
VCA ANTECH INC	COM	918194101	255	10304	SH	DEFINE

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

VECTREN CORP	COM	92240G101	18928	800000	SH	DEFINE
VECTREN CORP	COM	92240G101	198	8381	SH	DEFINE
VENTAS INC	COM	92276F100	1769	37677	SH	DEFINE
VENTAS INC	COM	92276F100	26870	572317	SH	DEFINE
VENTAS INC	COM	92276F100	474	10100	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	8970	300000	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	57	1900	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	347282	12394073	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	41252	1472224	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	62	2200	SH	OTHER
VERIZON COMMUNICATIONS INC	COM	92343V104	403	14282	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	715	25514	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	9153	278200	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	66	2000	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	688	21926	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	10870	346520	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	23466	748050	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	54501	1737346	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	864	27558	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	493	15700	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	377254	12025942	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	13853	441600	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	128	4070	SH	DEFINE
VIASAT INC	COM	92552V100	39685	1218819	SH	DEFINE
VIASAT INC	COM	92552V100	686	21075	SH	DEFINE
VIASAT INC	COM	92552V100	2341	71900	SH	DEFINE
VIASAT INC	COM	92552V100	3588	110196	SH	DEFINE
VIEWPOINT FINL GROUP	COM	926727108	5043	364142	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	8794	335000	SH	DEFINE
VIMPELCOM LTD	SPONSORED ADR	92719A106	4999	308960	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	295680	17716002	SH	DEFINE
VISA INC	COM CL A	92826C839	109923	1553680	SH	DEFINE
VISA INC	COM CL A	92826C839	33134	468324	SH	DEFINE
VISA INC	COM CL A	92826C839	7509	106140	SH	DEFINE
VISA INC	COM CL A	92826C839	20	280	SH	DEFINE
VISA INC	COM CL A	92826C839	991	14000	SH	DEFINE
VISA INC	COM CL A	92826C839	183	2580	SH	DEFINE
VISA INC	COM CL A	92826C839	12452	176000	SH	DEFINE
VISA INC	COM CL A	92826C839	127	1800	SH	DEFINE
VISA INC	COM CL A	92826C839	403	5693	SH	DEFINE
VISA INC	COM CL A	92826C839	1330	18800	SH	DEFINE
VISIONCHINA MEDIA INC	SPONS ADR	92833U103	61	20250	SH	DEFINE
VISTAPRINT N V	SHS	N93540107	737	15525	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	3099	120800	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	546	21300	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	1911	74500	SH	DEFINE
VMWARE INC	CL A COM	928563402	6259	100000	SH	DEFINE
VMWARE INC	CL A COM	928563402	5104	81545	SH	DEFINE
VMWARE INC	CL A COM	928563402	2275	36350	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	14811	716560	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	27132	1312620	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	273	13190	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	153	7400	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	25909	1253468	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	99414	4809569	SH	DEFINE
VOLCOM INC	COM	92864N101	21239	1143720	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	255	3496	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	1700	23310	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	26240	359703	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	413	5659	SH	DEFINE
VULCAN MATLS CO	COM	929160109	1120	25550	SH	DEFINE
W P CAREY & CO LLC	COM	92930Y107	376	13600	SH	DEFINE

