

FRANKLIN RESOURCES INC

Form 13F-HR

November 13, 2006

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

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2006

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 28-734

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ BARBARA J. GREEN San Mateo, California November 13, 2006

Report Type (Check only one.):

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

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 15

Form 13F Information Table Entry Total: 4,426

Form 13F Information Table Value Total: \$ 156,055,461
(thousands)

List of Other Included Managers:

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

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

FORM 13F INFORMATION TABLE
FOR PERIOD ENDED 09/30/2006
REPORTING MANAGER: FRANKLIN RES

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR SH/ PUT/ PRN AMT PRN CALL	INVESTMENT DISCRETION
3COM CORP	COM	885535104	115	26000 SH	DEFINE
3M CO	COM	88579Y101	29396	395000 SH	DEFINE
3M CO	COM	88579Y101	10158	136500 SH	DEFINE
3M CO	COM	88579Y101	2266	30444 SH	DEFINE
3M CO	COM	88579Y101	59536	800000 SH	DEFINE
3M CO	COM	88579Y101	24014	322687 SH	DEFINE
3M CO	COM	88579Y101	34050	457538 SH	DEFINE
3M CO	COM	88579Y101	587609	7895845 SH	DEFINE
3M CO	COM	88579Y101	290	3900 SH	DEFINE
3M CO	COM	88579Y101	47	630 SH	DEFINE

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

A.O. SMITH CORP	COM	831865209	47415	1202500	SH	DEFINE
A.O. SMITH CORP	COM	831865209	5	116	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	391875	8069914	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	30435	626751	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	10737	221110	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2755	56743	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	19424	400000	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	22309	459415	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	44908	924798	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	9329	192120	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2194	45183	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2055	42313	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	18974	390728	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	129	2650	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	12	240	SH	DEFINE
ABERCROMBIE & FITCH CO	COM	002896207	208	3000	SH	DEFINE
ABERCROMBIE & FITCH CO	COM	002896207	4	55	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	26416	9536490	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	5325	1922370	SH	DEFINE
ABITIBI-CONSOLIDATED INC	COM	003924107	23213	8380167	SH	DEFINE
ABM INDUSTRIES INC	COM	000957100	65680	3501087	SH	DEFINE
ABN AMRO HOLDING NV	SPONSORED ADR	000937102	443	15150	SH	DEFINE
ABX AIR INC	COM	00080S101	10257	1825000	SH	DEFINE
ABX AIR INC	COM	00080S101	39	7000	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	622374	19627057	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	4221	133124	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	6722	211985	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	16	520	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	858	27050	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	48515	1529954	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	4556	143680	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	978	30840	SH	DEFINE
ACE LTD	ORD	G0070K103	899633	16437661	SH	DEFINE
ACE LTD	ORD	G0070K103	313181	5722285	SH	DEFINE
ACE LTD	ORD	G0070K103	1271	23231	SH	DEFINE
ACE LTD	ORD	G0070K103	1932	35300	SH	DEFINE
ACE LTD	ORD	G0070K103	759	13859	SH	DEFINE
ACE LTD	ORD	G0070K103	1850	33802	SH	DEFINE
ACE LTD	ORD	G0070K103	7290	133192	SH	DEFINE
ACE LTD	ORD	G0070K103	49630	906810	SH	DEFINE
ACE LTD	ORD	G0070K103	118	2160	SH	DEFINE
ACE LTD	ORD	G0070K103	1087	19870	SH	DEFINE
ACE LTD	ORD	G0070K103	142	2590	SH	DEFINE
ACM INCOME FUND INC	COM	000912105	97	11950	SH	DEFINE
ACTEL CORP	COM	004934105	20461	1315804	SH	DEFINE
ACTIVISION INC	COM	004930202	1107	73289	SH	DEFINE
ACTIVISION INC	COM	004930202	326	21570	SH	DEFINE
ACTIVISION INC	COM	004930202	95257	6308382	SH	DEFINE
ACTIVISION INC	COM	004930202	63	4200	SH	DEFINE
ACTIVISION INC	COM	004930202	10	660	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	995	27200	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	55283	1510870	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	878	24000	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COM	000886309	660	43994	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	54	1431	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	285	7600	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	21243	567246	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	86402	2307121	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	90	2400	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	14	370	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	375	10000	SH	DEFINE
ADOLOR CORP	COM	00724X102	347	25000	SH	DEFINE

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

ADOLOR CORP	COM	00724X102	3834	276400	SH	DEFINE
ADVANCE AUTO PARTS	COM	00751Y106	54622	1658236	SH	DEFINE
ADVANCE AUTO PARTS	COM	00751Y106	1224	37150	SH	DEFINE
ADVANCED LIFE SCIENCES HOLDINGS IN	COM	00765H107	2555	857300	SH	DEFINE
ADVANCED MAGNETICS INC	COM	00753P103	512	15000	SH	DEFINE
ADVANCED MAGNETICS INC	COM	00753P103	6012	176300	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	3516	88888	SH	DEFINE
AEGON NV	NEW YORK SHARES	007924103	507	27023	SH	DEFINE
AES CORP	COM	00130H105	2869	140730	SH	DEFINE
AETNA INC	COM	00817Y108	254612	6437715	SH	DEFINE
AETNA INC	COM	00817Y108	439	11110	SH	DEFINE
AETNA INC	COM	00817Y108	3	68	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COM	008190100	4880	94103	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	2720	27173	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	2165	21624	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	138626	1384739	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	3314	33100	SH	DEFINE
AFFORDABLE RESIDENTIAL CMTYS	COM	008273104	5753	593700	SH	DEFINE
AFFYMETRIX INC	NOTE 0.750%12/1	00826TAF5	9875	1000000	PRN	DEFINE
AFLAC INC	COM	001055102	142369	3111200	SH	DEFINE
AFLAC INC	COM	001055102	47	1018	SH	DEFINE
AFLAC INC	COM	001055102	3424	74830	SH	DEFINE
AFLAC INC	COM	001055102	23088	504556	SH	DEFINE
AFLAC INC	COM	001055102	52784	1153490	SH	DEFINE
AFLAC INC	COM	001055102	124	2700	SH	DEFINE
AFLAC INC	COM	001055102	20	430	SH	DEFINE
AGCO CORP	COM	001084102	98847	3899290	SH	DEFINE
AGILE SOFTWARE CORP	COM	00846X105	11488	1759250	SH	DEFINE
AGILE SOFTWARE CORP	COM	00846X105	18670	2859100	SH	DEFINE
AGILE SOFTWARE CORP	COM	00846X105	95	14495	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	13076	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	3083	94295	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	28396	868652	SH	DEFINE
AGL RESOURCES INC	COM	001204106	1580	43292	SH	DEFINE
AGL RESOURCES INC	COM	001204106	22	600	SH	DEFINE
AGL RESOURCES INC	COM	001204106	77234	2116000	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	40469	1300000	SH	DEFINE
AIR FRANCE-KLM	SPONSORED ADR	009119108	16676	550000	SH	DEFINE
AIR FRANCE-KLM	*W EXP 11/05/20	009119116	2030	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	1394	21000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	33185	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	10	150	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	8779	132275	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	153	2300	SH	DEFINE
AIRGAS INC	COM	009363102	29869	825800	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	1639	32777	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	102	2050	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	153675	3074120	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	2405	48100	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	2736	44488	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	21940	356798	SH	DEFINE
AKZO NOBEL NV	SPONSORED ADR	010199305	54	875	SH	DEFINE
ALAMO GROUP INC	COM	011311107	2388	105000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	51377	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	19020	500000	SH	DEFINE
ALBERTO-CULVER CO	COM	013068101	151350	2991700	SH	DEFINE
ALBERTO-CULVER CO	COM	013068101	121	2400	SH	DEFINE
ALBERTO-CULVER CO	COM	013068101	652	12882	SH	DEFINE
ALCAN INC	COM	013716105	32484	729163	SH	DEFINE
ALCAN INC	COM	013716105	88210	2018128	SH	DEFINE
ALCAN INC	COM	013716105	19	601	SH	DEFINE
ALCAN INC	COM	013716105	16454	369329	SH	DEFINE

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

ALCAN INC	COM	013716105	1792	44956	SH	DEFINE
ALCAN INC	COM	013716105	10958	245976	SH	DEFINE
ALCAN INC	COM	013716105	42	940	SH	DEFINE
ALCAN INC	COM	013716105	782	19612	SH	DEFINE
ALCAN INC	COM	013716105	318	7988	SH	DEFINE
ALCOA INC	COM	013817101	1936	69035	SH	DEFINE
ALCOA INC	COM	013817101	1059	37759	SH	DEFINE
ALCOA INC	COM	013817101	3073	109581	SH	DEFINE
ALCOA INC	COM	013817101	95078	3390800	SH	DEFINE
ALCON INC	COM SHS	H01301102	11450	100000	SH	DEFINE
ALERIS INTERNATIONAL INC	COM	014477103	12665	250603	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	5959	134295	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	355	8000	SH	DEFINE
ALEXANDER'S INC	COM	014752109	150275	484368	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COM	015271109	43	455	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COM	015271109	94	1000	SH	DEFINE
ALEXANDRIA REAL ESTATE EQUITIES IN	COM	015271109	24003	255900	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	4835	142300	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	222656	770408	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	279	966	SH	DEFINE
ALLERGAN INC	COM	018490102	45044	400000	SH	DEFINE
ALLERGAN INC	COM	018490102	12348	109650	SH	DEFINE
ALLERGAN INC	COM	018490102	10375	92130	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	1357	24593	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	86679	1570554	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	1998	36200	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC	COM	018772103	21350	5207200	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	LTD PARTNERSHIP	01881G106	1	19	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	LTD PARTNERSHIP	01881G106	11579	167830	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	LTD PARTNERSHIP	01881G106	759	11000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	LTD PARTNERSHIP	01881G106	207	3000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	LTD PARTNERSHIP	01881G106	414	6000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	57	1600	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	168110	4705000	SH	DEFINE
ALLIED CAPITAL CORP	COM	01903Q108	511	16911	SH	DEFINE
ALLIED IRISH BANKS PLC	SPONSORED ADR	019228402	5131	94918	SH	DEFINE
ALLIED IRISH BANKS PLC	SPONSORED ADR	019228402	1455	26921	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	PFD CV D 6.25%	019589704	14958	48000	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COM	01988P108	142354	6340920	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COM	01988P108	3383	150700	SH	DEFINE
ALLSTATE CORP	COM	020002101	11210	178700	SH	DEFINE
ALLSTATE CORP	COM	020002101	125	2000	SH	DEFINE
ALLSTATE CORP	COM	020002101	15604	248747	SH	DEFINE
ALLSTATE CORP	COM	020002101	9217	146931	SH	DEFINE
ALLSTATE CORP	COM	020002101	4733	75455	SH	DEFINE
ALLSTATE CORP	COM	020002101	69	1100	SH	DEFINE
ALLSTATE CORP	COM	020002101	12	190	SH	DEFINE
ALLTEL CORP	COM	020039103	1959	35290	SH	DEFINE
ALLTEL CORP	COM	020039103	363	6545	SH	DEFINE
ALLTEL CORP	COM	020039103	16450	296405	SH	DEFINE
ALLTEL CORP	COM	020039103	49526	892360	SH	DEFINE
ALLTEL CORP	COM	020039103	56	1000	SH	DEFINE
ALLTEL CORP	COM	020039103	7	120	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	18940	1201800	SH	DEFINE
ALTERA CORP	COM	021441100	51000	2774730	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	747966	9770949	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	3	43	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	14832	193753	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	21212	277098	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	17476	228298	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	130	1700	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	22	290	SH	DEFINE

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

ALZA CORP	SDCV 7/2	02261WAB5	1344375	15000000	PRN	DEFINE
AMBAC FINANCIAL GROUP INC	COM	023139108	7729	93400	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COM	023139108	54	650	SH	DEFINE
AMDOCS LTD	COM	G02602103	2630	66416	SH	DEFINE
AMDOCS LTD	COM	G02602103	2768	69900	SH	DEFINE
AMDOCS LTD	COM	G02602103	217744	5498589	SH	DEFINE
AMDOCS LTD	COM	G02602103	3140	79300	SH	DEFINE
AMEDISYS INC	COM	023436108	861	21700	SH	DEFINE
AMEREN CORP	COM	023608102	5260	99636	SH	DEFINE
AMEREN CORP	COM	023608102	727401	13779141	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	1378	35000	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	86	2196	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	75432	1915976	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	119725	3041020	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	18264	463900	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	1732	44000	SH	DEFINE
AMERICA MOVIL SA DE CV	SPONSORED ADR	02364W105	669	17000	SH	DEFINE
AMERICAN AXLE & MFG HOLDINGS INC	COM	024061103	20445	1225000	SH	DEFINE
AMERICAN COMMERCIAL LINES	COM	025195207	14686	247035	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COM	02553E106	7734	176446	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	15	405	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	1913	52602	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	400619	11015100	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	32848	585728	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	4	64	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	1069188	16136246	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	43860	661943	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	39862	601600	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	227018	3426177	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	265038	3999970	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	4928	74377	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	25513	385043	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	131352	1982367	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	43076	650105	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	2243	33850	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	9292	140228	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	97982	1478745	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	137	2070	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	6993	105541	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	1643	24796	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COM	027070101	7586	975000	SH	DEFINE
AMERICAN ITALIAN PASTA CO	COM	027070101	37	4787	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	6035	327470	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	49956	2710570	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	2291	124300	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	NOTE 3.250% 7/0	02744MAA6	17588	15000000	PRN	DEFINE
AMERICAN NATIONAL INSURANCE CO	COM	028591105	93253	804600	SH	DEFINE
AMERICAN PACIFIC CORP	COM	028740108	4667	610000	SH	DEFINE
AMERICAN POWER CONVERSION CORP	COM	029066107	10980	500000	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	259733	6188550	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	787	18750	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	12813	305300	SH	DEFINE
AMERICAN STATES WATER CO	COM	029899101	11747	307100	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	70	1909	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	13425	367810	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	106804	2926144	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	292	8000	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	730	20000	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	27683	821690	SH	DEFINE
AMERIPRISE FINANCIAL INC	COM	03076C106	3537	75410	SH	DEFINE
AMERIPRISE FINANCIAL INC	COM	03076C106	7	149	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	4834	106940	SH	DEFINE

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

AMERISOURCEBERGEN CORP	COM	03073E105	2327	51480	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	303	6700	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	856	18937	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	627	13880	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	41	900	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	6	140	SH	DEFINE
AMERUS GROUP CO	COM	03072M108	22103	325000	SH	DEFINE
AMERUS GROUP CO	COM	03072M108	27	400	SH	DEFINE
AMERUS GROUP CO	COM	03072M108	0	4	SH	DEFINE
AMETEK INC	COM	031100100	527	12100	SH	DEFINE
AMGEN INC	COM	031162100	61	859	SH	DEFINE
AMGEN INC	COM	031162100	66666	932000	SH	DEFINE
AMGEN INC	COM	031162100	722	10100	SH	DEFINE
AMGEN INC	COM	031162100	59949	838096	SH	DEFINE
AMGEN INC	COM	031162100	117126	1637442	SH	DEFINE
AMGEN INC	COM	031162100	179	2500	SH	DEFINE
AMGEN INC	COM	031162100	31	440	SH	DEFINE
AMR CORP	COM	001765106	24991	1080000	SH	DEFINE
AMR CORP	COM	001765106	11	488	SH	DEFINE
AMR CORP	COM	001765106	0	9	SH	DEFINE
AMREP CORP	COM	032159105	293	6000	SH	DEFINE
AMSOUTH BANCORPORATION	COM	032165102	86202	2968400	SH	DEFINE
AMSOUTH BANCORPORATION	COM	032165102	42	1455	SH	DEFINE
ANADARKO PETROLEUM CORP	COM	032511107	18	400	SH	DEFINE
ANADARKO PETROLEUM CORP	COM	032511107	4351	99262	SH	DEFINE
ANADARKO PETROLEUM CORP	COM	032511107	5	110	SH	DEFINE
ANADIGICS INC	COM	032515108	4451	621600	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	7677	261206	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	11221	381800	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	21655	2469220	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	23446	2673460	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	1396	159200	SH	DEFINE
ANGLO AMERICAN PLC	SPONSORED ADR	03485P102	45	2155	SH	DEFINE
ANGLO AMERICAN PLC	SPONSORED ADR	03485P102	12047	570958	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	119	3150	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	140811	3731073	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	39904	839900	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	2274	47873	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	5474	115224	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	45708	962070	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	43598	917657	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	233	4900	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	30	640	SH	DEFINE
ANNALY CAPITAL MANAGEMENT INC	COM	035710409	190	14425	SH	DEFINE
ANSYS INC	COM	03662Q105	27	600	SH	DEFINE
ANSYS INC	COM	03662Q105	1935	43790	SH	DEFINE
AON CORP	COM	037389103	932	27521	SH	DEFINE
AON CORP	COM	037389103	22639	668423	SH	DEFINE
AON CORP	COM	037389103	8	235	SH	DEFINE
AON CORP	COM	037389103	11651	343980	SH	DEFINE
AON CORP	COM	037389103	74	2199	SH	DEFINE
AON CORP	COM	037389103	1726	50970	SH	DEFINE
AON CORP	COM	037389103	3067	90561	SH	DEFINE
AON CORP	COM	037389103	30389	897230	SH	DEFINE
APACHE CORP	COM	037411105	2112	33420	SH	DEFINE
APACHE CORP	COM	037411105	1	13	SH	DEFINE
APACHE CORP	COM	037411105	41	650	SH	DEFINE
APACHE CORP	COM	037411105	29533	467289	SH	DEFINE
APACHE CORP	COM	037411105	14	220	SH	DEFINE
APEX SILVER MINES LTD	COM	G04074103	3332	200000	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	31739	2086700	SH	DEFINE
APOLLO GROUP INC	COM	037604105	3	53	SH	DEFINE

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

APOLLO GROUP INC	COM	037604105	5225	106123	SH	DEFINE
APOLLO GROUP INC	COM	037604105	719	14606	SH	DEFINE
APOLLO GROUP INC	COM	037604105	148	3000	SH	DEFINE
APOLLO GROUP INC	COM	037604105	443	9000	SH	DEFINE
APOLLO INVESTMENT CORP	COM	03761U106	4102	200000	SH	DEFINE
APOLLO INVESTMENT CORP	COM	03761U106	12	600	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	75	968	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	77030	1000000	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	136	1760	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	27135	352269	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	114228	1482901	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	39	500	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	5	70	SH	DEFINE
APPLE COMPUTER INC	COM	037833100	231	3000	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	1742	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	106	3200	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	1069	32300	SH	DEFINE
APPLERA CORP-CELERA GENOMICS GROUP	COM	038020202	21	1500	SH	DEFINE
APPLERA CORP-CELERA GENOMICS GROUP	COM	038020202	1746	125400	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COM	03820C105	34313	1406250	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	1	77	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	244	13770	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	3242	182844	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	20442	1152982	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	152	8600	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	17	960	SH	DEFINE
APTARGROUP INC	COM	038336103	21247	417600	SH	DEFINE
AQUA AMERICA INC	COM	03836W103	238	10866	SH	DEFINE
AQUANTIVE INC	COM	03839G105	50482	2137240	SH	DEFINE
AQUANTIVE INC	COM	03839G105	1009	42700	SH	DEFINE
AQUILA INC	COM	03840P102	584	134800	SH	DEFINE
AQUILA INC	COM	03840P102	908	209710	SH	DEFINE
AQUILA INC	COM	03840P102	53	12140	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD	038496204	1475	29644	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD	038496204	12	243	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD	038496204	9277	186400	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD	038496204	12	249	SH	DEFINE
ARACRUZ CELULOSE SA	SPON ADR PFD	038496204	398	8000	SH	DEFINE
ARBOR REALTY TRUST INC	COM	038923108	16555	647700	SH	DEFINE
ARCH COAL INC	COM	039380100	18734	648000	SH	DEFINE
ARCH COAL INC	COM	039380100	12	400	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	9592	253223	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	2105	38675	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	3141	57700	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	1813	33300	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	327	6000	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	1317	24200	SH	DEFINE
ARES CAPITAL CORP	COM	04010L103	12472	715957	SH	DEFINE
ARES CAPITAL CORP	COM	04010L103	13825	793622	SH	DEFINE
ARGON ST INC	COM	040149106	14118	589000	SH	DEFINE
ARGON ST INC	COM	040149106	26000	1084670	SH	DEFINE
ARGON ST INC	COM	040149106	99	4150	SH	DEFINE
ARIBA INC	COM	04033V203	0	22	SH	DEFINE
ARIBA INC	COM	04033V203	12082	1613100	SH	DEFINE
ARIES MARITIME TRANSPRT LTD	COM	G0474B105	3802	365600	SH	DEFINE
ARLINGTON TANKERS LTD	COM	G04899103	2279	101000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	7023	612800	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	19521	1703423	SH	DEFINE
ARROW ELECTRONICS INC	COM	042735100	787	28700	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	66289	2485530	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	51	1930	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	19	700	SH	DEFINE

