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FRANKLIN RESOURCES INC  
Form 8-K  
July 22, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 22, 2004  
(July 22, 2004)

FRANKLIN RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-9318  
(Commission File Number)

13-2670991  
(IRS Employer Identification No.)

One Franklin Parkway, San Mateo, California  
(Address of principal executive offices)

94403  
(Zip Code)

Registrant's telephone number, including area code: (650) 312-3000

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(Former name or former address, if changed since last report): Not Applicable

Item 9. Regulation FD Disclosure

The information furnished pursuant to Item 12, "Results of Operations and Financial Condition", is incorporated herein by reference.

Item 12. Results of Operations and Financial Condition

On July 22, 2004, Franklin Resources, Inc. issued a press release announcing its financial results for the quarter ended June 30, 2004. A copy of that press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this report, including the exhibit hereto, shall not be

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deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934, or otherwise subject to the liabilities of that Section. The information in this report, including the exhibit hereto, shall not be incorporated by reference into any filing of the registrant with the SEC, whether made before or after the date hereof, regardless of any general incorporation language in such filings (unless the registrant specifically states that the information or exhibit in this particular report is incorporated by reference).

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRANKLIN RESOURCES, INC.  
(Registrant)

Date: July 22, 2004

/s/ James R. Baio  
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James R. Baio  
Senior Vice President and  
Chief Financial Officer

### EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
99.1	Press Release issued on July 22, 2004 by Franklin Resources, Inc.