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

WABASH NATL CORP	COM	929566107	24449	3438700	SH	DEFINE
WABTEC CORP	COM	929740108	1998	50100	SH	DEFINE
WABTEC CORP	COM	929740108	635	15920	SH	DEFINE
WABTEC CORP	COM	929740108	1388	34800	SH	DEFINE
WAL MART STORES INC	COM	931142103	200303	4166900	SH	DEFINE
WAL MART STORES INC	COM	931142103	11680	242970	SH	DEFINE
WAL MART STORES INC	COM	931142103	22577	469665	SH	DEFINE
WAL MART STORES INC	COM	931142103	127875	2660173	SH	DEFINE
WAL MART STORES INC	COM	931142103	29	600	SH	DEFINE
WAL MART STORES INC	COM	931142103	2033	42285	SH	DEFINE
WAL MART STORES INC	COM	931142103	106	2200	SH	DEFINE
WAL MART STORES INC	COM	931142103	53	1100	SH	DEFINE
WALGREEN CO	COM	931422109	20524	768684	SH	DEFINE
WALGREEN CO	COM	931422109	7881	295173	SH	DEFINE
WALGREEN CO	COM	931422109	44	1660	SH	DEFINE
WALGREEN CO	COM	931422109	470	17600	SH	DEFINE
WALGREEN CO	COM	931422109	270	10100	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	26379	729900	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	273	666	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	515	16455	SH	DEFINE
WATERS CORP	COM	941848103	153307	2369500	SH	DEFINE
WATERS CORP	COM	941848103	2015	31139	SH	DEFINE
WATERS CORP	COM	941848103	338	5217	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	60182	1483400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	4	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	21562	531480	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1097	27040	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	44039	1085502	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	523	12890	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	68615	1691264	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2241	55239	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1831	45120	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	6755	166509	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	58841	1450351	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	107	2640	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	32194	1123300	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	14	500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	46	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG	H27013103	65960	5019730	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG	H27013103	1424	108365	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	5716	123100	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	582104	22738430	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	20684	807988	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	64	2500	SH	OTHER
WELLS FARGO & CO NEW	COM	949746101	1354	52900	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	637050	24884772	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	59	2320	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1240	48393	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	390	15250	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1711	66845	SH	DEFINE
WELLS FARGO & CO NEW	-W EXP 10/28/201	949746119	424	54950	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	584776	628116	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	10945	500000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	10113	462000	SH	DEFINE
WESCO INTL INC	DBCV 6.000% 9/1	95082PAH8	21565	15200000	PRN	DEFINE
WEST COAST BANCORP ORE NEW	COM	952145100	21764	8535000	SH	DEFINE
WEST MARINE INC	COM	954235107	24741	2273950	SH	DEFINE
WEST MARINE INC	COM	954235107	16085	1478396	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	130361	3572523	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	9725	450000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	23942	1107900	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	778	25800	SH	DEFINE

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

WESTERN UN CO	COM	959802109	457	30666	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	4285	514380	SH	DEFINE
WESTLAKE CHEM CORP	COM	960413102	88388	4759721	SH	DEFINE
WESTLAKE CHEM CORP	COM	960413102	2737	147400	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	712	20240	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	503185	14295036	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	146	450	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	662294	2042857	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	10080	722550	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	11105	308293	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	20205	1105290	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	4686	256328	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	530	12150	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	186	16811	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	20	1800	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	6877	651191	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	378	35800	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	19318	1943500	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	1230	102484	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	46681	920000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	730	14385	SH	DEFINE
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	3718	163410	SH	DEFINE
WMS INDS INC	COM	929297109	46279	1179080	SH	DEFINE
WMS INDS INC	COM	929297109	314	8000	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	36466	1445930	SH	DEFINE
WPP PLC	ADR	92933H101	795	16975	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	557	166160	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	2669	35000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	13603	660000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	522036	25329281	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	550	26663	SH	DEFINE
XEROX CORP	COM	984121103	40430	5028600	SH	DEFINE
XEROX CORP	COM	984121103	57	7035	SH	DEFINE
XEROX CORP	COM	984121103	566993	70521533	SH	DEFINE
XEROX CORP	COM	984121103	388	47614	SH	DEFINE
XEROX CORP	COM	984121103	1085	134940	SH	DEFINE
XILINX INC	COM	983919101	126320	5000800	SH	DEFINE
XILINX INC	COM	983919101	391	15475	SH	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	176	74100	SH	DEFINE
YAHOO INC	COM	984332106	22128	1600000	SH	DEFINE
YAHOO INC	COM	984332106	1219	88115	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	42438	4137293	SH	DEFINE
YANZHOU COAL MNG CO LTD	SPON ADR H SHS	984846105	4756	248350	SH	DEFINE
YUM BRANDS INC	COM	988498101	7068	181045	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	3459	64000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	6108	113015	SH	DEFINE
GRAND TOTAL				111233120		