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

ASHFORD HOSPITALITY TRUST	COM	044103109	1151	96500	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	23929	2005800	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	917	76900	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	418	35000	SH	DEFINE
ASHFORD HOSPITALITY TRUST	COM	044103109	1185	99300	SH	DEFINE
ASHLAND INC	COM	044209104	15632	245094	SH	DEFINE
ASHLAND INC	COM	044209104	378	5925	SH	DEFINE
ASM INTERNATIONAL NV	COM	N07045102	362	25000	SH	DEFINE
ASML HOLDING NV	NEW YORK SHARES	N07059111	9793	420660	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	50880	1969800	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	12050	466496	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	7	289	SH	DEFINE
ASSURANT INC	COM	04621X108	45580	853400	SH	DEFINE
ASSURANT INC	COM	04621X108	35	659	SH	DEFINE
ASTEC INDUSTRIES INC	COM	046224101	4644	183931	SH	DEFINE
ASTEC INDUSTRIES INC	COM	046224101	4227	167400	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	29182	466909	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	1047	16750	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	22388	358200	SH	DEFINE
AT&T INC	COM	00206R102	10410	319730	SH	DEFINE
AT&T INC	COM	00206R102	3278	100666	SH	DEFINE
AT&T INC	COM	00206R102	18770	576484	SH	DEFINE
AT&T INC	COM	00206R102	27285	838004	SH	DEFINE
AT&T INC	COM	00206R102	862964	26503794	SH	DEFINE
AT&T INC	COM	00206R102	1213	37255	SH	DEFINE
AT&T INC	COM	00206R102	33519	1029439	SH	DEFINE
AT&T INC	COM	00206R102	155	4770	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	30980	1708797	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	928	51200	SH	DEFINE
ATI TECHNOLOGIES INC	COM	001941103	241931	11278840	SH	DEFINE
ATI TECHNOLOGIES INC	COM	001941103	65	2705	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COM	049079205	10031	542800	SH	DEFINE
ATMEL CORP	COM	049513104	95	15700	SH	DEFINE
ATMI INC	COM	00207R101	5887	202500	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	38084	1333948	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	304	10641	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	115057	4030000	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	11764	261600	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	45	1000	SH	DEFINE
AURIZON MINES LTD	COM	05155P106	5346	1800000	SH	DEFINE
AUSTRALIA & NEW ZEALAND BANKING GR	SPONSORED ADR	052528304	2894	28950	SH	DEFINE
AUTODESK INC	COM	052769106	8942	257100	SH	DEFINE
AUTOLIV INC	COM	052800109	1229	22293	SH	DEFINE
AUTOLIV INC	COM	052800109	1295	23500	SH	DEFINE
AUTOLIV INC	COM	052800109	1263	22913	SH	DEFINE
AUTOLIV INC	COM	052800109	15067	273391	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	1159	24488	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	37872	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	11798	249216	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	17814	376300	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	313	2600	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	3383	28100	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	1818	15100	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	1312	10900	SH	DEFINE
AVANIR PHARMACEUTICALS	COM	05348P401	3065	442900	SH	DEFINE
AVAYA INC	COM	053499109	98946	8649140	SH	DEFINE
AVAYA INC	COM	053499109	18406	1608891	SH	DEFINE
AVAYA INC	COM	053499109	193	16900	SH	DEFINE
AVAYA INC	COM	053499109	59	5169	SH	DEFINE
AVAYA INC	COM	053499109	1916	167500	SH	DEFINE
AVAYA INC	COM	053499109	39524	3454856	SH	DEFINE
AVENTINE RENEWABLE ENERGY HOLDINGS	COM	05356X403	1968	92000	SH	DEFINE

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

AVERY DENNISON CORP	COM	053611109	1762	29290	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	42	700	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	27799	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	30	500	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	1087	18070	SH	DEFINE
AVIS BUDGET GROUP INC	COM	053774105	23726	1297207	SH	DEFINE
AVIS BUDGET GROUP INC	COM	053774105	1846	100918	SH	DEFINE
AVNET INC	COM	053807103	602	30700	SH	DEFINE
AVOCENT CORP	COM	053893103	41084	1364000	SH	DEFINE
AVOCENT CORP	COM	053893103	6138	203800	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	117	3800	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	24504	799230	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	30653	830468	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	1420	38480	SH	DEFINE
AXCAN PHARMA INC	COM	054923107	87745	5776522	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COM	G0692U109	1331	38380	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COM	G0692U109	8374	241400	SH	DEFINE
AZTAR CORP	COM	054802103	48584	916500	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1402	20561	SH	DEFINE
BAKER HUGHES INC	COM	057224107	4232	62050	SH	DEFINE
BALDWIN & LYONS INC	COM	057755209	5529	228264	SH	DEFINE
BALL CORPORATION	COM	058498106	441	10900	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTARIA SA	SPONSORED ADR	05946K101	5620	242991	SH	DEFINE
BANCO BRADESCO SA	SPON ADR PFD	059460303	11950	358318	SH	DEFINE
BANCO BRADESCO SA	SPON ADR PFD	059460303	379204	11370424	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	CL E	P16994132	33650	2154300	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	SPONSORED ADR	05964H105	24206	1533020	SH	DEFINE
BANCO SANTANDER CENTRAL HISPANO SA	SPONSORED ADR	05964H105	514	32540	SH	DEFINE
BANK MUTUAL CORP	COM	063750103	7540	621590	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	26316	491239	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	31398	586109	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	16351	305227	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	8450	157732	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	23000	429354	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	70934	1324142	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	1314440	24536863	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	2130	39760	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	6426	119962	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	87168	1627181	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	5125	95665	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	1235	23050	SH	DEFINE
BANK OF HAWAII CORP	COM	062540109	635	13178	SH	DEFINE
BANK OF IRELAND	SPONSORED ADR	46267Q103	217	2750	SH	DEFINE
BANK OF MONTREAL	COM	063671101	319385	4724625	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	526263	14925210	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	12783	362523	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	1723	48871	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	18536	525694	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	18576	526838	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	9	263	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	804	22810	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	5835	165483	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	68005	1928665	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	4133	117211	SH	DEFINE
BANK OF NEW YORK CO INC	COM	064057102	972	27575	SH	DEFINE
BANK OF NOVA SCOTIA	COM	064149107	404461	8419263	SH	DEFINE
BANK OF NOVA SCOTIA	COM	064149107	583	13532	SH	DEFINE
BANTA CORP	COM	066821109	3	70	SH	DEFINE
BANTA CORP	COM	066821109	200	4200	SH	DEFINE
BARCLAYS PLC	SPONSORED ADR	06738E204	3645	71786	SH	DEFINE
BARCLAYS PLC	SPONSORED ADR	06738E204	14	270	SH	DEFINE
BARNES & NOBLES INC	COM	067774109	42	1100	SH	DEFINE

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

BARNES & NOBLES INC	COM	067774109	281	7400	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	14548	423763	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	33930	988341	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	24829	723238	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	192	6234	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	220465	7176589	SH	DEFINE
BASF AG	SPONSORED ADR	055262505	4707	58770	SH	DEFINE
BASF AG	SPONSORED ADR	055262505	14113	176191	SH	DEFINE
BASF AG	SPONSORED ADR	055262505	570	7120	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COM	070203104	14197	874200	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COM	070203104	16	1000	SH	DEFINE
BAUSCH & LOMB INC	COM	071707103	222416	4436787	SH	DEFINE
BAUSCH & LOMB INC	COM	071707103	160	3200	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	18184	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	2482	54591	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	1959	43100	SH	DEFINE
BAYTEX ENERGY TR	COM	073176109	518	22200	SH	DEFINE
BB&T CORP	COM	054937107	209	4774	SH	DEFINE
BBVA BANCO FRANCES SA	SPONSORED ADR	07329M100	11333	1531450	SH	DEFINE
BCE INC	COM	05534B760	692116	22827058	SH	DEFINE
BCE INC	COM	05534B760	263836	8720117	SH	DEFINE
BCE INC	COM	05534B760	9771	322263	SH	DEFINE
BCE INC	COM	05534B760	79319	2616078	SH	DEFINE
BCE INC	COM	05534B760	1310	48365	SH	DEFINE
BCE INC	COM	05534B760	1801	63460	SH	DEFINE
BCE INC	COM	05534B760	63079	2086449	SH	DEFINE
BCE INC	COM	05534B760	182	6011	SH	DEFINE
BCE INC	COM	05534B760	1867	61574	SH	DEFINE
BEA SYSTEMS INC	COM	073325102	228	15000	SH	DEFINE
BEACON ROOFING SUPPLY INC	COM	073685109	31	1532	SH	DEFINE
BEACON ROOFING SUPPLY INC	COM	073685109	32579	1609650	SH	DEFINE
BEAR STEARNS & CO INC	COM	073902108	127148	907549	SH	DEFINE
BEAR STEARNS & CO INC	COM	073902108	705	5032	SH	DEFINE
BEARINGPOINT INC	COM	074002106	8970	1141250	SH	DEFINE
BEARINGPOINT INC	COM	074002106	2891	367763	SH	DEFINE
BEARINGPOINT INC	COM	074002106	23482	2987500	SH	DEFINE
BEARINGPOINT INC	COM	074002106	14580	1855000	SH	DEFINE
BEARINGPOINT INC	COM	074002106	99	12595	SH	DEFINE
BEARINGPOINT INC	COM	074002106	10836	1378660	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	397	6900	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	1721	29900	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	95391	1349812	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	92	1300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1647	23300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	2026	28675	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	5084	132890	SH	DEFINE
BELLSOUTH CORP	COM	079860102	503171	11770080	SH	DEFINE
BELLSOUTH CORP	COM	079860102	2798	65452	SH	DEFINE
BELLSOUTH CORP	COM	079860102	245	5730	SH	DEFINE
BELLSOUTH CORP	COM	079860102	31291	731961	SH	DEFINE
BELLSOUTH CORP	COM	079860102	525490	12292172	SH	DEFINE
BELLSOUTH CORP	COM	079860102	17	390	SH	DEFINE
BEMIS COMPANY INC	COM	081437105	77490	2358200	SH	DEFINE
BEMIS COMPANY INC	COM	081437105	12379	376734	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1446	40859	SH	DEFINE
BERKLEY W R CORP	COM	084423102	22	635	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	410599	4286	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	4024	42	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	22034	230	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	1110503	349875	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	16	5	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	19142	6031	SH	DEFINE

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

BERKSHIRE HATHAWAY INC	COM	084670207	1320	416	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	23140	432030	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	10382	193834	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	402	7500	SH	DEFINE
BEST BUY COMPANY INC	SDCV 2.250% 1/1	086516AF8	14580	12000000	PRN	DEFINE
BEVERLY HILLS BANCORP INC	COM	087866109	5712	700000	SH	DEFINE
BEVERLY HILLS BANCORP INC	COM	087866109	8	1000	SH	DEFINE
BG GROUP PLC	SPONSORED ADR	055434203	6770	111045	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	4998	131940	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	20571	902232	SH	DEFINE
BIG LOTS INC	COM	089302103	44573	2250000	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	14662	596970	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	17872	400000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	6917	154820	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	32046	717244	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	357	8000	SH	DEFINE
BIOGEN IDEC INC	NOTE 2/1	449370AC9	633500	3500000	PRN	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	188	6200	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	38068	1254700	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	1866	61500	SH	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	1153	38000	SH	DEFINE
BIOMET INC	COM	090613100	1125	34950	SH	DEFINE
BIOMET INC	COM	090613100	4284	133084	SH	DEFINE
BIOMET INC	COM	090613100	77	2400	SH	DEFINE
BIOMET INC	COM	090613100	10	320	SH	DEFINE
BIOVAIL CORP	COM	09067J109	6	371	SH	DEFINE
BIOVAIL CORP	COM	09067J109	326	21400	SH	DEFINE
BIOVAIL CORP	COM	09067J109	2	143	SH	DEFINE
BISYS GROUP INC	COM	055472104	255	23486	SH	DEFINE
BJ SERVICES CO	COM	055482103	11695	388153	SH	DEFINE
BJ SERVICES CO	COM	055482103	13	438	SH	DEFINE
BJ'S RESTAURANT INC	COM	09180C106	11912	541200	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	4675	58918	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	18	221	SH	DEFINE
BLACKBAUD INC	COM	09227Q100	11	500	SH	DEFINE
BLACKBAUD INC	COM	09227Q100	6335	288100	SH	DEFINE
BLACKROCK GLOBAL OPP EQTY TR	COM	092501105	809	30675	SH	DEFINE
BLACKROCK INC	COM	09247X101	15	100	SH	DEFINE
BLACKROCK INC	COM	09247X101	29732	199541	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIPAL	COM	09249U105	533	36750	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	9257	2410730	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	2	485	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	3135	816440	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	9797	359922	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	2198	80749	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	16846	618900	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	325	11950	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	181	6640	SH	DEFINE
BOB EVANS FARMS INC	COM	096761101	14858	490700	SH	DEFINE
BOEING CO	COM	097023105	1	10	SH	DEFINE
BOEING CO	COM	097023105	78850	1000000	SH	DEFINE
BOEING CO	COM	097023105	189	2400	SH	DEFINE
BOEING CO	COM	097023105	2479	31437	SH	DEFINE
BOEING CO	COM	097023105	23792	301733	SH	DEFINE
BOEING CO	COM	097023105	47	600	SH	DEFINE
BOEING CO	COM	097023105	8	100	SH	DEFINE
BORG WARNER INC	COM	099724106	2020	35340	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COM	101119105	13794	494760	SH	DEFINE
BOSTON PRIVATE FINANCIAL HOLDINGS	COM	101119105	538	19300	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	2511	24300	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	282	2728	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	607376	41066700	SH	DEFINE

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

BOSTON SCIENTIFIC CORP	COM	101137107	30721	2077146	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	240761	16278601	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	0	28	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	10226	691440	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	9551	645793	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	5193	351136	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	822	55550	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	3231	218480	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	32566	2201875	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	45	3060	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	1908	128990	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	481	32530	SH	DEFINE
BOTTOMLINE TECHNOLOGIES INC	COM	101388106	6825	699259	SH	DEFINE
BOWATER INC	COM	102183100	16341	794400	SH	DEFINE
BOWATER INC	COM	102183100	6241	303420	SH	DEFINE
BOWATER INC	COM	102183100	45873	2230100	SH	DEFINE
BOWATER INC	COM	102183100	11218	545378	SH	DEFINE
BOWATER INC	COM	102183100	77	3740	SH	DEFINE
BOWATER INC	COM	102183100	88	4270	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	12	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	14426	219970	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	2918	44500	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	28935	441210	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	28358	432412	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	19359	295200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	6335	96600	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	84412	1287168	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	300901	4588300	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COM	055630107	3616	49200	SH	DEFINE
BRADY CORP	COM	104674106	168273	4785923	SH	DEFINE
BRADY CORP	COM	104674106	70	2000	SH	DEFINE
BRANDYWINE REALTY TRUST	COM	105368203	62	1900	SH	DEFINE
BRANDYWINE REALTY TRUST	COM	105368203	37410	1149300	SH	DEFINE
BRE PROPERTIES INC	COM	05564E106	1214	20332	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	26892	976100	SH	DEFINE
BRINKS COMPANY	COM	109696104	220	4150	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	542156	21755860	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	36254	1454817	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	3133	125715	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	21317	855431	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	15567	624660	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	457188	18346208	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2413	96830	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	3603	144581	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	73047	2931275	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	96	3860	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	1691	67845	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	101	4058	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	2116	61500	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	10437	303390	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	57304	1665800	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	552	16055	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	3885	112940	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	121	3520	SH	DEFINE
BRITISH AIRWAYS PLC	SPONSORED ADR	110419306	658	8225	SH	DEFINE
BRITISH AIRWAYS PLC	SPONSORED ADR	110419306	40010	500000	SH	DEFINE
BRITISH AIRWAYS PLC	SPONSORED ADR	110419306	5	58	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	6891	125950	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	17	305	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	SPONSORED ADR	111013108	18174	442517	SH	DEFINE
BROADCOM CORP	COM	111320107	49	1619	SH	DEFINE
BROADCOM CORP	COM	111320107	2097	69127	SH	DEFINE

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

BROADCOM CORP	COM	111320107	37697	1242475	SH	DEFINE
BRONCO DRILLING COMPANY INC	COM	112211107	2461	140000	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COM	112463104	1188	25600	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	62	1405	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	169485	3429490	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	31	690	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	39975	901550	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	39	1117	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	27447	777100	SH	DEFINE
BROWN & BROWN INC	COM	115236101	24430	799410	SH	DEFINE
BROWN SHOE CO INC	COM	115736100	48223	1345500	SH	DEFINE
BROWN-FORMAN CORP	COM	115637100	51971	671720	SH	DEFINE
BROWN-FORMAN CORP	COM	115637209	117509	1533064	SH	DEFINE
BROWN-FORMAN CORP	COM	115637209	233	3040	SH	DEFINE
BUCKEYE PARTNERS LP	LTD PARTNERSHIP	118230101	273	6260	SH	DEFINE
BUNGE LTD	COM	G16962105	128156	2211500	SH	DEFINE
BUNGE LTD	COM	G16962105	2622	45240	SH	DEFINE
BUNGE LTD	COM	G16962105	327	5640	SH	DEFINE
BUNGE LTD	COM	G16962105	24598	424468	SH	DEFINE
BUNGE LTD	COM	G16962105	182949	3157008	SH	DEFINE
BUNGE LTD	COM	G16962105	2712	46800	SH	DEFINE
BUNGE LTD	COM	G16962105	116	2000	SH	DEFINE
BUNGE LTD	COM	G16962105	19	320	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	41861	570000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	42550	579383	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	367	5000	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	1887	42332	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	140400	3149398	SH	DEFINE
C R BARD INC	COM	067383109	1263	16843	SH	DEFINE
C R BARD INC	COM	067383109	1260	16800	SH	DEFINE
C R BARD INC	COM	067383109	94529	1260385	SH	DEFINE
C R BARD INC	COM	067383109	2190	29200	SH	DEFINE
CA, INC.	COM	12673P105	609	25717	SH	DEFINE
CABLEVISION SYSTEMS CORP	COM	12686C109	137064	6035410	SH	DEFINE
CABLEVISION SYSTEMS CORP	COM	12686C109	40	1757	SH	DEFINE
CABOT CORP	COM	127055101	30385	816800	SH	DEFINE
CABOT CORP	COM	127055101	33200	892466	SH	DEFINE
CABOT CORP	COM	127055101	464	12470	SH	DEFINE
CABOT CORP	COM	127055101	13533	363783	SH	DEFINE
CABOT OIL & GAS CORP	COM	127097103	14743	307600	SH	DEFINE
CADBURY SCHWEPPEES PLC	SPONSORED ADR	127209302	75	1750	SH	DEFINE
CADBURY SCHWEPPEES PLC	SPONSORED ADR	127209302	32222	753371	SH	DEFINE
CADBURY SCHWEPPEES PLC	SPONSORED ADR	127209302	402	9390	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	452064	26654697	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	21771	1283659	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	4029	237538	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1361	80260	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	27	1600	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	2169	127896	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	3957	233309	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	44343	2614590	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	2116	124760	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1117	65852	SH	DEFINE
CAE INC	COM	124765108	5369	563373	SH	DEFINE
CAE INC	COM	124765108	30632	3214304	SH	DEFINE
CAE INC	COM	124765108	16155	1695145	SH	DEFINE
CAE INC	COM	124765108	192	20096	SH	DEFINE
CALAMOS ASSET MANAGEMENT INC	COM	12811R104	22782	777027	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	18808	628416	SH	DEFINE
CALUMET SPECIALTY PRODS PTNRS	COM	131476103	207	6475	SH	DEFINE
CAMBIOR INC	COM	13201L103	8350	2130000	SH	DEFINE
CAMDEN PROPERTY TRUST	COM	133131102	219	2883	SH	DEFINE

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

CAMECO CORP	COM	13321L108	896	22000	SH	DEFINE
CAMECO CORP	COM	13321L108	200	4900	SH	DEFINE
CAMECO CORP	COM	13321L108	46379	1197145	SH	DEFINE
CAMECO CORP	COM	13321L108	658	18000	SH	DEFINE
CAMECO CORP	COM	13321L108	1144	28500	SH	DEFINE
CAMECO CORP	COM	13321L108	512	14000	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	979	26829	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COM	136069101	259245	3077092	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COM	136069101	226	2982	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	326184	6977202	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	7234	172480	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COM	136385101	226134	4439215	SH	DEFINE
CANADIAN NATURAL RESOURCES LTD	COM	136385101	150	3300	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	120619	2170965	SH	DEFINE
CANADIAN PACIFIC RAILWAY LTD	COM	13645T100	145	2918	SH	DEFINE
CANON INC	SPONSORED ADR	138006309	6038	115469	SH	DEFINE
CANON INC	SPONSORED ADR	138006309	19031	363958	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	173591	2206850	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	42	533	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	455	5780	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	2071	26323	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	66486	845237	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	157	2000	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	21	270	SH	DEFINE
CAPITAL TRUST- CL A- REIT	COM	14052H506	95	2335	SH	DEFINE
CAPITAL TRUST- CL A- REIT	COM	14052H506	24556	602900	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	4245	164408	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	678	26251	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	386	14934	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	219040	8483355	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	2460	95290	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	196	7587	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	30	1172	SH	DEFINE
CAPITALSOURCE INC	BCV 3.500% 7/1	14055XAD4	8748	8000000	PRN	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	526	8000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	3650	55521	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	19722	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1515	23040	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	2890	43967	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	5326	81013	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	738	11220	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	4850	73777	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	1347	104700	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	2167	187628	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	434	19300	SH	DEFINE
CAREMARK RX INC	COM	141705103	937	16537	SH	DEFINE
CAREMARK RX INC	COM	141705103	4286	75625	SH	DEFINE
CAREMARK RX INC	COM	141705103	277	4880	SH	DEFINE
CAREMARK RX INC	COM	141705103	220	3878	SH	DEFINE
CAREMARK RX INC	COM	141705103	32405	571815	SH	DEFINE
CARLISLE COMPANIES INC	COM	142339100	258442	3073037	SH	DEFINE
CARNIVAL CORP	COM	143658300	14898	316770	SH	DEFINE
CARNIVAL CORP	COM	143658300	3667	77963	SH	DEFINE
CARNIVAL CORP	COM	143658300	23515	500000	SH	DEFINE
CARNIVAL CORP	COM	143658300	2300	48902	SH	DEFINE
CARNIVAL CORP	COM	143658300	9400	199882	SH	DEFINE
CARNIVAL CORP	COM	143658300	115664	2459359	SH	DEFINE
CARNIVAL CORP	COM	143658300	3178	67570	SH	DEFINE
CARNIVAL CORP	COM	143658300	64953	1381100	SH	DEFINE
CARNIVAL CORP	BCV 2.000% 4/1	143658AN2	32472	26020000	PRN	DEFINE
CASELLA WASTE SYSTEMS INC	COM	147448104	14823	1433593	SH	DEFINE
CASEYS GENERAL STORES INC	COM	147528103	37033	1662900	SH	DEFINE

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

CATERPILLAR INC	COM	149123101	6470	98327	SH	DEFINE
CATERPILLAR INC	COM	149123101	132	2000	SH	DEFINE
CATO CORP	COM	149205106	9860	450000	SH	DEFINE
CAVALIER HOMES INC	COM	149507105	1378	432000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COM	12497T101	339	13800	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	COM	124830100	23281	555500	SH	DEFINE
CBS CORP	COM	124857103	2822	100000	SH	DEFINE
CBS CORP	COM	124857103	263	9335	SH	DEFINE
CBS CORP	COM	124857202	84989	3017014	SH	DEFINE
CBS CORP	COM	124857202	1409	50000	SH	DEFINE
CBS CORP	COM	124857202	306	10875	SH	DEFINE
CBS CORP	COM	124857202	2953	104815	SH	DEFINE
CBS CORP	COM	124857202	6	219	SH	DEFINE
CDI CORP	COM	125071100	9228	445600	SH	DEFINE
CDW CORP	COM	12512N105	467	7575	SH	DEFINE
CDW CORP	COM	12512N105	8	122	SH	DEFINE
CE FRANKLIN LTD	COM	125151100	238	18900	SH	DEFINE
CEDAR FAIR LP	LTD PARTNERSHIP	150185106	1757	66775	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM	150602209	43	2650	SH	DEFINE
CEDAR SHOPPING CENTERS INC	COM	150602209	35660	2205300	SH	DEFINE
CELANESE CORP	PFD 4.25% CONV	150870202	10313	375000	SH	DEFINE
CELESTICA INC	COM	15101Q108	3693	343812	SH	DEFINE
CELESTICA INC	COM	15101Q108	19442	1622838	SH	DEFINE
CELESTICA INC	COM	15101Q108	116	9685	SH	DEFINE
CELGENE CORP	COM	151020104	941	21722	SH	DEFINE
CELGENE CORP	COM	151020104	29778	687711	SH	DEFINE
CELGENE CORP	COM	151020104	137275	3170322	SH	DEFINE
CELGENE CORP	COM	151020104	195	4500	SH	DEFINE
CELGENE CORP	COM	151020104	650	15000	SH	DEFINE
CELGENE CORP	NOTE 1.750% 6/0	151020AC8	17938	5000000	PRN	DEFINE
CELL GENESYS INC	COM	150921104	3702	810000	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	195	6476	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	902	30000	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	5130	170561	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	1877	62400	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	35144	1168336	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	639	21240	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	1263	42000	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	451	15000	SH	DEFINE
CENTENNIAL BANK HOLDINGS INC	COM	151345303	26234	2710110	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	75	5250	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	119523	8346600	SH	DEFINE
CENTERPOINT ENERGY INC	NOTE 3.750% 5/1	15189TAM9	12800	10000000	PRN	DEFINE
CENTEX CORP	COM	152312104	42	800	SH	DEFINE
CENTEX CORP	COM	152312104	28446	540600	SH	DEFINE
CENTRAL FUND CANADA- CLASS A	COM	153501101	8873	1055000	SH	DEFINE
CENTRAL GARDEN & PET CO	COM	153527106	8774	181800	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	13454	815400	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	495	29987	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	7725	468200	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	201	12211	SH	DEFINE
CENTRAL PARKING CORP	COM	154785109	2758	167165	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COM	155771108	584	26400	SH	DEFINE
CENTRAL VERMONT PUBLIC SERVICE COR	COM	155771108	44	2000	SH	DEFINE
CENTURYTEL INC	COM	156700106	539	13593	SH	DEFINE
CENTURYTEL INC	COM	156700106	4	93	SH	DEFINE
CENVEO INC	COM	15670S105	2633	139900	SH	DEFINE
CEPHALON INC	COM	156708109	6392	103508	SH	DEFINE
CERIDIAN CORP	COM	156779100	2450	109589	SH	DEFINE
CERIDIAN CORP	COM	156779100	473	21173	SH	DEFINE
CERIDIAN CORP	COM	156779100	163	7300	SH	DEFINE
CERNER CORP	COM	156782104	1939	42700	SH	DEFINE

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

CGI GROUP INC	COM	39945C109	6886	940700	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COM	158787101	5594	920000	SH	DEFINE
CHAPARRAL STEEL	COM	159423102	30654	900000	SH	DEFINE
CHAPARRAL STEEL	COM	159423102	11	322	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COM	159864107	1	22	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COM	159864107	380	8760	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COM	159864107	230	5295	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COM	159864107	13784	317525	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COM	159864107	139	3200	SH	DEFINE
CHARLES RIVER LABORATORIES INTL IN	COM	159864107	24	550	SH	DEFINE
CHARLES SCHWAB CORP	COM	808513105	1310	73166	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	63189	4425000	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	8	557	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	54	2700	SH	DEFINE
CHARTERMAC	LTD PARTNERSHIP	160908109	27457	1375600	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	296773	15578645	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	242293	12718770	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	17319	909143	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	27518	1444520	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	1476	77496	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	7406	388780	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	3243	170260	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	26481	1390101	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	134	7030	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	3381	177470	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	ORD	M22465104	768	40310	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	15090	508409	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	18086	624100	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	178	6140	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	2000	69000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	9586	330785	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	58	2000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	8	280	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	171273	2640650	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	3333	51380	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	7470	115172	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	19278	297229	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	43269	667115	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	620543	9567428	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	672	10360	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	6500	100220	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	53003	817190	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	6039	93110	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	1574	24260	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COM	167760107	63	132	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COM	167760107	344	720	SH	DEFINE
CHICAGO MERCANTILE EXCHANGE HOLDIN	COM	167760107	56266	117650	SH	DEFINE
CHICO'S FAS INC	COM	168615102	842	39096	SH	DEFINE
CHINA LIFE INSURANCE CO LTD	SPONSORED ADR	16939P106	2292	29330	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COM	170032809	10838	810000	SH	DEFINE
CHOICEPOINT INC	COM	170388102	5728	160000	SH	DEFINE
CHOICEPOINT INC	COM	170388102	87	2430	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	31423	1065900	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	17070	579045	SH	DEFINE
CHROMCRAFT REVINGTON INC	COM	171117104	1976	200000	SH	DEFINE
CHUBB CORP	COM	171232101	6246	120200	SH	DEFINE
CHUBB CORP	COM	171232101	52	1000	SH	DEFINE
CHUBB CORP	COM	171232101	21347	410831	SH	DEFINE
CHUBB CORP	COM	171232101	25	480	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	310832	17956793	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	143535	8292022	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	201030	11613535	SH	DEFINE

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

CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	4248	245401	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	12703	733826	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	2608	150636	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	3692	213270	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	243	14021	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	70	4029	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	113	6503	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	177	10200	SH	DEFINE
CHURCH & DWIGHT CO INC	COM	171340102	1216	31090	SH	DEFINE
CIA ENERGETICA DE MINAS GERAIS (CE	SPON ADR PFD	204409601	6270	159750	SH	DEFINE
CIA SANEAMENTO BASICO DO ESADO DE	SPONSORED ADR	20441A102	20289	674050	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	148317	8012824	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	52978	2862152	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	7043	380491	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	89966	4860398	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	19	1000	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	6738	364000	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	378387	20442324	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1402	75768	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	1482	80090	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	2060	111308	SH	DEFINE
CIA VALE DO RIO DOCE	SPON ADR PFD	204412100	553	29886	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	21582	1001024	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	4114	190800	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	1953	90600	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	3	154	SH	DEFINE
CIGNA CORP	COM	125509109	93583	804534	SH	DEFINE
CIGNA CORP	COM	125509109	8487	72960	SH	DEFINE
CIGNA CORP	COM	125509109	2651	22794	SH	DEFINE
CIGNA CORP	COM	125509109	2603	22380	SH	DEFINE
CIGNA CORP	COM	125509109	2393	20570	SH	DEFINE
CIGNA CORP	COM	125509109	3	30	SH	DEFINE
CIGNA CORP	COM	125509109	1072	9215	SH	DEFINE
CIGNA CORP	COM	125509109	1537	13211	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	522	14825	SH	DEFINE
CINCINNATI FINANCIAL CORP	COM	172062101	481	10000	SH	DEFINE
CINTAS CORP	COM	172908105	74204	1817400	SH	DEFINE
CINTAS CORP	COM	172908105	766	18750	SH	DEFINE
CIRCOR INTERNATIONAL INC	COM	17273K109	27724	907500	SH	DEFINE
CIRCUIT CITY STORES INC	COM	172737108	241	9606	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	10350	450000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	83	3628	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	31050	1350000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	743	32290	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	71863	3124499	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	161123	7005362	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	225	9800	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	39	1680	SH	DEFINE
CIT GROUP INC	COM	125581108	108211	2225200	SH	DEFINE
CITIGROUP INC	COM	172967101	14626	294469	SH	DEFINE
CITIGROUP INC	COM	172967101	350680	7060200	SH	DEFINE
CITIGROUP INC	COM	172967101	6721	135314	SH	DEFINE
CITIGROUP INC	COM	172967101	17789	358145	SH	DEFINE
CITIGROUP INC	COM	172967101	109717	2208911	SH	DEFINE
CITIGROUP INC	COM	172967101	248	5000	SH CALL	DEFINE
CITIGROUP INC	COM	172967101	272066	5477470	SH	DEFINE
CITIGROUP INC	COM	172967101	333	6700	SH	DEFINE
CITIGROUP INC	COM	172967101	45	910	SH	DEFINE
CITIGROUP INC	COM	172967101	298	6000	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	6347	452101	SH	DEFINE
CITRIX SYSTEMS INC	COM	177376100	801	22115	SH	DEFINE
CITRIX SYSTEMS INC	COM	177376100	1985	54830	SH	DEFINE

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

CITY NATIONAL CORP	COM	178566105	6052	90253	SH	DEFINE
CITY NATIONAL CORP	COM	178566105	34339	512060	SH	DEFINE
CLARCOR INC	COM	179895107	12287	402976	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	9062	720899	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	10760	856035	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	8571	196800	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	355561	12324477	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	1517	52581	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	14425	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	32	1125	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	381	13210	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	16187	561075	SH	DEFINE
CLECO CORP	COM	12561W105	25244	1000169	SH	DEFINE
CLOROX CO	COM	189054109	6152	97652	SH	DEFINE
CLOROX CO	COM	189054109	9	137	SH	DEFINE
CMS ENERGY CORP	COM	125896100	619	42900	SH	DEFINE
CMS ENERGY CORP	NOTE 2.875%12/0	125896AW0	6973	6000000	PRN	DEFINE
CNA SURETY CORP	COM	12612L108	283	14000	SH	DEFINE
CNH GLOBAL NV	COM	N20935206	45935	1979100	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	881	10580	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	15	185	SH	DEFINE
COACH INC	COM	189754104	2	56	SH	DEFINE
COACH INC	COM	189754104	29190	848549	SH	DEFINE
COACH INC	COM	189754104	1204	35000	SH	DEFINE
COACH INC	COM	189754104	275	8000	SH	DEFINE
COACH INC	COM	189754104	1032	30000	SH	DEFINE
COAST DISTRIBUTION SYSTEM INC	COM	190345108	650	66800	SH	DEFINE
COCA COLA FEMSA SA DE CV	SPONSORED ADR	191241108	266	8500	SH	DEFINE
COCA COLA FEMSA SA DE CV	SPONSORED ADR	191241108	1	47	SH	DEFINE
COCA-COLA CO	COM	191216100	26585	595000	SH	DEFINE
COCA-COLA CO	COM	191216100	2089	46758	SH	DEFINE
COCA-COLA CO	COM	191216100	1598	35775	SH	DEFINE
COCA-COLA CO	COM	191216100	24157	540659	SH	DEFINE
COCA-COLA CO	COM	191216100	37008	828288	SH	DEFINE
COCA-COLA CO	COM	191216100	112	2500	SH	DEFINE
COCA-COLA CO	COM	191216100	19	430	SH	DEFINE
COCA-COLA ENTERPRISES INC	COM	191219104	239077	11477512	SH	DEFINE
COCA-COLA ENTERPRISES INC	COM	191219104	1	40	SH	DEFINE
COGENT COMM GROUP INC	COM	19239V302	2804	241901	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COM	192446102	2124	28684	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COM	192446102	11233	151675	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS COR	COM	192446102	244045	3295231	SH	DEFINE
COGNOS INC	COM	19244C109	1218	30000	SH	DEFINE
COGNOS INC	COM	19244C109	3	64	SH	DEFINE
COGNOS INC	COM	19244C109	387	9540	SH	DEFINE
COGNOS INC	COM	19244C109	36637	930244	SH	DEFINE
COGNOS INC	COM	19244C109	2462	67440	SH	DEFINE
COGNOS INC	COM	19244C109	1419	35500	SH	DEFINE
COGNOS INC	COM	19244C109	548	15000	SH	DEFINE
COHERENT INC	COM	192479103	16236	468437	SH	DEFINE
COHERENT INC	COM	192479103	107	3100	SH	DEFINE
COHERENT INC	COM	192479103	22843	659060	SH	DEFINE
COHERENT INC	COM	192479103	534	15400	SH	DEFINE
COHU INC	COM	192576106	31272	1753900	SH	DEFINE
COINSTAR INC	COM	19259P300	22891	795380	SH	DEFINE
COINSTAR INC	COM	19259P300	26152	908700	SH	DEFINE
COINSTAR INC	COM	19259P300	268	9307	SH	DEFINE
COINSTAR INC	COM	19259P300	3565	123886	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COM	19388P106	685	60000	SH	DEFINE
COLEY PHARMACEUTICAL GROUP	COM	19388P106	14738	1290500	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	378	6089	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	18568	299008	SH	DEFINE

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

COLGATE-PALMOLIVE CO	COM	194162103	32	511	SH	DEFINE
COMCAST CORP	COM	20030N101	5528	150000	SH	DEFINE
COMCAST CORP	COM	20030N101	2548	69152	SH	DEFINE
COMCAST CORP	COM	20030N101	7	181	SH	DEFINE
COMCAST CORP	COM	20030N200	828480	22506938	SH	DEFINE
COMCAST CORP	COM	20030N200	33784	917800	SH	DEFINE
COMCAST CORP	COM	20030N200	360098	9782604	SH	DEFINE
COMCAST CORP	COM	20030N200	1855	50388	SH	DEFINE
COMCAST CORP	COM	20030N200	5522	150000	SH	DEFINE
COMCAST CORP	COM	20030N200	1916	52050	SH	DEFINE
COMCAST CORP	COM	20030N200	3213	87280	SH	DEFINE
COMERICA INC	COM	200340107	346	6083	SH	DEFINE
COMFORT SYSTEMS USA INC	COM	199908104	115	10000	SH	DEFINE
COMMERCE BANCORP INC	COM	200519106	3911	106548	SH	DEFINE
COMMERCIAL VEHICLE GROUP INC	COM	202608105	5583	289850	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	1826	48898	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	494	13220	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	132497	3547433	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	2917	78100	SH	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	SPON ADR PFD	20441B407	85427	7580029	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	853	30000	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	22195	780700	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	34803	1288986	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	41815	1548700	SH	DEFINE
COMPASS BANCSHARES INC	COM	20449H109	621	10900	SH	DEFINE
COMPLETE PRODUCTION SERVICES INC	COM	20453E109	2349	119000	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	5217	159206	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	49120	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	7873	160282	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	221	4500	SH	DEFINE
COMVERSE TECHNOLOGY INC	COM	205862402	3	150	SH	DEFINE
COMVERSE TECHNOLOGY INC	COM	205862402	4242	197870	SH	DEFINE
COMVERSE TECHNOLOGY INC	DEBT 5/1	205862AL9	758	6000	PRN	DEFINE
CON-WAY INC	COM	205944101	188	4200	SH	DEFINE
CON-WAY INC	COM	205944101	4348	97019	SH	DEFINE
CON-WAY INC	COM	205944101	3506	78220	SH	DEFINE
CON-WAY INC	COM	205944101	49	1100	SH	DEFINE
CON-WAY INC	COM	205944101	9	190	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	394	16095	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1824	125371	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	5305	364630	SH	DEFINE
CONEXANT SYSTEMS INC	NOTE 4.000% 2/0	207142AF7	263013	265000000	PRN	DEFINE
CONOCOPHILLIPS	COM	20825C104	4578	76900	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2751	46216	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	13632	228990	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	45641	766696	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	78129	1312430	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	125	2100	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	21	350	SH	DEFINE
CONSECO INC	PFD B CV 5.50%	208464867	11700	450000	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	22059	695200	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1833	39672	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	271619	5879200	SH	DEFINE
CONSTELLATION BRANDS INC	COM	21036P108	18567	645137	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	358508	6055880	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	1226	20713	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	475	8025	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	302603	5111540	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	2125	35900	SH	DEFINE
CONTINENTAL AIRLINES INC	COM	210795308	14155	500000	SH	DEFINE
CONTINENTAL AIRLINES INC	COM	210795308	7	264	SH	DEFINE
CONTINENTAL MATERIAL CORP	COM	211615307	2607	99500	SH	DEFINE

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

CONVERGYS CORP	COM	212485106	82834	4011330	SH	DEFINE
CONVERGYS CORP	COM	212485106	18864	913530	SH	DEFINE
CONVERGYS CORP	COM	212485106	25748	1246900	SH	DEFINE
CONVERGYS CORP	COM	212485106	204	9900	SH	DEFINE
CONVERGYS CORP	COM	212485106	13069	632888	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	19513	1805110	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	3004	277860	SH	DEFINE
CORN PRODUCTS INTL INC	COM	219023108	91685	2817600	SH	DEFINE
CORN PRODUCTS INTL INC	COM	219023108	1078	33124	SH	DEFINE
CORNING INC	COM	219350105	37708	1544775	SH	DEFINE
CORNING INC	COM	219350105	11034	452040	SH	DEFINE
CORNING INC	COM	219350105	244	10000	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	40	440	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	47123	524110	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	COM	22002T108	158	3538	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	COM	22002T108	35710	797800	SH	DEFINE
COSI INC	COM	22122P101	5081	948010	SH	DEFINE
COST PLUS INC	COM	221485105	22066	1843478	SH	DEFINE
COST PLUS INC	COM	221485105	7340	613160	SH	DEFINE
COSTAR GROUP INC	COM	22160N109	620	15000	SH	DEFINE
COSTCO WHOLESALE CORP	COM	22160K105	28027	564160	SH	DEFINE
COSTCO WHOLESALE CORP	COM	22160K105	348	7000	SH	DEFINE
COTHERIX INC	COM	22163T103	706	100000	SH	DEFINE
COTHERIX INC	COM	22163T103	4040	572200	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	177366	5061826	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	2	58	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	8472	241771	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	9592	273746	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	140	4000	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	561	16000	SH	DEFINE
COURIER CORP	COM	222660102	7428	200000	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	33	970	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	257	7500	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	5080	148500	SH	DEFINE
COVANCE INC	COM	222816100	123	1850	SH	DEFINE
COVANCE INC	COM	222816100	11836	178310	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1813	35194	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	27	530	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	102558	1990647	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	2913	56550	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	10247	244100	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	5907	140700	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	2	34	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	10325	178164	SH	DEFINE
CREE INC	COM	225447101	730	36300	SH	DEFINE
CRITICAL THERAPEUTICS INC	COM	22674T105	195	81322	SH	DEFINE
CROCS INC	COM	227046109	9832	289600	SH	DEFINE
CROCS INC	COM	227046109	7778	229098	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	1304	36995	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	6	172	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	90094	2556578	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	2273	64500	SH	DEFINE
CROWN HOLDINGS INC	COM	228368106	225	12075	SH	DEFINE
CSX CORP	COM	126408103	660	20106	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	921	15936	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	499	8632	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	35674	616979	SH	DEFINE
CURTISS WRIGHT CORP	COM	231561101	253	8340	SH	DEFINE
CVS CORP	COM	126650100	85	2658	SH	DEFINE
CVS CORP	COM	126650100	202	6300	SH	DEFINE
CVS CORP	COM	126650100	5734	178511	SH	DEFINE
CVS CORP	COM	126650100	94176	2931990	SH	DEFINE

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

CVS CORP	COM	126650100	67	2100	SH	DEFINE
CVS CORP	COM	126650100	9	280	SH	DEFINE
CYNOSURE INC	COM	232577205	1336	92110	SH	DEFINE
CYNOSURE INC	COM	232577205	650	44800	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	730	100000	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	22	2953	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	3818	523000	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	3409	61324	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	10	171	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	748	13450	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	1994	35870	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	586	10540	SH	DEFINE
CYTYC CORP	COM	232946103	1584	64713	SH	DEFINE
CYTYC CORP	COM	232946103	372	15200	SH	DEFINE
CYTYC CORP	COM	232946103	68885	2813937	SH	DEFINE
CYTYC CORP	COM	232946103	1865	76200	SH	DEFINE
D R HORTON INC	COM	23331A109	37040	1546550	SH	DEFINE
D R HORTON INC	COM	23331A109	59746	2494600	SH	DEFINE
D R HORTON INC	COM	23331A109	238	9937	SH	DEFINE
D R HORTON INC	COM	23331A109	2222	92774	SH	DEFINE
D R HORTON INC	COM	23331A109	74576	3113800	SH	DEFINE
DAIMLERCHRYSLER AG	ORD	D1668R123	3499	70035	SH	DEFINE
DANAHER CORP	COM	235851102	2	24	SH	DEFINE
DANAHER CORP	COM	235851102	37281	542895	SH	DEFINE
DANAHER CORP	COM	235851102	11238	163650	SH	DEFINE
DANAHER CORP	COM	235851102	288	4200	SH	DEFINE
DANAHER CORP	COM	235851102	824	12000	SH	DEFINE
DAVITA INC	COM	23918K108	2726	47100	SH	DEFINE
DEAN FOODS INC	COM	242370104	1399	33300	SH	DEFINE
DEAN FOODS INC	COM	242370104	621	14777	SH	DEFINE
DEAN FOODS INC	COM	242370104	1025	24400	SH	DEFINE
DEERE & CO	COM	244199105	2247	26781	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	709	67820	SH	DEFINE
DELL INC	COM	24702R101	264788	11593168	SH	DEFINE
DELL INC	COM	24702R101	4	169	SH	DEFINE
DELL INC	COM	24702R101	11420	500000	SH	DEFINE
DELL INC	COM	24702R101	458	20040	SH	DEFINE
DELL INC	COM	24702R101	7650	334947	SH	DEFINE
DELL INC	COM	24702R101	22581	988668	SH	DEFINE
DELL INC	COM	24702R101	103	4500	SH	DEFINE
DELL INC	COM	24702R101	17	760	SH	DEFINE
DELTA APPAREL INC	COM	247368103	13267	680000	SH	DEFINE
DENBURY RESOURCES INC	COM	247916208	1	50	SH	DEFINE
DENBURY RESOURCES INC	COM	247916208	30511	1055740	SH	DEFINE
DENDRITE INTERNATIONAL INC	COM	248239105	3192	326360	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COM	249030107	122	4050	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COM	249030107	2981	99000	SH	DEFINE
DEUTSCHE BANK AG	ORD	D18190898	2015	21112	SH	DEFINE
DEUTSCHE BANK AG	ORD	D18190898	545	4550	SH	DEFINE
DEUTSCHE BANK AG	ORD	D18190898	16139	169115	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	2	25	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	369	5840	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	12698	201076	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	50541	800330	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	133	2100	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	23	360	SH	DEFINE
DEVON ENERGY CORP	DEB 4.900% 8/1	25179MAA1	71	56000	PRN	DEFINE
DEXCOM INC	COM	252131107	11774	1057900	SH	DEFINE
DEXCOM INC	COM	252131107	854	76700	SH	DEFINE
DIAGEO PLC	SPONSORED ADR	25243Q205	2595	36531	SH	DEFINE
DIAGEO PLC	SPONSORED ADR	25243Q205	4205	59197	SH	DEFINE

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

DIAGEO PLC	SPONSORED ADR	25243Q205	14201	199898	SH	DEFINE
DIAGEO PLC	SPONSORED ADR	25243Q205	14833	208800	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COM	25271C102	384	5300	SH	DEFINE
DIAMONDS TRUST	COM	252787106	216	1850	SH	DEFINE
DIEBOLD INC	COM	253651103	7243	166400	SH	DEFINE
DIEBOLD INC	COM	253651103	83	1900	SH	DEFINE
DIEBOLD INC	COM	253651103	422	9700	SH	DEFINE
DIGENE CORP	COM	253752109	73286	1698390	SH	DEFINE
DIGENE CORP	COM	253752109	2339	54200	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	152	4845	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	1532	48900	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	43156	1377900	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	1998	63800	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	216	6900	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	1275	40700	SH	DEFINE
DILLARDS INC	COM	254067101	47547	1452700	SH	DEFINE
DILLARDS INC	COM	254067101	102	3109	SH	DEFINE
DILLARDS INC	COM	254067101	4	132	SH	DEFINE
DIME BANCORP INC	*W EXP 99/99/99	25429Q110	3	23510	SH	DEFINE
DIODES INC	COM	254543101	6519	151000	SH	DEFINE
DIONEX CORP	COM	254546104	12735	250000	SH	DEFINE
DIONEX CORP	COM	254546104	458	9000	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	956031	48578794	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	51295	2606467	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	5810	295224	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	14653	744540	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	922	46864	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	2434	123660	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	2278	115773	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	4776	242670	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	83036	4219295	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	133	6740	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	5368	272781	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	1336	67909	SH	DEFINE
DISCOVERY HOLDING CO	COM	25468Y107	1193	82528	SH	DEFINE
DISCOVERY HOLDING CO	COM	25468Y107	145	10000	SH	DEFINE
DIXIE GROUP INC	COM	255519100	6043	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	COM	23325P104	214	20000	SH	DEFINE
DOBSON COMMUNICATIONS CORP	COM	256069105	5388	767500	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	1985	100000	SH	DEFINE
DOLLAR GENERAL CORP	COM	256669102	264	19400	SH	DEFINE
DOLLAR GENERAL CORP	COM	256669102	278	20360	SH	DEFINE
DOLLAR GENERAL CORP	COM	256669102	41052	3011875	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COM	256743105	95984	2153567	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	3049	39858	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	2599	33977	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	7505	98111	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	976101	12761160	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	107	1400	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	18	240	SH	DEFINE
DOMTAR INC	COM	257561100	61186	9327136	SH	DEFINE
DOMTAR INC	COM	257561100	32432	4943876	SH	DEFINE
DOMTAR INC	COM	257561100	3382	515600	SH	DEFINE
DOMTAR INC	COM	257561100	109	16600	SH	DEFINE
DOMTAR INC	COM	257561100	5553	846500	SH	DEFINE
DONALDSON CO INC	COM	257651109	26232	710900	SH	DEFINE
DORAL FINANCIAL CORP	COM	25811P100	31	4705	SH	DEFINE
DORAL FINANCIAL CORP	COM	25811P100	9648	1464086	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	21847	767900	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	164437	5779854	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	3639	127900	SH	DEFINE
DOREL INDUSTRIES INC	COM	25822C205	165	5800	SH	DEFINE

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

DOUBLE HULL TANKERS INC	COM	Y21110104	2373	172600	SH	DEFINE
DOVER CORP	COM	260003108	148867	3138000	SH	DEFINE
DOVER CORP	COM	260003108	38	800	SH	DEFINE
DOVER CORP	COM	260003108	10153	214022	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	8081	207312	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	20698	530989	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	4323	110900	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	6418	164650	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	13081	335574	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	15962	409499	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	196989	5053596	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	1973	50625	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2820	72342	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	31301	803012	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	104	2670	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2227	57130	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	856	21960	SH	DEFINE
DOW JONES & CO INC	COM	260561105	213	6343	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	2244	110000	SH	DEFINE
DREW INDS INC	COM	26168L205	17255	683100	SH	DEFINE
DRIL-QUIP INC	COM	262037104	720	10640	SH	DEFINE
DRIL-QUIP INC	COM	262037104	4467	66000	SH	DEFINE
DSW INC	COM	23334L102	599	19000	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	415033	9998382	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	997	24014	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	254311	6126500	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	832	20043	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	8838	212924	SH	DEFINE
DTF TAX FREE INCOME INC	COM	23334J107	256	16860	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	848	19800	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	47263	1103256	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	780	18200	SH	DEFINE
DU PONT DE NEMOURS & CO	COM	263534109	16514	385470	SH	DEFINE
DUCKWALL ALCO STORES INC	COM	264142100	11125	298900	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	19187	635316	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	18	600	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	8023	265660	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	844939	27978100	SH	DEFINE
DUN & BRADSTREET CORP	COM	26483E100	9149	122000	SH	DEFINE
DUN & BRADSTREET CORP	COM	26483E100	573	7638	SH	DEFINE
DUN & BRADSTREET CORP	COM	26483E100	7	90	SH	DEFINE
DYAX CORP	COM	26746E103	2468	741200	SH	DEFINE
DYNAMIC MATERIALS CORP	COM	267888105	1297	40000	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	59	2452	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	10	400	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	152166	6361458	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	5534	139490	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	25856	651767	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	3535	89100	SH	DEFINE
E.ON AG	SPONSORED ADR	268780103	95	2385	SH	DEFINE
EAGLE HOSPITALITY PROPERTIES	COM	26959T102	9700	1043000	SH	DEFINE
EAST WEST BANCORP INC	COM	27579R104	36110	911630	SH	DEFINE
EASTMAN CHEMICAL CO	COM	277432100	493	9128	SH	DEFINE
EASTMAN CHEMICAL CO	COM	277432100	1	13	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	530682	23691149	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	11666	520820	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	10538	470430	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	1266	56538	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	1	51	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	2813	125600	SH	DEFINE
EATON CORP	COM	278058102	5984	86908	SH	DEFINE
EBAY INC	COM	278642103	0	14	SH	DEFINE

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

EBAY INC	COM	278642103	79	2790	SH	DEFINE
EBAY INC	COM	278642103	13660	481650	SH	DEFINE
EBAY INC	COM	278642103	3500	123406	SH	DEFINE
EBAY INC	COM	278642103	31	1100	SH	DEFINE
EBAY INC	COM	278642103	3	120	SH	DEFINE
EBAY INC	COM	278642103	255	9000	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	152876	4669388	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	17621	538220	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	79	2400	SH	DEFINE
ECOLAB INC	COM	278865100	66	1541	SH	DEFINE
ECOLAB INC	COM	278865100	1081	25250	SH	DEFINE
ECOLAB INC	COM	278865100	39437	921000	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COM	278878103	2095	205000	SH	DEFINE
EDISON INTERNATIONAL	COM	281020107	33	786	SH	DEFINE
EDISON INTERNATIONAL	COM	281020107	173102	4157100	SH	DEFINE
EDUCATION RLTY TR INC	COM	28140H104	5268	356900	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	2330	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	174	3736	SH	DEFINE
EL PASO CORP	COM	28336L109	647452	47467158	SH	DEFINE
EL PASO CORP	COM	28336L109	27507	2016648	SH	DEFINE
EL PASO CORP	COM	28336L109	3769	276297	SH	DEFINE
EL PASO CORP	COM	28336L109	21050	1543240	SH	DEFINE
EL PASO CORP	COM	28336L109	357	26186	SH	DEFINE
EL PASO CORP	COM	28336L109	3784	277420	SH	DEFINE
EL PASO CORP	COM	28336L109	744	54540	SH	DEFINE
EL PASO CORP	COM	28336L109	52608	3856877	SH	DEFINE
EL PASO CORP	COM	28336L109	3856	282669	SH	DEFINE
EL PASO CORP	COM	28336L109	983	72083	SH	DEFINE
ELBIT SYSTEMS LTD	ORD	M3760D101	16988	130176	SH	DEFINE
ELDORADO GOLD CORP	COM	284902103	12828	2645000	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COM	285229100	36633	1778280	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	3	58	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	232	4170	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	9278	166626	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	43827	787122	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	61	1100	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	11	190	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	390	7000	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	496895	20264870	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	20809	848657	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	22372	912380	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	2491	101594	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	1540	62811	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	2713	110628	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	34696	1414995	SH	DEFINE
ELI LILLY & CO	COM	532457108	1631	28609	SH	DEFINE
ELI LILLY & CO	COM	532457108	22800	400000	SH	DEFINE
ELI LILLY & CO	COM	532457108	1779	31219	SH	DEFINE
ELI LILLY & CO	COM	532457108	12873	225837	SH	DEFINE
ELI LILLY & CO	COM	532457108	99443	1744616	SH	DEFINE
ELI LILLY & CO	COM	532457108	11	190	SH	DEFINE
EMAGEON INC	COM	29076V109	850	54500	SH	DEFINE
EMBARQ CORP	COM	29078E105	102176	2112391	SH	DEFINE
EMBARQ CORP	COM	29078E105	870	17986	SH	DEFINE
EMBARQ CORP	COM	29078E105	25	527	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	31238	795461	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	150395	3829767	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	1202	30600	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	36345	925510	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	595	15150	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	141516	3603659	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	2949	75100	SH	DEFINE

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

EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	1312	33417	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	82	2100	SH	DEFINE
EMC CORP	COM	268648102	11980	1000000	SH	DEFINE
EMC CORP	COM	268648102	27192	2269797	SH	DEFINE
EMC CORP	COM	268648102	1854	154755	SH	DEFINE
EMC CORP	COM	268648102	156	13000	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	23455	427700	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COM	290890102	3568	250000	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COM	290890102	43	2998	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	1767	21075	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	41930	500000	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	23394	278969	SH	DEFINE
EMULEX CORP	COM	292475209	896	49300	SH	DEFINE
ENBRIDGE INC	COM	29250N105	102253	2834851	SH	DEFINE
ENCANA CORP	COM	292505104	1686	32420	SH	DEFINE
ENCANA CORP	COM	292505104	224947	4325079	SH	DEFINE
ENCANA CORP	COM	292505104	5680	121422	SH	DEFINE
ENCANA CORP	COM	292505104	1985	38160	SH	DEFINE
ENDESA SA	SPONSORED ADR	29258N107	23618	554412	SH	DEFINE
ENDESA SA	SPONSORED ADR	29258N107	721	16915	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	1217	37400	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	1269	39001	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	76	2325	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	138107	4242904	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	1999	61400	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	72	2200	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	10	320	SH	DEFINE
ENERGEN CORP	COM	29265N108	29757	710699	SH	DEFINE
ENERGEN CORP	COM	29265N108	100	2400	SH	DEFINE
ENERGIZER HOLDINGS INC	COM	29266R108	2402	33365	SH	DEFINE
ENERGIZER HOLDINGS INC	COM	29266R108	26	360	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	220	9291	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	136082	5737000	SH	DEFINE
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	992	19720	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	6404	107610	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	30057	505080	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	9403	158014	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	11472	192782	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	298	5000	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	4155	94800	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	1317	30050	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	2454	56000	SH	DEFINE
ENTEGRIS INC	COM	29362U104	4106	376307	SH	DEFINE
ENTEGRIS INC	COM	29362U104	15	1400	SH	DEFINE
ENERGY CORP	COM	29364G103	67145	858300	SH	DEFINE
ENERGY CORP	COM	29364G103	2366	30238	SH	DEFINE
ENERGY CORP	COM	29364G103	280	3585	SH	DEFINE
ENERGY CORP	COM	29364G103	2374	30346	SH	DEFINE
ENERGY CORP	COM	29364G103	578210	7391151	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	LTD PARTNERSHIP	293792107	4131	154441	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	61	1245	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	27348	554500	SH	DEFINE
ENTRAVISION COMMUNICATIONS CORP	COM	29382R107	11215	1507458	SH	DEFINE
ENTRUST INC	COM	293848107	6803	1966222	SH	DEFINE
ENTRUST INC	COM	293848107	9769	2823400	SH	DEFINE
EOG RESOURCES INC	COM	26875P101	646	9925	SH	DEFINE
EQUIFAX INC	COM	294429105	14684	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	188	5116	SH	DEFINE
EQUINIX INC	COM	29444U502	6407	106600	SH	DEFINE
EQUINIX INC	COM	29444U502	4798	79830	SH	DEFINE
EQUITY INNS INC	COM	294703103	2772	174100	SH	DEFINE
EQUITY INNS INC	COM	294703103	3746	235300	SH	DEFINE

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

EQUITY INNS INC	COM	294703103	1256	78865	SH	DEFINE
EQUITY INNS INC	COM	294703103	1119	70300	SH	DEFINE
EQUITY INNS INC	COM	294703103	1337	84000	SH	DEFINE
EQUITY OFFICE PROPERTIES TRUST	COM	294741103	1027	25823	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	94	1850	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	3503	69259	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	SPONSORED ADR	294821608	8837	256520	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	SPONSORED ADR	294821608	276	8000	SH	DEFINE
ERIE INDY CO	COM	29530P102	177188	3383392	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	56942	1236800	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COM	296650104	2652	156000	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COM	518439104	1	36	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COM	518439104	13028	323027	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	23028	664400	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	7	196	SH	DEFINE
EUROBANCSHARES INC	COM	298716101	395	41758	SH	DEFINE
EURONET WORLDWIDE INC	COM	298736109	891	36300	SH	DEFINE
EUROZINC MINING CORP	COM	298804105	5227	1965000	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	1761	18058	SH	DEFINE
EXAR CORP	COM	300645108	21816	1641565	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	5843	470800	SH	DEFINE
EXELIXIS INC	COM	30161Q104	2439	280000	SH	DEFINE
EXELON CORP	COM	30161N101	45	750	SH	DEFINE
EXELON CORP	COM	30161N101	10063	166217	SH	DEFINE
EXELON CORP	COM	30161N101	163988	2708754	SH	DEFINE
EXELON CORP	COM	30161N101	54	900	SH	DEFINE
EXELON CORP	COM	30161N101	12	200	SH	DEFINE
EXPEDIA INC	COM	30212P105	231095	14738220	SH	DEFINE
EXPEDIA INC	COM	30212P105	14160	903060	SH	DEFINE
EXPEDIA INC	COM	30212P105	4706	300100	SH	DEFINE
EXPEDIA INC	COM	30212P105	13547	863940	SH	DEFINE
EXPEDIA INC	COM	30212P105	8	500	SH	DEFINE
EXPEDIA INC	COM	30212P105	1240	79060	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	61	1376	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	166875	3743280	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	1654	37100	SH	DEFINE
EXPONENT INC	COM	30214U102	2334	140000	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	749	9926	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	983	13015	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	142932	1893390	SH	DEFINE
EXTRA SPACE STORAGE INC	COM	30225T102	37429	2162300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	13259	197600	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	6086	90705	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	18806	280266	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	364582	5433417	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	67100	1000000	SH CALL	DEFINE
EXXON MOBIL CORP	COM	30231G102	86247	1285349	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	382	5700	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	51	760	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	336	5000	SH	DEFINE
F5 NETWORKS INC	COM	315616102	2008	37381	SH	DEFINE
F5 NETWORKS INC	COM	315616102	4131	76900	SH	DEFINE
F5 NETWORKS INC	COM	315616102	102488	1907810	SH	DEFINE
F5 NETWORKS INC	COM	315616102	2149	40000	SH	DEFINE
FAIRCHILD SEMICONDUCTOR CORP	NOTE 5.000%11/0	303727AJ0	3383	3400000	PRN	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	215823	7381100	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	88	3000	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	130	4460	SH	DEFINE
FANNIE MAE	COM	313586109	211910	3790205	SH	DEFINE
FANNIE MAE	COM	313586109	2838	50760	SH	DEFINE
FANNIE MAE	COM	313586109	64884	1160500	SH	DEFINE
FANNIE MAE	COM	313586109	1700	30414	SH	DEFINE

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

FANNIE MAE	COM	313586109	193	3450	SH	DEFINE
FANNIE MAE	COM	313586109	6871	122885	SH	DEFINE
FANNIE MAE	COM	313586109	34773	621938	SH	DEFINE
FANNIE MAE	COM	313586109	5670	101414	SH	DEFINE
FANNIE MAE	COM	313586109	7175	128337	SH	DEFINE
FANNIE MAE	COM	313586109	8	150	SH	DEFINE
FARMER BROS CO	COM	307675108	43001	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	20384	1067206	SH	DEFINE
FASTENAL CO	COM	311900104	959	24854	SH	DEFINE
FASTENAL CO	COM	311900104	2557	66295	SH	DEFINE
FASTENAL CO	COM	311900104	70348	1823910	SH	DEFINE
FASTENAL CO	COM	311900104	1427	37000	SH	DEFINE
FBL FINANCIAL GROUP INC	COM	30239F106	17572	525000	SH	DEFINE
FBL FINANCIAL GROUP INC	COM	30239F106	4	111	SH	DEFINE
FEDERAL AGRICULTURE MORTGAGE CORP	COM	313148306	11084	418720	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	66111	4335160	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	15	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	170	11161	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COM	31410H101	13942	322660	SH	DEFINE
FEDERATED DEPARTMENT STORES INC	COM	31410H101	346	8000	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	1285	38018	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	253	7480	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	100723	2979079	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	2259	66800	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	98	2900	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	16	470	SH	DEFINE
FEDEX CORP	COM	31428X106	1	8	SH	DEFINE
FEDEX CORP	COM	31428X106	246	2260	SH	DEFINE
FEDEX CORP	COM	31428X106	5343	49163	SH	DEFINE
FEDEX CORP	COM	31428X106	30276	278583	SH	DEFINE
FEDEX CORP	COM	31428X106	109	1000	SH	DEFINE
FEDEX CORP	COM	31428X106	12	110	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	201	10000	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	18368	916099	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	343	17100	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	934	46600	SH	DEFINE
FELCOR LODGING TRUST INC	PFD CV A \$1.95	31430F200	79712	3200000	SH	DEFINE
FERRO CORP	COM	315405100	198	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COM	316326107	813	19521	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COM	316326107	8	200	SH	DEFINE
FIDELITY NATIONAL TITLE GROUP	COM	31620R105	76	3642	SH	DEFINE
FIDELITY NATIONAL TITLE GROUP	COM	31620R105	4842	231000	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	1	14	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	972	25531	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	317892	8348000	SH	DEFINE
FILENET CORP	COM	316869106	15638	448975	SH	DEFINE
FINANCIAL FEDERAL CORP	COM	317492106	11505	429300	SH	DEFINE
FINANCIAL FEDERAL CORP	COM	317492106	12852	479550	SH	DEFINE
FIRST COMMUNITY BANCORP	COM	31983B101	54221	969103	SH	DEFINE
FIRST DATA CORP	COM	319963104	1631	38840	SH	DEFINE
FIRST DATA CORP	COM	319963104	5	130	SH	DEFINE
FIRST DATA CORP	COM	319963104	12206	290610	SH	DEFINE
FIRST DATA CORP	COM	319963104	2037	48497	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COM	32006W106	6705	235000	SH	DEFINE
FIRST INDIANA CORP	COM	32054R108	7301	280691	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COM	33582V108	1458	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COM	33582V108	9666	662993	SH	DEFINE
FIRST POTOMAC REALTY TRUST	COM	33610F109	20069	664100	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COM	336312103	4795	416200	SH	DEFINE
FIRST ST BANCORPORATION	COM	336453105	8356	321741	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	2446	43789	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	1470	26320	SH	DEFINE

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

FIRSTENERGY CORP	COM	337932107	3441	61609	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	1045486	18716190	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	156	2800	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	20	360	SH	DEFINE
FIRSTSERVICE CORP	COM	33761N109	436	16400	SH	DEFINE
FISERV INC	COM	337738108	1299	27586	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COM	338032204	147	1880	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COM	338032204	66508	850052	SH	DEFINE
FISHER SCIENTIFIC INTERNATIONAL IN	COM	338032204	1549	19800	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COM	339382103	2818	216759	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORD	Y2573F102	182432	14432920	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORD	Y2573F102	79041	6253230	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORD	Y2573F102	19301	1527000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORD	Y2573F102	35143	2780272	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORD	Y2573F102	81734	6466301	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORD	Y2573F102	250	19800	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORD	Y2573F102	304	24053	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORD	Y2573F102	11378	900130	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORD	Y2573F102	2773	219400	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	ORD	Y2573F102	732	57930	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	38084	1402219	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	259	9540	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	152083	5599520	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	2211	81400	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	46	1700	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	12	450	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	26859	470546	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	653424	12050020	SH	DEFINE
FLORIDA EAST COAST INDUSTRIES INC	COM	340632108	207	3634	SH	DEFINE
FLOTEK INDUSTRIES INC	COM	343389102	3777	245100	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	15688	310097	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	26104	516000	SH	DEFINE
FLUOR CORP	COM	343412102	672	8745	SH	DEFINE
FMC CORP	COM	302491303	15504	241988	SH	DEFINE
FMC CORP	COM	302491303	16933	264290	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	807	15026	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	134	2500	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	54063	1006766	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	435	8100	SH	DEFINE
FOCUS MEDIA HOLDING LTD	SPONSORED ADR	34415V109	5051	87200	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	SPONSORED ADR	344419106	111039	1145438	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	SPONSORED ADR	344419106	1095	11300	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SA DE C	SPONSORED ADR	344419106	34517	356067	SH	DEFINE
FORD MOTOR CO	COM	345370860	8899	1100000	SH	DEFINE
FORD MOTOR CO	COM	345370860	231	28544	SH	DEFINE
FORD MOTOR CO	COM	345370860	5	668	SH	DEFINE
FORD MOTOR CO CAP TR II	PFD TR CV6.5%	345395206	372	11080	SH	DEFINE
FORD MOTOR CO CAP TR II	PFD TR CV6.5%	345395206	15116	450000	SH	DEFINE
FORDING CANADIAN COAL TR	COM	345425102	9697	365444	SH	DEFINE
FOREST CITY ENTERPRISES INC	COM	345550107	147	2705	SH	DEFINE
FOREST CITY ENTERPRISES INC	COM	345550107	112108	2064600	SH	DEFINE
FOREST LABORATORIES INC	COM	345838106	933	18440	SH	DEFINE
FOREST LABORATORIES INC	COM	345838106	10026	198094	SH	DEFINE
FOREST OIL CORP	COM	346091705	3	100	SH	DEFINE
FOREST OIL CORP	COM	346091705	6002	190000	SH	DEFINE
FORMFACTOR INC	COM	346375108	1629	38655	SH	DEFINE
FORMFACTOR INC	COM	346375108	89769	2130763	SH	DEFINE
FORMFACTOR INC	COM	346375108	1812	43000	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	1344	17900	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	116	1544	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	1476	19656	SH	DEFINE
FORWARD AIR CORP	COM	349853101	18726	565897	SH	DEFINE

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

FOUNDATION COAL HOLDINGS INC	COM	35039W100	4402	136000	SH	DEFINE
FOUR SEASONS HOTELS INC	COM	35100E104	22935	359200	SH	DEFINE
FPL GROUP INC	COM	302571104	11316	251461	SH	DEFINE
FPL GROUP INC	COM	302571104	475466	10565900	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	9349	401080	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	16078	689750	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COM	352451108	23856	1199979	SH	DEFINE
FRANKLIN BANK CORP/HOUSTON	COM	352451108	7804	392543	SH	DEFINE
FRANKLIN RESOURCES INC	COM	354613101	59394	561642	SH	DEFINE
FRED'S INC	COM	356108100	5048	400000	SH	DEFINE
FREDDIE MAC	COM	313400301	337017	5080920	SH	DEFINE
FREDDIE MAC	COM	313400301	2257	34029	SH	DEFINE
FREDDIE MAC	COM	313400301	2010	30300	SH	DEFINE
FREDDIE MAC	COM	313400301	5050	76130	SH	DEFINE
FREDDIE MAC	COM	313400301	34358	517980	SH	DEFINE
FREDDIE MAC	COM	313400301	12	180	SH	DEFINE
FREEPORT MCMORAN COPPER & GOLD INC	COM	35671D857	1	15	SH	DEFINE
FREEPORT MCMORAN COPPER & GOLD INC	COM	35671D857	2	30	SH	DEFINE
FREEPORT MCMORAN COPPER & GOLD INC	COM	35671D857	258	4838	SH	DEFINE
FREEPORT MCMORAN COPPER & GOLD INC	COM	35671D857	41904	786782	SH	DEFINE
FREESCALE SEMICONDUCTOR INC	COM	35687M206	255	6701	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	1599	37000	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	20	455	SH	DEFINE
FSI INTERNATIONAL INC	COM	302633102	3450	600000	SH	DEFINE
FUJIFILM HOLDINGS CORP	SPONSORED ADR	359586302	26432	724971	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COM	360921100	50932	2675000	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COM	360921100	3	175	SH	DEFINE
GAIAM INC	COM	36268Q103	7584	587460	SH	DEFINE
GALLAHER GROUP PLC	SPONSORED ADR	363595109	546	8356	SH	DEFINE
GAMESTOP CORP	COM	36467W109	2360	50995	SH	DEFINE
GAMESTOP CORP	COM	36467W109	5572	120390	SH	DEFINE
GAMMON LAKE RESOURCES INC	COM	364915108	74392	5834700	SH	DEFINE
GAMMON LAKE RESOURCES INC	COM	364915108	316	24800	SH	DEFINE
GAMMON LAKE RESOURCES INC	COM	364915108	25621	2009500	SH	DEFINE
GANNETT CO INC	COM	364730101	42682	751050	SH	DEFINE
GANNETT CO INC	COM	364730101	8189	144100	SH	DEFINE
GANNETT CO INC	COM	364730101	2	29	SH	DEFINE
GANNETT CO INC	COM	364730101	710	12490	SH	DEFINE
GANNETT CO INC	COM	364730101	4805	84555	SH	DEFINE
GANNETT CO INC	COM	364730101	22427	394626	SH	DEFINE
GANNETT CO INC	COM	364730101	210	3700	SH	DEFINE
GANNETT CO INC	COM	364730101	28	500	SH	DEFINE
GAP INC	COM	364760108	73574	3882550	SH	DEFINE
GAP INC	COM	364760108	5286	278960	SH	DEFINE
GAP INC	COM	364760108	1589	83844	SH	DEFINE
GAP INC	COM	364760108	1767	93260	SH	DEFINE
GAP INC	COM	364760108	1878	99117	SH	DEFINE
GAP INC	COM	364760108	25428	1341840	SH	DEFINE
GAP INC	COM	364760108	83	4400	SH	DEFINE
GAP INC	COM	364760108	16	820	SH	DEFINE
GARDNER DENVER INC	COM	365558105	7277	219970	SH	DEFINE
GARMIN LTD	ORD	G37260109	4878	100000	SH	DEFINE
GARMIN LTD	ORD	G37260109	1287	26393	SH	DEFINE
GARMIN LTD	ORD	G37260109	83478	1711312	SH	DEFINE
GARMIN LTD	ORD	G37260109	507	10400	SH	DEFINE
GATEWAY INC	COM	367626108	567	300000	SH	DEFINE
GATEWAY INC	COM	367626108	19	10000	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COM	367905106	14839	338400	SH	DEFINE
GEHL CO	COM	368483103	8034	300000	SH	DEFINE
GENCORP INC	COM	368682100	18369	1430640	SH	DEFINE
GENENTECH INC	COM	368710406	47	573	SH	DEFINE
GENENTECH INC	COM	368710406	82700	1000000	SH	DEFINE

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

GENENTECH INC	COM	368710406	187	2260	SH	DEFINE
GENENTECH INC	COM	368710406	25194	304641	SH	DEFINE
GENENTECH INC	COM	368710406	85655	1035726	SH	DEFINE
GENENTECH INC	COM	368710406	8	100	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	2544	35500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	71670	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	97	1350	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	741	10346	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	27	380	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	120337	3408970	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	429	12140	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	38562	1092400	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	222736	6309800	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4832	136891	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	35540	1006786	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	311471	8823546	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	177	5000	SH CALL	DEFINE
GENERAL ELECTRIC CO	COM	369604103	409361	11596636	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	15461	438000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	62	1750	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	459	13000	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	146	3065	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	3369	70712	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	47206	990690	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	1939	40700	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	624	13100	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	1382	29000	SH	DEFINE
GENERAL MILLS INC	COM	370334104	103057	1820795	SH	DEFINE
GENERAL MILLS INC	COM	370334104	1303	23028	SH	DEFINE
GENERAL MILLS INC	COM	370334104	17660	312006	SH	DEFINE
GENERAL MILLS INC	COM	370334104	2741	48433	SH	DEFINE
GENERAL MILLS INC	COM	370334104	20	354	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	69585	2092152	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	13304	400000	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	117	3511	SH	DEFINE
GENERAL MOTORS CORP	DEB SR CV C 33	370442717	5398	235000	SH	DEFINE
GENESE & WYOMING INC	COM	371559105	29335	1263341	SH	DEFINE
GENESE & WYOMING INC	COM	371559105	0	14	SH	DEFINE
GENESIS HEALTHCARE CORP	COM	37184D101	1007	21150	SH	DEFINE
GENLYTE GROUP INC	COM	372302109	18889	265300	SH	DEFINE
GENTEX CORP	COM	371901109	6463	454836	SH	DEFINE
GENTEX CORP	COM	371901109	4786	336820	SH	DEFINE
GENTEX CORP	COM	371901109	61	4300	SH	DEFINE
GENTEX CORP	COM	371901109	8	580	SH	DEFINE
GENUINE PARTS CO	COM	372460105	45	1050	SH	DEFINE
GENUINE PARTS CO	COM	372460105	16191	375400	SH	DEFINE
GENUINE PARTS CO	COM	372460105	13903	322349	SH	DEFINE
GENUINE PARTS CO	COM	372460105	588	13626	SH	DEFINE
GENUINE PARTS CO	COM	372460105	11250	260841	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	56016	1600000	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	2	70	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	128	3650	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	8	219	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	1408	20874	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	813	12053	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	106213	1574220	SH	DEFINE
GEOMET INC	COM	37250U201	2538	270000	SH	DEFINE
GEORGIA GULF CORP	COM	373200203	4116	150100	SH	DEFINE
GEORGIA GULF CORP	COM	373200203	2	85	SH	DEFINE
GETTY IMAGES INC	COM	374276103	1028	20700	SH	DEFINE
GFI GROUP INC	COM	361652209	7105	128500	SH	DEFINE
GFI GROUP INC	COM	361652209	24704	446800	SH	DEFINE

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

GIBRALTAR INDUSTRIES INC	COM	374689107	33776	1522799	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	178639	3287430	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	61	888	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	18056	262829	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	69	1000	SH CALL	DEFINE
GILEAD SCIENCES INC	COM	375558103	103303	1503680	SH	DEFINE
GLAMIS GOLD LTD	COM	376775102	170711	4329479	SH	DEFINE
GLAMIS GOLD LTD	COM	376775102	49228	1248500	SH	DEFINE
GLATFELTER	COM	377316104	18895	1394500	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	30623	575300	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	4129	77575	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	4733	88924	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	23389	439400	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	COM	37803P105	596	23150	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	PFD CV SER A%	37803P204	222	8782	SH	DEFINE
GLENBOROUGH REALTY TRUST INC	PFD CV SER A%	37803P204	36961	1463203	SH	DEFINE
GLIMCHER REALTY TRUST	COM	379302102	33	1350	SH	DEFINE
GLIMCHER REALTY TRUST	COM	379302102	5952	240200	SH	DEFINE
GLOBAL CASH ACCESS HOLDINGS INC	COM	378967103	1817	120400	SH	DEFINE
GLOBAL CROSSING LTD	COM	G3921A175	2757	134500	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	12347	793500	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	31	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	3268	210000	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	1442	32773	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	48	1082	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	63092	1433586	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	1232	28000	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	690	13805	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	296206	5925300	SH	DEFINE
GMH COMMUNITIES TRUST	COM	36188G102	62	4947	SH	DEFINE
GMH COMMUNITIES TRUST	COM	36188G102	37278	2953900	SH	DEFINE
GOLD FIELDS LTD	SPONSORED ADR	38059T106	15245	854528	SH	DEFINE
GOLDCORP INC	COM	380956409	40806	1578125	SH	DEFINE
GOLDCORP INC	COM	380956409	1109	42080	SH	SOLE
GOLDEN STAR RES LTD CDA	COM	38119T104	2265	750000	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COM	381317106	183993	2381780	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COM	381317106	343	4441	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COM	381317106	26088	337709	SH	DEFINE
GOLDEN WEST FINANCIAL CORP	COM	381317106	46	600	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	62	368	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	321	1900	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	32265	190723	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	338	2000	SH CALL	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	65569	387595	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	85	500	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	14	80	SH	DEFINE
GOODMAN GLOBAL INC	COM	38239A100	10894	816000	SH	DEFINE
GOODRICH CORP	COM	382388106	3704	91400	SH	DEFINE
GOODRICH CORP	COM	382388106	77	1900	SH	DEFINE
GOODRICH CORP	COM	382388106	10456	258035	SH	DEFINE
GOOGLE INC	COM	38259P508	77	191	SH	DEFINE
GOOGLE INC	COM	38259P508	730	1817	SH	DEFINE
GOOGLE INC	COM	38259P508	95919	238664	SH	DEFINE
GRACO INC	COM	384109104	82900	2122383	SH	DEFINE
GRACO INC	COM	384109104	109	2800	SH	DEFINE
GRACO INC	COM	384109104	395	10125	SH	DEFINE
GRAINGER W W INC	COM	384802104	382	5700	SH	DEFINE
GRAINGER W W INC	COM	384802104	36861	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	796	11876	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	27712	728700	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	562	14780	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	3233	85000	SH	DEFINE

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

GREAT BASIN GOLD LTD	COM	390124105	3100	2000000	SH	DEFINE
GREATBATCH INC	COM	39153L106	24369	1077314	SH	DEFINE
GREATBATCH INC	COM	39153L106	2859	126400	SH	DEFINE
GREEN MOUNTAIN POWER CORP	COM	393154109	6731	201700	SH	DEFINE
GREENBRIER COMPANIES INC	COM	393657101	4125	142200	SH	DEFINE
GREENHILL & CO INC	COM	395259104	5764	86000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COM	398231100	5237	173000	SH	DEFINE
GRUPO AEROPORTUARIO DEL SURESTE SA	SPONSORED ADR	40051E202	1509	40440	SH	DEFINE
GRUPO TELEVISIA S A	SPONSORED ADR	40049J206	26	1200	SH	DEFINE
GRUPO TELEVISIA S A	SPONSORED ADR	40049J206	9816	461700	SH	DEFINE
GSI GROUP INC	COM	36229U102	22090	2362610	SH	DEFINE
GSI GROUP INC	COM	36229U102	7981	853556	SH	DEFINE
GSI GROUP INC	COM	36229U102	3892	416230	SH	DEFINE
GSI GROUP INC	COM	36229U102	136	14575	SH	DEFINE
GSI GROUP INC	COM	36229U102	2512	268610	SH	DEFINE
GTSI CORP	COM	36238K103	2511	298249	SH	DEFINE
GUITAR CENTER INC	COM	402040109	6644	148700	SH	DEFINE
GYMBOREE CORP	COM	403777105	20352	482500	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	COM	404052102	2511	150000	SH	DEFINE
H & R BLOCK INC	COM	093671105	378780	17423183	SH	DEFINE
H & R BLOCK INC	COM	093671105	22841	1050621	SH	DEFINE
H & R BLOCK INC	COM	093671105	182033	8373170	SH	DEFINE
H & R BLOCK INC	COM	093671105	1405	64636	SH	DEFINE
H & R BLOCK INC	COM	093671105	701	32240	SH	DEFINE
H & R BLOCK INC	COM	093671105	2846	130902	SH	DEFINE
H & R BLOCK INC	COM	093671105	43580	2004587	SH	DEFINE
H J HEINZ CO	COM	423074103	801	19100	SH	DEFINE
H J HEINZ CO	COM	423074103	11559	275678	SH	DEFINE
HALLIBURTON CO	COM	406216101	27	936	SH	DEFINE
HALLIBURTON CO	COM	406216101	1604	56372	SH	DEFINE
HALLIBURTON CO	COM	406216101	42027	1477208	SH	DEFINE
HANCOCK HOLDING CO	COM	410120109	3791	70788	SH	DEFINE
HANCOCK HOLDING CO	COM	410120109	6074	113429	SH	DEFINE
HANDLEMAN CO	COM	410252100	10322	1360000	SH	DEFINE
HANESBRANDS INC	COM	410345102	2	100	SH	DEFINE
HANESBRANDS INC	COM	410345102	438	19436	SH	DEFINE
HANESBRANDS INC	COM	410345102	241	10694	SH	DEFINE
HANESBRANDS INC	COM	410345102	10	438	SH	DEFINE
HANESBRANDS INC	COM	410345102	2	96	SH	DEFINE
HANOVER COMPRESSOR CO	COM	410768105	27330	1500000	SH	DEFINE
HANOVER COMPRESSOR CO	NOTE 4.750% 3/1	410768AC9	121271	124700000	PRN	DEFINE
HANSEN NATURAL CORP	COM	411310105	390	12000	SH	DEFINE
HANSON PLC	SPONSORED ADR	411349103	620	8600	SH	DEFINE
HARDINGE INC	COM	412324303	11983	900991	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	315857	5033580	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	31375	500000	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	31	500	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	1240	19760	SH	DEFINE
HARLEY-DAVIDSON INC	COM	412822108	28275	450600	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	1997	23931	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	67	800	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	148130	1775283	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM	413086109	2545	30500	SH	DEFINE
HARMONY GOLD MINING CO LTD	SPONSORED ADR	413216300	7758	600000	SH	DEFINE
HARRIS CORP	COM	413875105	2681	60270	SH	DEFINE
HARRIS CORP	COM	413875105	207	4648	SH	DEFINE
HARRIS CORP	COM	413875105	263615	5925273	SH	DEFINE
HARRIS CORP	COM	413875105	3635	81700	SH	DEFINE
HARTE HANKS INC	COM	416196103	1298	49250	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	339516	3913733	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	17387	200432	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM	416515104	4	41	SH	DEFINE

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

HASBRO INC	COM	418056107	41696	1832800	SH	DEFINE
HAVERTY FURNITURE COS INC	COM	419596101	17019	1067000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COM	419870100	63320	2340000	SH	DEFINE
HCA INC	COM	404119109	483739	9696116	SH	DEFINE
HCA INC	COM	404119109	13470	270000	SH	DEFINE
HCA INC	COM	404119109	32	650	SH	DEFINE
HCA INC	COM	404119109	750	15034	SH	DEFINE
HCA INC	COM	404119109	5	109	SH	DEFINE
HCA INC	COM	404119109	2440	48900	SH	DEFINE
HEADWATERS INC	COM	42210P102	703	30100	SH	DEFINE
HEADWATERS INC	COM	42210P102	32874	1407895	SH	DEFINE
HEADWATERS INC	NOTE 2.875% 6/0	42210PAB8	12623	12120000	PRN	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM	421933102	106	5070	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM	421933102	430	20555	SH	DEFINE
HEALTH NET INC	COM	42222G108	319	7340	SH	DEFINE
HEALTH NET INC	COM	42222G108	22	500	SH	DEFINE
HEALTH NET INC	COM	42222G108	6673	153342	SH	DEFINE
HEALTH NET INC	COM	42222G108	16	370	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COM	421906108	9827	390600	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COM	421906108	11264	447695	SH	DEFINE
HEALTHWAYS INC	COM	422245100	1	24	SH	DEFINE
HEALTHWAYS INC	COM	422245100	6603	148040	SH	DEFINE
HEALTHWAYS INC	COM	422245100	7122	159695	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COM	42235N108	7049	271125	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COM	42235N108	13182	507000	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	NOTE 3.250%12/1	127914AB5	13425	10000000	PRN	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	17725	530695	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	13383	400693	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	180064	5391123	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	2305	69000	SH	DEFINE
HENRY SCHEIN INC	COM	806407102	253	5040	SH	DEFINE
HENRY SCHEIN INC	COM	806407102	42611	849850	SH	DEFINE
HENRY SCHEIN INC	COM	806407102	1183	23600	SH	DEFINE
HERCULES OFFSHORE	COM	427093109	7033	226500	SH	DEFINE
HERMAN MILLER INC	COM	600544100	749	21903	SH	DEFINE
HERMAN MILLER INC	COM	600544100	17	500	SH	DEFINE
HERMAN MILLER INC	COM	600544100	45613	1333330	SH	DEFINE
HERMAN MILLER INC	COM	600544100	759	22200	SH	DEFINE
HERSHA HOSPITALITY TRUST	COM	427825104	286	29800	SH	DEFINE
HERSHA HOSPITALITY TRUST	COM	427825104	1703	177400	SH	DEFINE
HERSHA HOSPITALITY TRUST	COM	427825104	839	87400	SH	DEFINE
HERSHA HOSPITALITY TRUST	COM	427825104	399	41600	SH	DEFINE
HERSHA HOSPITALITY TRUST	COM	427825104	752	78300	SH	DEFINE
HESS CORP	COM	42809H107	16166	390300	SH	DEFINE
HESS CORP	COM	42809H107	1436	34679	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	45591	1242611	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	2686	73200	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	1	35	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	40955	1116250	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	19981	544582	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	13955	380343	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COM	430141101	183	12800	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COM	430141101	1624	113300	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COM	430141101	1055	73600	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COM	430141101	413	28800	SH	DEFINE
HIGHLAND HOSPITALITY CORP	COM	430141101	555	38700	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	182149	3196714	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	233702	4101475	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	63	1100	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	1510	26500	SH	DEFINE
HILTON HOTELS CORP	COM	432848109	2062	74035	SH	DEFINE
HILTON HOTELS CORP	COM	432848109	70395	2527661	SH	DEFINE

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

HILTON HOTELS CORP	NOTE 3.375% 4/1	432848AZ2	13781	10500000	PRN	DEFINE
HOME DEPOT INC	COM	437076102	1322	36450	SH	DEFINE
HOME DEPOT INC	COM	437076102	45	1237	SH	DEFINE
HOME DEPOT INC	COM	437076102	749	20660	SH	DEFINE
HOME DEPOT INC	COM	437076102	39306	1083706	SH	DEFINE
HOME DEPOT INC	COM	437076102	45382	1251218	SH	DEFINE
HOME DEPOT INC	COM	437076102	229	6300	SH	DEFINE
HOME DEPOT INC	COM	437076102	34	930	SH	DEFINE
HOMEBANC CORP	COM	43738R109	2676	435200	SH	DEFINE
HONDA MOTOR CO LTD	SPONSORED ADR	438128308	2365	70310	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	2386	58336	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	1395	34097	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	23787	581601	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	24815	606718	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	24252	1654306	SH	DEFINE
HORIZON HEALTH CORP	COM	44041Y104	5082	332800	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	7373	220100	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	3283	98000	SH	DEFINE
HOSPIRA INC	COM	441060100	1531	40000	SH	DEFINE
HOSPIRA INC	COM	441060100	1646	43017	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	COM	44106M102	951	20150	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	101	4425	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	5805	253163	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	47031	2051050	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	498	21700	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	204	8900	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	367	16000	SH	DEFINE
HOT TOPIC INC	COM	441339108	18127	1627200	SH	DEFINE
HOT TOPIC INC	COM	441339108	10222	917550	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COM	442487203	50597	1724500	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	1853	20245	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	31744	346816	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	20671	225839	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	275	3000	SH	DEFINE
HUANENG POWER INTERNATIONAL INC	SPONSORED ADR	443304100	1622	56100	SH	DEFINE
HUB GROUP INC	COM	443320106	8385	368100	SH	DEFINE
HUBBELL INC	COM	443510201	1171	24451	SH	DEFINE
HUBBELL INC	COM	443510201	1592	33232	SH	DEFINE
HUBBELL INC	COM	443510201	935	19522	SH	DEFINE
HUBBELL INC	COM	443510201	119	2480	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	11925	900000	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	257524	19435773	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	688	51933	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	92	8000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	5327	461600	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	7685	370000	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	1603	77189	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	110004	5296279	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	2158	103900	SH	DEFINE
HUNTSMAN CORP	PFD MND CV 5%	447011206	23215	573200	SH	DEFINE
HYPERCOM CORP	COM	44913M105	1025	151200	SH	DEFINE
HYPERION SOLUTIONS CORP	COM	44914M104	2630	76273	SH	DEFINE
HYPERION SOLUTIONS CORP	COM	44914M104	105152	3049638	SH	DEFINE
HYPERION SOLUTIONS CORP	COM	44914M104	2246	65150	SH	DEFINE
IAC/INTERACTIVECORP	COM	44919P300	8631	300100	SH	DEFINE
IAC/INTERACTIVECORP	COM	44919P300	101	3500	SH	DEFINE
IAMGOLD CORP	COM	450913108	5747	608200	SH	DEFINE
IAMGOLD CORP	COM	450913108	3661	387400	SH	DEFINE
IBERIABANK CORP	COM	450828108	271	4438	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	26122	850616	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	5609	182660	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	817	26600	SH	DEFINE

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

ICICI BANK LTD	SPONSORED ADR	45104G104	28	909	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	307	10000	SH	DEFINE
IDEXX LABORATORIES INC	COM	45168D104	9268	101690	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	8019	178600	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	44900	1000000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	8638	192380	SH	DEFINE
IMPERIAL OIL LTD	COM	453038408	24178	645259	SH	DEFINE
IMPERIAL OIL LTD	COM	453038408	533	15900	SH	DEFINE
IMS HEALTH INC	COM	449934108	13320	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	2041	76612	SH	DEFINE
IMS HEALTH INC	COM	449934108	16677	626000	SH	DEFINE
INCO LTD	COM	453258402	726	8525	SH	DEFINE
INCO LTD	COM	453258402	122	1600	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	1036	175000	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	6945	1173100	SH	DEFINE
INDIA FUND INC	COM	454089103	972	22011	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	10555	892240	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	31636	2674181	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	20	1700	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	4816	100900	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	9031	189200	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	563	11800	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	1533	34865	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	34017	773456	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	4401	100074	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	1723	39187	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	300	7900	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	38056	1002000	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	1913	50381	SH	DEFINE
INNKEEPERS USA TRUST	COM	4576J0104	114	7000	SH	DEFINE
INNKEEPERS USA TRUST	COM	4576J0104	15080	925700	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	2939	296000	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	11158	1123680	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	3443	346690	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	107	10780	SH	DEFINE
INPUT/OUTPUT INC	COM	457652105	3225	324730	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	1018	200000	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	5903	1159761	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	2475	124560	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	COM	45809F104	169	13000	SH	DEFINE
INTEGRATED ALARM SERVICES	COM	45890M109	10216	2619600	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COM	458118106	604	37637	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COM	458118106	83100	5174360	SH	DEFINE
INTEGRATED DEVICE TECHNOLOGY INC	COM	458118106	1062	66100	SH	DEFINE
INTEL CORP	COM	458140100	1646	80000	SH	DEFINE
INTEL CORP	COM	458140100	3811	185271	SH	DEFINE
INTEL CORP	COM	458140100	16456	800000	SH	DEFINE
INTEL CORP	COM	458140100	2232	108485	SH	DEFINE
INTEL CORP	COM	458140100	88560	4305306	SH	DEFINE
INTEL CORP	COM	458140100	112341	5461414	SH	DEFINE
INTEL CORP	COM	458140100	257	12500	SH	DEFINE
INTEL CORP	COM	458140100	36	1770	SH	DEFINE
INTEL CORP	COM	458140100	309	15000	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	11183	12400000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	4910	65400	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2703	36010	SH	DEFINE
INTERGRAPH CORP	COM	458683109	31731	740000	SH	DEFINE
INTERGRAPH CORP	COM	458683109	1647	38410	SH	DEFINE
INTERMEC INC.	COM	458786100	14643	555503	SH	DEFINE
INTERMUNE INC	COM	45884X103	7648	465800	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	1520	99900	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	11584	141370	SH	DEFINE

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

INTERNATIONAL BUSINESS MACHINES CO COM	459200101	309259	3774213	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO COM	459200101	2	23	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO COM	459200101	45886	560000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO COM	459200101	5294	64610	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO COM	459200101	137276	1675322	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO COM	459200101	26282	320751	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO COM	459200101	213	2600	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO COM	459200101	36	440	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO COM	459200101	246	3000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY COM	459902102	2	40	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY COM	459902102	8078	194652	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY COM	459902102	51851	1249410	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY COM	459902102	174	4200	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY COM	459902102	623	15000	SH	DEFINE
INTERNATIONAL PAPER CO COM	460146103	589885	17033937	SH	DEFINE
INTERNATIONAL PAPER CO COM	460146103	6301	181960	SH	DEFINE
INTERNATIONAL PAPER CO COM	460146103	485645	14023830	SH	DEFINE
INTERNATIONAL PAPER CO COM	460146103	2774	80099	SH	DEFINE
INTERNATIONAL PAPER CO COM	460146103	1389	40113	SH	DEFINE
INTERNATIONAL PAPER CO COM	460146103	1667	48129	SH	DEFINE
INTERNATIONAL PAPER CO COM	460146103	2192	63312	SH	DEFINE
INTERNATIONAL PAPER CO COM	460146103	11959	345323	SH	DEFINE
INTERNATIONAL PAPER CO COM	460146103	97	2810	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP COM	460321201	5944	474800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC COM	460690100	492702	49767887	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC COM	460690100	16144	1630744	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC COM	460690100	1118	112909	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC COM	460690100	298	30100	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC COM	460690100	560	56572	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC COM	460690100	1035	104510	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC COM	460690100	4582	462800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC COM	460690100	35313	3566963	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC PFD CONV SER A	460690308	2417	65000	SH	DEFINE
INTERSIL CORP COM	46069S109	2134	86939	SH	DEFINE
INTERSIL CORP COM	46069S109	132066	5379454	SH	DEFINE
INTERSIL CORP COM	46069S109	2860	116500	SH	DEFINE
INTERTAPE POLYMER GROUP INC COM	460919103	1465	190200	SH	DEFINE
INTERTAPE POLYMER GROUP INC COM	460919103	8727	1012382	SH	DEFINE
INTERVOICE-BRITE INC COM	461142101	15074	2377531	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC COM	459506101	485	12256	SH	DEFINE
INTRALASE CORP COM	461169104	710	36000	SH	DEFINE
INTRAWEST CORP COM	460915200	20783	601700	SH	DEFINE
INTRAWEST CORP COM	460915200	3735	96900	SH	DEFINE
INTRAWEST CORP COM	460915200	8	230	SH	DEFINE
INTUIT INC COM	461202103	2596	80900	SH	DEFINE
INTUIT INC COM	461202103	10493	326976	SH	DEFINE
INTUITIVE SURGICAL INC COM	46120E602	1389	13176	SH	DEFINE
INTUITIVE SURGICAL INC COM	46120E602	49601	470370	SH	DEFINE
INTUITIVE SURGICAL INC COM	46120E602	1181	11200	SH	DEFINE
INVERSIONES Y REPRESENTACION SA GBLB DEP RECPT	450047204	30406	2401707	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC COM	46145F105	919	20530	SH	DEFINE
INVESTORS FINANCIAL SERVICES CORP COM	461915100	1558	36167	SH	DEFINE
INVITROGEN CORP COM	46185R100	791	12480	SH	DEFINE
INVITROGEN CORP COM	46185R100	256	4040	SH	DEFINE
INVITROGEN CORP COM	46185R100	20897	329549	SH	DEFINE
INVITROGEN CORP COM	46185R100	26495	417838	SH	DEFINE
INVITROGEN CORP COM	46185R100	57	900	SH	DEFINE
INVITROGEN CORP COM	46185R100	8	130	SH	DEFINE
INVITROGEN CORP NOTE 3.250% 6/1	46185RAM2	301	310000	PRN	DEFINE
IOMAI CORP COM	46202P103	237	50000	SH	DEFINE
IOMAI CORP COM	46202P103	913	193100	SH	DEFINE
IOWA TELECOMMUNICATIONS SERVICES I COM	462594201	1221	61700	SH	DEFINE

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

IPC HOLDINGS LTD	COM	G4933P101	95683	3145400	SH	DEFINE
IPC HOLDINGS LTD	COM	G4933P101	18050	593361	SH	DEFINE
IPSCO INC	COM	462622101	6433	66400	SH	DEFINE
IRON MOUNTAIN INC	COM	462846106	10163	236678	SH	DEFINE
IRON MOUNTAIN INC	COM	462846106	258	6000	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	18439	942680	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	244	12470	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	1391	71120	SH	DEFINE
ISHARES COHEN & STEERS REALTY MAJO	COHEN&ST RLTY	464287564	11	122	SH	DEFINE
ISHARES COHEN & STEERS REALTY MAJO	COHEN&ST RLTY	464287564	770	8392	SH	DEFINE
ISHARES FTSE/XINHUA CHINA 25	FTSE XNHUA IDX	464287184	1221	15010	SH	DEFINE
ISHARES LEHMAN	1-3 YR TRS BD	464287457	41	510	SH	DEFINE
ISHARES LEHMAN	1-3 YR TRS BD	464287457	468	5824	SH	DEFINE
ISHARES LEHMAN 20+YEAR TREASURY BO	20+YR TRS BD	464287432	202	2261	SH	DEFINE
ISHARES LEHMAN AGG BOND FUND	LEHMAN AGG BOND	464287226	707	7063	SH	DEFINE
ISHARES LEHMAN TREASURY BOND FUND	7-10 YR TRS BD	464287440	510	6135	SH	DEFINE
ISHARES MSCI AUSTRALIA INDEX FUND	MSCI AUSTRALIA	464286103	2538	119794	SH	DEFINE
ISHARES MSCI EAFE INDEX FUND	MSCI EAFE IDX	464287465	4	52	SH	DEFINE
ISHARES MSCI EAFE INDEX FUND	MSCI EAFE IDX	464287465	15957	235526	SH	DEFINE
ISHARES MSCI EMERGING MARKETS INDE	MSCI EMERG MKT	464287234	1	14	SH	DEFINE
ISHARES MSCI EMERGING MARKETS INDE	MSCI EMERG MKT	464287234	31996	330635	SH	DEFINE
ISHARES MSCI HONG KONG INDEX FUND	MSCI HOND KONG	464286871	1064	74900	SH	DEFINE
ISHARES MSCI JAPAN INDEX FUND	MSCI JAPAN	464286848	37	2700	SH	DEFINE
ISHARES MSCI JAPAN INDEX FUND	MSCI JAPAN	464286848	2777	204954	SH	DEFINE
ISHARES MSCI MALAYSIA INDEX FUND	MSCI MALAYSIA	464286830	330	43131	SH	DEFINE
ISHARES MSCI SINGAPORE INDEX FUND	MSCI SINGAPORE	464286673	506	54247	SH	DEFINE
ISHARES MSCI SOUTH KOREA	MSCI S KOREA	464286772	1187	25281	SH	DEFINE
ISHARES MSCI TAIWAN INDEX FUND	MSCI TAIWAN	464286731	914	70596	SH	DEFINE
ISHARES RUSSELL MIDCAP GROWTH INDE	RUSSELL MCP GR	464287481	288	2987	SH	DEFINE
ISHARES S&P 500 GROWTH INDEX FUND	S&P500 GRW	464287309	426	6905	SH	DEFINE
ISHARES S&P INDEX 500 FUND	S&P500 INDEX	464287200	12127	90693	SH	DEFINE
ISHARES S&P MIDCAP 400	S&P MIDCAP 400	464287507	201	2660	SH	DEFINE
ISHARES TR DOW JONES SELECT DIVIDE	DJ SEL DIV INX	464287168	6194	93235	SH	DEFINE
ISHARES TR RUSSELL 2000 INDEX FUND	RUSSELL 2000	464287655	395	5493	SH	DEFINE
ISHARES TR RUSSELL 3000 INDEX FUND	RUSSELL 3000	464287689	846	11000	SH	DEFINE
ISHARES TRUST DJ UTILITIES SECTOR	DJ US UTILS	464287697	609	7350	SH	DEFINE
ISHARES TRUST LEHMAN TIPS BOND FUN	US TIPS BD FD	464287176	3212	31755	SH	DEFINE
ISTA PHARMACEUTICALS INC	COM	45031X204	1858	313300	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	126919	3043614	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	1441	34567	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	229	5500	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	94046	2255300	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	592	14200	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	200	4800	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	984	23600	SH	DEFINE
ITC HOLDINGS CORPORATION	COM	465685105	18127	581000	SH	DEFINE
ITLA CAPITAL CORP	COM	450565106	23966	445796	SH	DEFINE
ITRON INC	COM	465741106	5044	90400	SH	DEFINE
ITT CORP	COM	450911102	3828	74654	SH	DEFINE
ITT CORP	COM	450911102	256	5000	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	12049	1728600	SH	DEFINE
IXIA	COM	45071R109	14674	1646962	SH	DEFINE
IXIA	COM	45071R109	19645	2204790	SH	DEFINE
J CREW GROUP INC	COM	46612H402	17558	583900	SH	DEFINE
JABIL CIRCUIT INC	COM	466313103	1369	47927	SH	DEFINE
JABIL CIRCUIT INC	COM	466313103	71	2500	SH	DEFINE
JABIL CIRCUIT INC	COM	466313103	64983	2274513	SH	DEFINE
JABIL CIRCUIT INC	COM	466313103	1566	54800	SH	DEFINE
JACKSON HEWITT TAX SERVICE, INC	COM	468202106	12262	408600	SH	DEFINE
JACOBS ENGINEERING GROUP	COM	469814107	1403	18774	SH	DEFINE
JACOBS ENGINEERING GROUP	COM	469814107	14943	199954	SH	DEFINE
JARDEN CORP	COM	471109108	9131	276950	SH	DEFINE

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

JDS UNIPHASE CORP	COM	46612J101	138	63194	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	18876	1100000	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	1101	118788	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	284	30680	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	9	987	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	77403	8349869	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	1303	140584	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	53	5700	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	9	940	SH	DEFINE
JETBLUE AIRWAYS CORP	DBCV 3.750% 3/1	477143AC5	13406	15000000	PRN	DEFINE
JLG INDUSTRIES INC	COM	466210101	7948	401200	SH	DEFINE
JOHN B SANFILIPPO & SON INC	COM	800422107	1989	195000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	COM	409735107	16038	1650000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	67732	1043000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	3431	52830	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1717	26438	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	64680	996000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	12313	189612	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	156806	2414628	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	551787	8496871	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	351	5400	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	58	900	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	2165	30180	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	1	17	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	28696	400000	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	462	6435	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	72	1000	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	16723	233110	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	115	1600	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	17	230	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	647	7571	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	19453	227578	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	248	2900	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	296290	6309406	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	13067	278262	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	5937	126423	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	21192	451282	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	54061	1151211	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	582621	12406747	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1439	30652	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	47699	1015732	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	32	690	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	1	57	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	569	32900	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	3766	217964	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	23364	1352100	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	161	9300	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	24	1390	SH	DEFINE
JUNIPER NETWORKS INC	NOTE 6/1	48203RAC8	1772250	17000000	PRN	DEFINE
K&F INDUSTRIES HOLDINGS INC	COM	482241106	5690	303000	SH	DEFINE
K2 INC	COM	482732104	9081	774200	SH	DEFINE
KANBAY INTERNATIONAL INC	COM	48369P207	12702	617782	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COM	484836101	11395	250220	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COM	484836101	91	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COM	485170302	30333	1110700	SH	DEFINE
KANSAS CITY SOUTHERN	COM	485170302	26	960	SH	DEFINE
KAYDON CORP	COM	486587108	5301	143200	SH	DEFINE
KB HOME	COM	48666K109	150	3425	SH	DEFINE
KB HOME	COM	48666K109	329	7500	SH	DEFINE
KB HOME	COM	48666K109	61206	1397400	SH	DEFINE
KELLOGG CO	COM	487836108	1219	24617	SH	DEFINE
KELLWOOD CO	COM	488044108	22660	786000	SH	DEFINE

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

KELLWOOD CO	COM	488044108	28508	988820	SH	DEFINE
KELLY SERVICES INC	COM	488152208	41301	1506800	SH	DEFINE
KENNAMETAL INC	COM	489170100	33412	589800	SH	DEFINE
KENNAMETAL INC	COM	489170100	14739	260178	SH	DEFINE
KENNAMETAL INC	COM	489170100	11338	200150	SH	DEFINE
KENNAMETAL INC	COM	489170100	105539	1863003	SH	DEFINE
KENNAMETAL INC	COM	489170100	2456	43350	SH	DEFINE
KENNAMETAL INC	COM	489170100	283	5000	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COM	492515101	990	83690	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COM	492515101	38238	3232290	SH	DEFINE
KERYX BIOPHAMACEUTICALS INC	COM	492515101	1424	120400	SH	DEFINE
KEYCORP	COM	493267108	814	21752	SH	DEFINE
KEYSPAN CORP	COM	49337W100	431	10488	SH	DEFINE
KEYSPAN CORP	COM	49337W100	13436	326600	SH	DEFINE
KILROY REALTY CORP	COM	49427F108	1801	23900	SH	DEFINE
KIMBERLY-CLARK CORP	COM	494368103	8118	124200	SH	DEFINE
KIMBERLY-CLARK CORP	COM	494368103	5723	87554	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	105	2455	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	1908	44500	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	39016	910100	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	LTD PARTNERSHIP	494550106	8356	190418	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	33888	323200	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	10	98	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	2525	24083	SH	DEFINE
KINDER MORGAN INC	COM	49455P101	20970	200000	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	213502	7559334	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	983	34750	SH CALL	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	16546	556556	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	831	27963	SH	DEFINE
KINGSWAY FINANCIAL SERVICES INC	COM	496904103	138230	5442140	SH	DEFINE
KINROSS GOLD CORP	COM	496902404	69	5500	SH	DEFINE
KINROSS GOLD CORP	COM	496902404	49147	3513012	SH	DEFINE
KITE REALTY GROUP TRUST	COM	49803T102	62	3615	SH	DEFINE
KITE REALTY GROUP TRUST	COM	49803T102	33550	1968900	SH	DEFINE
KKR FINANCIAL CORP	COM	482476306	72737	2964000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	1	13	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	261	5860	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	42	938	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	42631	958641	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	93	2100	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	15	340	SH	DEFINE
KNIGHT TRANSPORTATION INC	COM	499064103	30833	1819050	SH	DEFINE
KNIGHT TRANSPORTATION INC	COM	499064103	3066	180900	SH	DEFINE
KOHL'S CORP	COM	500255104	2576	39679	SH	DEFINE
KOHL'S CORP	COM	500255104	11192	172391	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	1906	54436	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	15886	453744	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	33206	948472	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	629	17955	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NEW YORK SHARES	500472303	5629	160784	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	36211	464065	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	187978	2409046	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	21722	278382	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	13528	173370	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1592	20400	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1047	13412	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1485	19027	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	3404	43620	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	535	6859	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1317	16877	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	3744	191500	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	21595	1104581	SH	DEFINE

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

KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	19411	992900	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	352	18000	SH CALL	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	9558	488920	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	53	2695	SH	DEFINE
KORN/FERRY INTERNATIONAL	COM	500643200	6780	323766	SH	DEFINE
KOS PHARMACEUTICALS INC	COM	500648100	647	13092	SH	DEFINE
KOS PHARMACEUTICALS INC	COM	500648100	58528	1184300	SH	DEFINE
KOS PHARMACEUTICALS INC	COM	500648100	2076	42000	SH	DEFINE
KOSAN BIOSCIENCES INC	COM	50064W107	5004	1036091	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	3673	103000	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	1292	36223	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	1725	48369	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	867	24325	SH	DEFINE
KROGER CO	COM	501044101	42832	1851010	SH	DEFINE
KROGER CO	COM	501044101	4577	197800	SH	DEFINE
KROGER CO	COM	501044101	187682	8110714	SH	DEFINE
KROGER CO	COM	501044101	22078	954097	SH	DEFINE
KROGER CO	COM	501044101	477	20600	SH	DEFINE
KROGER CO	COM	501044101	3499	151230	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	616903	28733244	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	133634	6224214	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	7222	336379	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	52581	2449039	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	2893	134732	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	6159	286861	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	29	1360	SH	DEFINE
L-3 COMMUNICATIONS CORP	COM	502424104	8599	109785	SH	DEFINE
LA-Z-BOY INC	COM	505336107	27800	1991400	SH	DEFINE
LABOPHARM INC	COM	504905100	479	75400	SH	DEFINE
LABOPHARM INC	COM	504905100	2601	409600	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	46	700	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	975	14864	SH	DEFINE
LABRANCHE & CO INC	COM	505447102	133	12800	SH	DEFINE
LADISH CO INC	COM	505754200	1531	53000	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	44	966	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	50	1100	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	135165	2981804	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	2280	50300	SH	DEFINE
LAMAR ADVERTISING CO	COM	512815101	666	12465	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	5277	117900	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	18	400	SH	DEFINE
LANDSTAR SYSTEM INC	COM	515098101	10052	235400	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	100	2300	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	44723	1031900	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	650	15000	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	403	9300	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	810	18700	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COM	51827Q106	8326	222015	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COM	51827Q106	48	1279	SH	DEFINE
LAUREATE EDUCATION INC	COM	518613104	941	19659	SH	DEFINE
LAUREATE EDUCATION INC	COM	518613104	86481	1806955	SH	DEFINE
LAUREATE EDUCATION INC	COM	518613104	1804	37700	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COM	521050104	10762	376686	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COM	521050104	86	3000	SH	DEFINE
LEAP WIRELESS INTERNATIONAL INC	COM	521863308	2798	57700	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	11742	1480690	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	398	50200	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	188	23720	SH	DEFINE
LEAR CORP	COM	521865105	35364	1708388	SH	DEFINE
LEAR CORP	COM	521865105	641	30960	SH	DEFINE
LEAR CORP	COM	521865105	226	10900	SH	DEFINE
LEAR CORP	COM	521865105	33	1600	SH	DEFINE

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

LEAR CORP	COM	521865105	3938	190220	SH	DEFINE
LECG CORP	COM	523234102	18453	983656	SH	DEFINE
LECG CORP	COM	523234102	14350	764900	SH	DEFINE
LEGG MASON INC	COM	524901105	6644	65875	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	105727	4224000	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	45	1800	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	4823	65300	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	5505	74533	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	68	926	SH	DEFINE
LENNAR CORP	COM	526057104	22005	486300	SH	DEFINE
LENNAR CORP	COM	526057104	160	3535	SH	DEFINE
LENNAR CORP	COM	526057104	40	882	SH	DEFINE
LENNAR CORP	COM	526057104	73726	1629300	SH	DEFINE
LENNAR CORP	COM	526057302	2017	48000	SH	DEFINE
LENNAR CORP	COM	526057302	10	230	SH	DEFINE
LENOX INTERNATIONAL INC	COM	526107107	19946	871000	SH	DEFINE
LEUCADIA NATIONAL CORP	COM	527288104	97013	3707023	SH	DEFINE
LEUCADIA NATIONAL CORP	COM	527288104	511	19544	SH	DEFINE
LEUCADIA NATIONAL CORP	NOTE 3.750% 4/1	527288AX2	4676	3600000	PRN	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	43	8100	SH	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	5475	1023400	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	COM	529043101	31	1475	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	COM	529043101	16306	769900	SH	DEFINE
LEXINGTON CORP PROPERTIES TRUST CV	PFD CONV SER C	529043309	68005	1450000	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	308952	5358170	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	236	4100	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	5099	88439	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	81	1400	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	13	220	SH	DEFINE
LIBERTY GLOBAL INC	COM	530555309	205	8180	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/1	530715AR2	8054	10000000	PRN	DEFINE
LIBERTY MEDIA HLDG CORP- INTERACTI	COM	53071M104	1354	66459	SH	DEFINE
LIBERTY MEDIA HLDG CORP- INTERACTI	COM	53071M104	102	5000	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	234026	2800359	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	1043	12484	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	8	96	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	84	1000	SH	DEFINE
LIBERTY MEDIA INTO MOTOROLA	DEB 3.500% 1/1	530715AN1	8756	8000000	PRN	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	67	1400	SH	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	11128	232857	SH	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	36961	773400	SH	DEFINE
LIFECCELL CORP	COM	531927101	7980	247660	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	724	20500	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	1	31	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	500	14170	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	1	15	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	15320	433760	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	138	3900	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	21	600	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	547	20658	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	7	253	SH	DEFINE
LINCOLN NATIONAL CORP	COM	534187109	23231	374214	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	1369	44000	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	2	70	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	6	200	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	3277	105301	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	13869	445655	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	12373	1621645	SH	DEFINE
LIONS GATE ENTMT CORP	COM	535919203	1	108	SH	DEFINE
LIONS GATE ENTMT CORP	COM	535919203	7021	701352	SH	DEFINE
LIVE NATION	COM	538034109	1	55	SH	DEFINE
LIVE NATION	COM	538034109	1276	62500	SH	DEFINE

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

LIVE NATION	COM	538034109	1	72	SH	DEFINE
LIVE NATION	COM	538034109	3	124	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	280	7090	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	2301	58250	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1225	31000	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	587	14858	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1499	37950	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	6211	153355	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	43030	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	8658	100606	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	25	289	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	8618	100140	SH	DEFINE
LOEWS CORP	COM	540424108	409	10800	SH	DEFINE
LOGITECH INTERNATIONAL SA	SPONSORED ADR	541419107	1905	87531	SH	DEFINE
LOGITECH INTERNATIONAL SA	SPONSORED ADR	541419107	1075	49400	SH	DEFINE
LOGITECH INTERNATIONAL SA	SPONSORED ADR	541419107	83517	3838077	SH	DEFINE
LOGITECH INTERNATIONAL SA	SPONSORED ADR	541419107	3360	154400	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COM	542312103	25995	537300	SH	DEFINE
LONE STAR TECHNOLOGIES INC	COM	542312103	58	1200	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	0	17	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	284	10130	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	5260	187440	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	32591	1161467	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	107	3800	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	12	420	SH	DEFINE
LOWE'S COMPANIES INC	NOTE 2/1	548661CF2	1202418	13000000	PRN	DEFINE
LSI LOGIC CORP	COM	502161102	241	29292	SH	DEFINE
LUCENT TECHNOLOGIES INC	COM	549463107	67822	28983600	SH	DEFINE
LUCENT TECHNOLOGIES INC	COM	549463107	593	253242	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	736	25000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	19416	659750	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	1118	38000	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	1	22	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	229	9040	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	76	3000	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	201376	7937563	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	91	3600	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	11	430	SH	DEFINE
M & T BANK CORP	COM	55261F104	2940	24510	SH	DEFINE
M & T BANK CORP	COM	55261F104	11	91	SH	DEFINE
M/I HOMES INC	COM	55305B101	43876	1241176	SH	DEFINE
MACERICH CO	COM	554382101	181	2365	SH	DEFINE
MACERICH CO	COM	554382101	1283	16800	SH	DEFINE
MACERICH CO	COM	554382101	88639	1160800	SH	DEFINE
MACQUARIE INFRASTRUCTURE CO TR	COM	55607X108	751	24100	SH	DEFINE
MAGNA INTERNATIONAL INC	COM	559222401	213805	2634688	SH	DEFINE
MAINE & MARITIMES CORP	COM	560377103	454	27100	SH	DEFINE
MANITOWOC CO INC	COM	563571108	10	220	SH	DEFINE
MANITOWOC CO INC	COM	563571108	20003	446600	SH	DEFINE
MANPOWER INC	COM	56418H100	2585	42198	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	32260	1000000	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	317715	8825422	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	294	9102	SH	DEFINE
MARATHON OIL CORP	COM	565849106	2	30	SH	DEFINE
MARATHON OIL CORP	COM	565849106	2007	26098	SH	DEFINE
MARATHON OIL CORP	COM	565849106	8935	116184	SH	DEFINE
MARCHEX INC	COM	56624R108	37797	2463960	SH	DEFINE
MARCHEX INC	COM	56624R108	403	26300	SH	DEFINE
MARINEMAX INC	COM	567908108	5729	225100	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	1	80	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	53895	2933853	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	1668	90800	SH	DEFINE

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

MARKETAXESS HOLDINGS INC	COM	57060D108	4317	412300	SH	DEFINE
MARRIOTT INTERNATIONAL INC	COM	571903202	2073	53640	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2091	74297	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1345	47775	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	718	25495	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	50954	1810095	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	99	3500	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	14	490	SH	DEFINE
MARSHALL & ILSLEY CORP	COM	571834100	2324	48232	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COM	573284106	1673	19769	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	69	3551	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	175	9040	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	11352	586082	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	44223	2283061	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	194	10000	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	542	28000	SH	DEFINE
MASCO CORP	COM	574599106	7464	272200	SH	DEFINE
MASCO CORP	COM	574599106	1	27	SH	DEFINE
MASCO CORP	COM	574599106	2821	102888	SH	DEFINE
MASCO CORP	COM	574599106	6558	239172	SH	DEFINE
MASCO CORP	COM	574599106	11	390	SH	DEFINE
MASSEY ENERGY CO	COM	576206106	103930	4963232	SH	DEFINE
MASSEY ENERGY CO	COM	576206106	101	4800	SH	DEFINE
MATRIA HEALTHCARE INC	COM	576817209	6625	238410	SH	DEFINE
MATTEL INC	COM	577081102	1399	71010	SH	DEFINE
MATTEL INC	COM	577081102	2602	132060	SH	DEFINE
MATTEL INC	COM	577081102	257497	13070932	SH	DEFINE
MATTEL INC	COM	577081102	19610	995407	SH	DEFINE
MATTEL INC	COM	577081102	37	1865	SH	DEFINE
MATTEL INC	COM	577081102	2964	150436	SH	DEFINE
MATTEL INC	COM	577081102	121	6160	SH	DEFINE
MAVERICK TUBE CORP	COM	577914104	23449	361700	SH	DEFINE
MAVERICK TUBE CORP	COM	577914104	1	18	SH	DEFINE
MAVERICK TUBE CORP	COM	577914104	166	2563	SH	DEFINE
MAX RE CAPITAL LTD	COM	G6052F103	6148	267760	SH	DEFINE
MAX RE CAPITAL LTD	COM	G6052F103	9425	410500	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COM	57772K101	42	1500	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COM	57772K101	2581	91940	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COM	57772K101	31	1100	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COM	57772K101	5	190	SH	DEFINE
MBIA INC	COM	55262C100	12288	200000	SH	DEFINE
MBIA INC	COM	55262C100	1020	16600	SH	DEFINE
MCCLATCHY COMPANY	COM	579489105	227	5372	SH	DEFINE
MCCORMICK & CO INC	COM	579780206	96944	2552495	SH	DEFINE
MCCORMICK & CO INC	COM	579780206	300	7909	SH	DEFINE
MCDONALD'S CORP	COM	580135101	7535	192600	SH	DEFINE
MCDONALD'S CORP	COM	580135101	17419	445261	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COM	580645109	3	50	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COM	580645109	24832	427920	SH	DEFINE
MCKESSON CORP	COM	58155Q103	1	10	SH	DEFINE
MCKESSON CORP	COM	58155Q103	283	5360	SH	DEFINE
MCKESSON CORP	COM	58155Q103	198	3750	SH	DEFINE
MCKESSON CORP	COM	58155Q103	5307	100671	SH	DEFINE
MCKESSON CORP	COM	58155Q103	79	1500	SH	DEFINE
MCKESSON CORP	COM	58155Q103	9	170	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	42335	911400	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	170	3651	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	339	7300	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	125333	2698240	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	93	2000	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	14	310	SH	DEFINE
MDS INC	COM	55269P302	38085	1988751	SH	DEFINE

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

MDS INC	COM	55269P302	40753	2128100	SH	DEFINE
MDS INC	COM	55269P302	15420	805226	SH	DEFINE
MDS INC	COM	55269P302	6172	322319	SH	DEFINE
MDS INC	COM	55269P302	9043	472195	SH	DEFINE
MDU RESOURCES GROUP INC	COM	552690109	632	28279	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	42567	1605700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	22	840	SH	DEFINE
MEDAREX INC	COM	583916101	4640	432000	SH	DEFINE
MEDAREX INC	COM	583916101	3388	315500	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	2900	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	11654	193884	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1386	23065	SH	DEFINE
MEDICAL PROPERTIES TRUST INC	COM	58463J304	7488	559196	SH	DEFINE
MEDICINES CO	COM	584688105	1746	77410	SH	DEFINE
MEDICINES CO	COM	584688105	70309	3116546	SH	DEFINE
MEDICINES CO	COM	584688105	1112	49300	SH	DEFINE
MEDIMMUNE INC	COM	584699102	1029	35216	SH	DEFINE
MEDIMMUNE INC	COM	584699102	28424	973082	SH	DEFINE
MEDTRONIC INC	COM	585055106	1382	29750	SH	DEFINE
MEDTRONIC INC	COM	585055106	209	4493	SH	DEFINE
MEDTRONIC INC	COM	585055106	4154	89450	SH	DEFINE
MEDTRONIC INC	COM	585055106	47301	1018543	SH	DEFINE
MEDTRONIC INC	COM	585055106	29113	626902	SH	DEFINE
MEDTRONIC INC	COM	585055106	153	3300	SH	DEFINE
MEDTRONIC INC	COM	585055106	12	250	SH	DEFINE
MEDTRONIC INC	COM	585055106	279	6000	SH	DEFINE
MELLON FINANCIAL CORP	COM	58551A108	6389	163400	SH	DEFINE
MELLON FINANCIAL CORP	COM	58551A108	1247	31899	SH	DEFINE
MEMC ELECTRONIC MATERIALS INC	COM	552715104	22	600	SH	DEFINE
MEMC ELECTRONIC MATERIALS INC	COM	552715104	8971	244910	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	19293	518500	SH	DEFINE
MENTOR CORP	COM	587188103	1043	20700	SH	DEFINE
MERCANTILE BANKSHARES CORP	COM	587405101	42652	1175962	SH	DEFINE
MERCANTILE BANKSHARES CORP	COM	587405101	73	2025	SH	DEFINE
MERCANTILE BANKSHARES CORP	COM	587405101	890	24525	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	646	25000	SH	DEFINE
MERCER INTERNATIONAL INC	COM	588056101	20251	2145200	SH	DEFINE
MERCHANTS GROUP INC	COM	588539106	4918	164000	SH	DEFINE
MERCK & CO INC	COM	589331107	1160633	27700075	SH	DEFINE
MERCK & CO INC	COM	589331107	47323	1129422	SH	DEFINE
MERCK & CO INC	COM	589331107	30090	718140	SH	DEFINE
MERCK & CO INC	COM	589331107	35	835	SH	DEFINE
MERCK & CO INC	COM	589331107	20950	500000	SH	DEFINE
MERCK & CO INC	COM	589331107	23437	559365	SH	DEFINE
MERCK & CO INC	COM	589331107	124272	2965926	SH	DEFINE
MERCK & CO INC	COM	589331107	1316125	31411103	SH	DEFINE
MERCK & CO INC	COM	589331107	3058	72985	SH	DEFINE
MERCK & CO INC	COM	589331107	6237	148860	SH	DEFINE
MERCK & CO INC	COM	589331107	103034	2459045	SH	DEFINE
MERCK & CO INC	COM	589331107	5611	133914	SH	DEFINE
MERCK & CO INC	COM	589331107	1261	30089	SH	DEFINE
MERCURY GENERAL CORP	COM	589400100	28135	567119	SH	DEFINE
MERCURY GENERAL CORP	COM	589400100	114	2300	SH	DEFINE
MEREDITH CORP	COM	589433101	257	5208	SH	DEFINE
MEREDITH CORP	COM	589433101	9	180	SH	DEFINE
MERIDIAN GOLD INC	COM	589975101	12	500	SH	DEFINE
MERIDIAN GOLD INC	COM	589975101	39253	1520260	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	106	2550	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	179	4300	SH	DEFINE
MERITAGE HOMES CORP	COM	59001A102	61860	1486654	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	272159	3479407	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1466	18741	SH	DEFINE

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

MERRILL LYNCH & CO INC	COM	590188108	1	7	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	664	8495	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	13804	176477	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	11875	151820	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	33684	430628	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	3765	48131	SH	DEFINE
MERRILL LYNCH & CO INC	COM	590188108	1075	13747	SH	DEFINE
MESA AIR GROUP INC	COM	590479101	3492	450000	SH	DEFINE
MESA AIR GROUP INC	COM	590479101	869	112000	SH	DEFINE
METAL MANAGEMENT INC	COM	591097209	4474	160700	SH	DEFINE
METALICA RESOURCES INC	COM	59125J104	1700	500000	SH	DEFINE
METHANEX CORP	COM	59151K108	61300	2262822	SH	DEFINE
METHODE ELECTRONICS INC	COM	591520200	14626	1538005	SH	DEFINE
METLIFE INC	COM	59156R108	26611	469500	SH	DEFINE
METLIFE INC	COM	59156R108	2826	49859	SH	DEFINE
METLIFE INC	COM	59156R108	3	57	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	28941	437500	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	42344	640126	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	91468	1382733	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM	592688105	1852	28000	SH	DEFINE
MEXICO FUND INC	COM	592835102	21362	620800	SH	DEFINE
MGI PHARMA INC	COM	552880106	861	50000	SH	DEFINE
MGI PHARMA INC	COM	552880106	6158	357800	SH	DEFINE
MGIC INVESTMENT CORP	COM	552848103	32311	538785	SH	DEFINE
MGIC INVESTMENT CORP	COM	552848103	192	3200	SH	DEFINE
MGIC INVESTMENT CORP	COM	552848103	2	38	SH	DEFINE
MICHAELS STORES INC	COM	594087108	29477	677020	SH	DEFINE
MICREL INC	COM	594793101	240	25000	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	4775	147293	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	1120	34550	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	4754	146650	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	228888	7060091	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	2114	65200	SH	DEFINE
MICROS SYSTEMS INC	COM	594901100	16784	343100	SH	DEFINE
MICROS SYSTEMS INC	COM	594901100	3194	65300	SH	DEFINE
MICROSEMI CORP	COM	595137100	1391	73784	SH	DEFINE
MICROSEMI CORP	COM	595137100	128001	6790530	SH	DEFINE
MICROSEMI CORP	COM	595137100	2121	112500	SH	DEFINE
MICROSEMI CORP	COM	595137100	26	1400	SH	DEFINE
MICROSEMI CORP	COM	595137100	7	360	SH	DEFINE
MICROSOFT CORP	COM	594918104	1474685	53958459	SH	DEFINE
MICROSOFT CORP	COM	594918104	32244	1179790	SH	DEFINE
MICROSOFT CORP	COM	594918104	39399	1441600	SH	DEFINE
MICROSOFT CORP	COM	594918104	13737	502650	SH	DEFINE
MICROSOFT CORP	COM	594918104	492006	18002419	SH	DEFINE
MICROSOFT CORP	COM	594918104	6577	240648	SH	DEFINE
MICROSOFT CORP	COM	594918104	27330	1000000	SH	DEFINE
MICROSOFT CORP	COM	594918104	17078	624889	SH	DEFINE
MICROSOFT CORP	COM	594918104	103252	3777970	SH	DEFINE
MICROSOFT CORP	COM	594918104	151077	5527864	SH	DEFINE
MICROSOFT CORP	COM	594918104	2723	99650	SH	DEFINE
MICROSOFT CORP	COM	594918104	9515	348150	SH	DEFINE
MICROSOFT CORP	COM	594918104	111337	4073810	SH	DEFINE
MICROSOFT CORP	COM	594918104	7318	267760	SH	DEFINE
MICROSOFT CORP	COM	594918104	2017	73790	SH	DEFINE
MICROTUNE INC	COM	59514P109	3359	691100	SH	DEFINE
MICROTUNE INC	COM	59514P109	6398	1316420	SH	DEFINE
MIDCAP SPDR TRUST	UNIT SER 1	595635103	4279	31030	SH	DEFINE
MIDLAND CO	COM	597486109	16678	385000	SH	DEFINE
MILLIPORE CORP	COM	601073109	13162	214716	SH	DEFINE
MILLIPORE CORP	COM	601073109	24520	400000	SH	DEFINE
MILLIPORE CORP	COM	601073109	11306	184430	SH	DEFINE

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

MILLIPORE CORP	COM	601073109	664	10834	SH	DEFINE
MILLIPORE CORP	COM	601073109	11337	184936	SH	DEFINE
MILLIPORE CORP	COM	601073109	94	1540	SH	DEFINE
MILLS CORP	COM	601148109	26400	1579880	SH	DEFINE
MILLS CORP	COM	601148109	42	2535	SH	DEFINE
MILLS CORP	COM	601148109	84	5000	SH	DEFINE
MINDSPEED TECHNOLOGIES INC	COM	602682106	173	100000	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	39813	1117100	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	14106	264154	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	27	500	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	13489	252600	SH	DEFINE
MIRAMAR MNG CORP (CAD)	COM	60466E100	1181	255000	SH	DEFINE
MIRAMAR MNG CORP (CAD)	COM	60466E100	6158	1330000	SH	DEFINE
MITTAL STEEL COMPANY N.V	NEW YORK SHARES	60684P101	1142	32880	SH	DEFINE
MITTAL STEEL COMPANY N.V	NEW YORK SHARES	60684P101	8	223	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	230320	6097950	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	25357	671350	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	184	4860	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	38	1000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	216786	5739630	SH	DEFINE
MOLECULAR DEVICES CORP	COM	60851C107	11518	622917	SH	DEFINE
MOLECULAR DEVICES CORP	COM	60851C107	15162	820000	SH	DEFINE
MOLEX INC	COM	608554101	5708	146483	SH	DEFINE
MOLEX INC	COM	608554101	470	12072	SH	DEFINE
MOLEX INC	COM	608554200	4821	146483	SH	DEFINE
MOLEX INC	COM	608554200	188	5718	SH	DEFINE
MOLINA HEALTHCARE INC	COM	60855R100	10916	308697	SH	DEFINE
MOLINA HEALTHCARE INC	COM	60855R100	669	18922	SH	DEFINE
MONACO COACH CORP	COM	60886R103	22966	2061600	SH	DEFINE
MONSANTO CO	COM	61166W101	67694	1440000	SH	DEFINE
MONSANTO CO	COM	61166W101	1101	23420	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	44384	2289000	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	48835	2518568	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	9160	472422	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	118	6100	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	1611	83090	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	7	360	SH	DEFINE
MOODY'S CORP	COM	615369105	46	709	SH	DEFINE
MOODY'S CORP	COM	615369105	31905	488000	SH	DEFINE
MOODY'S CORP	COM	615369105	2401	36723	SH	DEFINE
MOODY'S CORP	COM	615369105	39098	598004	SH	DEFINE
MORGAN STANLEY	COM	617446448	2725	37369	SH	DEFINE
MORGAN STANLEY	COM	617446448	12366	169604	SH	DEFINE
MORGAN STANLEY	COM	617446448	4455	61100	SH	DEFINE
MORGAN STANLEY	COM	617446448	8277	113521	SH	DEFINE
MORGAN STANLEY	COM	617446448	1829	25080	SH	DEFINE
MORGAN STANLEY	COM	617446448	28598	392238	SH	DEFINE
MORGAN STANLEY	COM	617446448	40634	557321	SH	DEFINE
MORGAN STANLEY	COM	617446448	1567	21494	SH	DEFINE
MORGAN STANLEY	COM	617446448	5749	78847	SH	DEFINE
MORGAN STANLEY	COM	617446448	46572	638761	SH	DEFINE
MORGAN STANLEY	COM	617446448	3462	47479	SH	DEFINE
MORGAN STANLEY	COM	617446448	1294	17749	SH	DEFINE
MORTGAGEIT HOLDINGS INC	COM	61915Q108	72	5140	SH	DEFINE
MORTGAGEIT HOLDINGS INC	COM	61915Q108	35225	2501800	SH	DEFINE
MOSYS INC.	COM	619718109	67	10000	SH	DEFINE
MOTOROLA INC	COM	620076109	8335	333418	SH	DEFINE
MOTOROLA INC	COM	620076109	17021	680840	SH	DEFINE
MOVE INC	COM	62458M108	4038	822400	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	67853	1929300	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	356	10125	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	8	229	SH	DEFINE

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

MUNI HOLDINGS INSURED FUND INC	COM	625930102	169	13000	SH	DEFINE
MUNIYIELD NEW YORK INSURED FUND	COM	626301105	204	14492	SH	DEFINE
MURPHY OIL CORP	COM	626717102	904	19022	SH	DEFINE
MURPHY OIL CORP	COM	626717102	718	15108	SH	DEFINE
MURPHY OIL CORP	COM	626717102	60782	1278281	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	8082	241025	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	467	23214	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	8120	403387	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	358	17795	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	4	174	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	62	3103	SH	DEFINE
MYOGEN INC	COM	62856E104	330	9400	SH	DEFINE
MYOGEN INC	COM	62856E104	22834	650900	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	616	25000	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	36013	1460960	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	1575	63900	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	5017	168640	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	4733	159100	SH	DEFINE
NACCO INDUSTRIES INC	COM	629579103	64338	473384	SH	DEFINE
NASDAQ 100 INDEX	UNIT SER 1	631100104	20	500	SH	DEFINE
NASDAQ 100 INDEX	UNIT SER 1	631100104	3186	78040	SH	DEFINE
NASDAQ STOCK MARKET INC	COM	631103108	1210	40000	SH	DEFINE
NASHUA CORP	COM	631226107	3341	477930	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	CAP UTS EXCHBL	632525309	1484	33715	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	SPONSORED ADR	632525408	26283	192674	SH	DEFINE
NATIONAL AUSTRALIA BANK LTD	SPONSORED ADR	632525408	150	1100	SH	DEFINE
NATIONAL BANK OF GREECE SA	SPONSORED ADR	633643408	2	251	SH	DEFINE
NATIONAL BANK OF GREECE SA	SPONSORED ADR	633643408	1899	218049	SH	DEFINE
NATIONAL CITY CORP	COM	635405103	1396	38134	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	14200	346096	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	151	3680	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	6331	154300	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	13637	332360	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	1481	36100	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	62	1500	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	7	160	SH	DEFINE
NATIONAL FUEL GAS CO	COM	636180101	277	7628	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	10317	377357	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	17220	629852	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	42949	733551	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	59	1000	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	4190	71560	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	112839	1927233	SH	DEFINE
NATIONAL RV HOLDINGS INC	COM	637277104	1024	295000	SH	DEFINE
NATIONAL SEMICONDUCTOR CORP	COM	637640103	259	11004	SH	DEFINE
NATIONAL SEMICONDUCTOR CORP	COM	637640103	1989	84520	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COM	638522102	34484	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	132409	2752780	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	65	1352	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	11	235	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	3110	116300	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	3292	123100	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	1899	71000	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	618	23100	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	1270	47500	SH	DEFINE
NAVTEQ CORP	COM	63936L100	20874	799460	SH	DEFINE
NAVTEQ CORP	COM	63936L100	3	108	SH	DEFINE
NAVTEQ CORP	COM	63936L100	8620	330156	SH	DEFINE
NAVTEQ CORP	COM	63936L100	757	29000	SH	DEFINE
NAVTEQ CORP	COM	63936L100	3423	131100	SH	DEFINE
NAVTEQ CORP	COM	63936L100	131	5000	SH	DEFINE
NAVTEQ CORP	COM	63936L100	470	18000	SH	DEFINE

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

NBTY INC	COM	628782104	22620	772800	SH	DEFINE
NBTY INC	COM	628782104	70	2400	SH	DEFINE
NEC CORP	SPONSORED ADR	629050204	81	14815	SH	DEFINE
NEKTAR THERAPEUTIC	COM	640268108	3317	230200	SH	DEFINE
NETFLIX COM INC	COM	64110L106	1367	60000	SH	DEFINE
NETGEAR INC	COM	64111Q104	8392	407600	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	5495	216600	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	24108	950240	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	1454	39296	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	41	1100	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	139492	3769035	SH	DEFINE
NEUSTAR INC	COM	64126X201	1189	42842	SH	DEFINE
NEUSTAR INC	COM	64126X201	72017	2595214	SH	DEFINE
NEUSTAR INC	COM	64126X201	2056	74100	SH	DEFINE
NEUSTAR INC	COM	64126X201	36	1300	SH	DEFINE
NEUSTAR INC	COM	64126X201	6	220	SH	DEFINE
NEVSUN RESOURCES LTD	COM	64156L101	2701	877000	SH	DEFINE
NEW AMER HIGH INCOME FD INC	COM	641876107	22	10126	SH	DEFINE
NEW IRELAND FUND INC	COM	645673104	3910	135000	SH	DEFINE
NEW YORK COMMUNITY BANCORP INC	COM	649445103	172	10520	SH	DEFINE
NEW YORK TIMES CO	COM	650111107	3979	173168	SH	DEFINE
NEW YORK TIMES CO	COM	650111107	184	8000	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	66	2425	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	47970	1750100	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	185	6520	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	291	10270	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	2262	58681	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	289	7500	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	145936	3786614	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	2266	58800	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	28333	662750	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1867	43676	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	30811	720714	SH	DEFINE
NEWS CORP INC	COM	65248E104	1376182	70034693	SH	DEFINE
NEWS CORP INC	COM	65248E104	99216	5049149	SH	DEFINE
NEWS CORP INC	COM	65248E104	679252	34567515	SH	DEFINE
NEWS CORP INC	COM	65248E104	19466	990620	SH	DEFINE
NEWS CORP INC	COM	65248E104	9454	481102	SH	DEFINE
NEWS CORP INC	COM	65248E104	1745	88810	SH	DEFINE
NEWS CORP INC	COM	65248E104	2772	141055	SH	DEFINE
NEWS CORP INC	COM	65248E104	83552	4251998	SH	DEFINE
NEWS CORP INC	COM	65248E104	92	4690	SH	DEFINE
NEWS CORP INC	COM	65248E104	5896	300036	SH	DEFINE
NEWS CORP INC	COM	65248E104	1289	65594	SH	DEFINE
NEWS CORP INC	COM	65248E203	3785	183386	SH	DEFINE
NEWS CORP INC	COM	65248E203	267	12925	SH	DEFINE
NEWS CORP INC	COM	65248E203	1564	75763	SH	DEFINE
NEWS CORP INC	COM	65248E203	11232	544187	SH	DEFINE
NEWS CORP INC	COM	65248E203	7366	356900	SH	DEFINE
NEXEN INC	COM	65334H102	256367	4290656	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COM	65411N105	4479	234156	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COM	65411N105	819	42800	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	1918	30862	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	995	16000	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	259264	4170920	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	3618	58200	SH	DEFINE
NIKE INC	COM	654106103	3584	40900	SH	DEFINE
NIKE INC	COM	654106103	4482	51150	SH	DEFINE
NIKE INC	COM	654106103	14831	169260	SH	DEFINE
NIKE INC	COM	654106103	263	3000	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	730	29740	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	23118	942438	SH	DEFINE

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

NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	304	12383	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	368	15000	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	855	34845	SH	DEFINE
NISOURCE INC	COM	65473P105	325	14953	SH	DEFINE
NISOURCE INC	COM	65473P105	169137	7780000	SH	DEFINE
NOBLE CORP	COM	G65422100	28335	441490	SH	DEFINE
NOBLE CORP	COM	G65422100	37	576	SH	DEFINE
NOBLE CORP	COM	G65422100	978	15244	SH	DEFINE
NOBLE CORP	COM	G65422100	3376	52600	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	378	8300	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	7066	155000	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	1916	97330	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	14118	717018	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	60916	3093776	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	19993	1137231	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	308	17514	SH	DEFINE
NORDSON CORP	COM	655663102	44470	1115649	SH	DEFINE
NORDSON CORP	COM	655663102	16	389	SH	DEFINE
NORDSTROM INC	COM	655664100	3229	76342	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	59846	1358600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	6680	151647	SH	DEFINE
NORSK HYDRO ASA	SPONSORED ADR	656531605	1835	81500	SH	DEFINE
NORTEL NETWORKS CORP	COM	656568102	25	9628	SH	DEFINE
NORTEL NETWORKS CORP	COM	656568102	99	43121	SH	DEFINE
NORTEL NETWORKS CORP	NOTE 4.250% 9/0	656568AB8	546260	570766000	PRN	DEFINE
NORTH EUROPEAN OIL ROYALTY TRUST	COM	659310106	222	6000	SH	DEFINE
NORTH FORK BANCORP INC	COM	659424105	103677	3620001	SH	DEFINE
NORTH FORK BANCORP INC	COM	659424105	3551	124000	SH	DEFINE
NORTH FORK BANCORP INC	COM	659424105	330205	11529500	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	39899	1714600	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	79	3400	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	45877	1971500	SH	DEFINE
NORTHERN ORION RES INC	COM	665575106	1950	500000	SH	DEFINE
NORTHERN TRUST CORP	COM	665859104	250	4281	SH	DEFINE
NORTHERN TRUST CORP	COM	665859104	4	77	SH	DEFINE
NORTHGATE MINERALS CORP	COM	666416102	4129	1150000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	68070	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	10205	149923	SH	DEFINE
NORTHSTAR NEUROSCIENCE INC	COM	66704V101	742	56200	SH	DEFINE
NORTHSTAR NEUROSCIENCE INC	COM	66704V101	719	54500	SH	DEFINE
NORTHWEST PIPE COMPANY	COM	667746101	9990	333000	SH	DEFINE
NORTHWESTERN CORP	*W EXP 99/99/99	668074115	1111	106864	SH	DEFINE
NORTHWESTERN CORP	COM	668074305	69749	1993968	SH	DEFINE
NOVAGOLD RES INC	COM	66987E206	6276	400000	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	5576	95420	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	5185	88724	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	3454	59105	SH	DEFINE
NOVELIS INC	COM	67000X106	15988	558618	SH	DEFINE
NOVELIS INC	COM	67000X106	59	2177	SH	DEFINE
NSTAR	COM	67019E107	450	13480	SH	DEFINE
NSTAR	COM	67019E107	17941	537800	SH	DEFINE
NTL INC	COM	62941W101	595410	23413671	SH	DEFINE
NTL INC	COM	62941W101	1294	50873	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1256	153696	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	4327	529615	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	67171	8221644	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1374	168224	SH	DEFINE
NUCOR CORP	COM	670346105	203503	4112002	SH	DEFINE
NUCOR CORP	COM	670346105	89	1800	SH	DEFINE
NUCOR CORP	COM	670346105	11757	237564	SH	DEFINE
NUCOR CORP	COM	670346105	13	265	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	COM	670656107	543	38600	SH	DEFINE

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

NUVEEN INVESTMENTS INC	COM	67090F106	1447	28252	SH	DEFINE
NUVEEN INVESTMENTS INC	COM	67090F106	133320	2602377	SH	DEFINE
NUVEEN INVESTMENTS INC	COM	67090F106	2490	48600	SH	DEFINE
NUVEEN PREMIUM INCOME MUNICIPAL FU	COM	6706K4105	319	25000	SH	DEFINE
NUVELO INC	COM	67072M301	19272	1056565	SH	DEFINE
NVIDIA CORP	COM	67066G104	46	1558	SH	DEFINE
NVIDIA CORP	COM	67066G104	40920	1382900	SH	DEFINE
NVR INC	COM	62944T105	1031	1927	SH	DEFINE
NVR INC	COM	62944T105	161	300	SH	DEFINE
NVR INC	COM	62944T105	90313	168810	SH	DEFINE
NVR INC	COM	62944T105	1659	3100	SH	DEFINE
NYSE GROUP INC	COM	62949W103	6149	82263	SH	DEFINE
OAKLEY INC	COM	673662102	236	13833	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	3209	66700	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	720	14960	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	13538	281400	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	353	8880	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	12	297	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	7295	183759	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	5178	127100	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	1155	28340	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	102	2500	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	452	11100	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	6	145	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	9202	225863	SH	DEFINE
OGE ENERGY CORP	COM	670837103	217	6000	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	11391	414200	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	18796	683500	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	2750	100000	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	254574	11493183	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	370507	16727177	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	1826	82430	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	20281	915638	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	135	9000	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	2203	146800	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	976	65000	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	534	35600	SH	DEFINE
OMI CORP	COM	Y6476W104	19891	916200	SH	DEFINE
OMNICARE INC	COM	681904108	1191	27636	SH	DEFINE
OMNICARE INC	COM	681904108	473	10980	SH	DEFINE
OMNICARE INC	COM	681904108	86266	2001988	SH	DEFINE
OMNICARE INC	COM	681904108	1633	37900	SH	DEFINE
OMNICARE INC	COM	681904108	164	3800	SH	DEFINE
OMNICARE INC	COM	681904108	21	490	SH	DEFINE
OMNICARE INC	DCV 3.250%12/1	681904AL2	14320	16000000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	3012	32183	SH	DEFINE
OMNICOM GROUP INC	COM	681919106	1	12	SH	DEFINE
ON ASSIGNMENT INC	COM	682159108	1060	108019	SH	DEFINE
ONEOK INC	COM	682680103	113	3000	SH	DEFINE
ONEOK INC	COM	682680103	169020	4472600	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	4445	257100	SH	DEFINE
OPEN TEXT CORP	COM	683715106	34909	1745455	SH	DEFINE
OPEN TEXT CORP	COM	683715106	25664	1283188	SH	DEFINE
OPEN TEXT CORP	COM	683715106	5845	292256	SH	DEFINE
OPEN TEXT CORP	COM	683715106	196	9800	SH	DEFINE
OPEN TEXT CORP	COM	683715106	5242	262100	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	1546	55441	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	75	2703	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	49846	1787880	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	2180	78200	SH	DEFINE
ORACLE CORP	COM	68389X105	852046	48029630	SH	DEFINE
ORACLE CORP	COM	68389X105	20116	1133950	SH	DEFINE

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

ORACLE CORP	COM	68389X105	70	3966	SH	DEFINE
ORACLE CORP	COM	68389X105	8870	500000	SH	DEFINE
ORACLE CORP	COM	68389X105	279	15700	SH	DEFINE
ORACLE CORP	COM	68389X105	10668	601366	SH	DEFINE
ORACLE CORP	COM	68389X105	38135	2149659	SH	DEFINE
ORACLE CORP	COM	68389X105	5654	318710	SH	DEFINE
ORACLE CORP	COM	68389X105	8964	505290	SH	DEFINE
ORACLE CORP	COM	68389X105	3743	210980	SH	DEFINE
ORACLE CORP	COM	68389X105	765	43100	SH	DEFINE
ORBOTECH LTD	COM	M75253100	16710	705050	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COM	G67743107	88271	2361460	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COM	G67743107	2325	62200	SH	DEFINE
ORIENTAL FINANCIAL GROUP INC	COM	68618W100	7724	647977	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	49844	987600	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	44	867	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	454	9000	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	103521	2051130	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	2640	52300	SH	DEFINE
OSI PHARMACEUTICALS INC	COM	671040103	6543	174350	SH	DEFINE
OUTDOOR CHANNEL HOLDINGS INC	COM	690027206	1969	180800	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COM	690368105	79368	1284900	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COM	690368105	13	218	SH	DEFINE
OWENS & MINOR INC	COM	690732102	15226	462945	SH	DEFINE
PACER INTERNATIONAL INC	COM	69373H106	23622	850920	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	DCV 3.000%10/1	695112AG7	7207	2000000	PRN	DEFINE
PACTIV CORP	COM	695257105	51222	1802321	SH	DEFINE
PACTIV CORP	COM	695257105	85	3004	SH	DEFINE
PACTIV CORP	COM	695257105	13	464	SH	DEFINE
PACTIV CORP	COM	695257105	12238	430620	SH	DEFINE
PALL CORP	COM	696429307	15405	500000	SH	DEFINE
PALL CORP	COM	696429307	629	20415	SH	DEFINE
PAN AMERICAN SILVER CORP	COM	697900108	5476	252000	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COM	69811Q106	0	9	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COM	69811Q106	4024	811200	SH	DEFINE
PANERA BREAD CO	COM	69840W108	128	2200	SH	DEFINE
PANERA BREAD CO	COM	69840W108	22651	388850	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COM	69888P106	10888	596907	SH	DEFINE
PARALLEL PETROLEUM CORP	COM	699157103	3450	172000	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM	699173209	12429	711860	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COM	699462107	22227	671700	SH	DEFINE
PARKWAY PROPERTIES INC	COM	70159Q104	26	570	SH	DEFINE
PARKWAY PROPERTIES INC	COM	70159Q104	18828	405000	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	481	7125	SH	DEFINE
PATHMARK STORES INC	*W EXP 09/19/20	70322A119	10	30000	SH	DEFINE
PATRIOT CAPITAL FUNDING INC	COM	70335Y104	5861	440000	SH	DEFINE
PATTERSON COS INC	COM	703395103	3664	109027	SH	DEFINE
PATTERSON UTI ENERGY INC	COM	703481101	239	10040	SH	DEFINE
PATTERSON UTI ENERGY INC	COM	703481101	178	7500	SH	DEFINE
PAYCHEX INC	COM	704326107	73	1985	SH	DEFINE
PAYCHEX INC	COM	704326107	225	6110	SH	DEFINE
PAYCHEX INC	COM	704326107	19067	517428	SH	DEFINE
PAYCHEX INC	COM	704326107	86534	2348284	SH	DEFINE
PAYCHEX INC	COM	704326107	63	1700	SH	DEFINE
PAYCHEX INC	COM	704326107	10	280	SH	DEFINE
PAYCHEX INC	COM	704326107	295	8000	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	1152	60000	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	15494	807000	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	61	3200	SH	DEFINE
PDL BIOPHARMA INC	COM	69329Y104	9	460	SH	DEFINE
PDL BIOPHARMA INC	NOTE 2.750% 8/1	74369LAD5	14133	12550000	PRN	DEFINE
PEABODY ENERGY CORP	COM	704549104	71953	1956300	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	1	22	SH	DEFINE

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

PEABODY ENERGY CORP	COM	704549104	394	10720	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	13407	364510	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	20602	560132	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	99	2700	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	17	460	SH	DEFINE
PEDIATRIX MEDICAL GROUP INC	COM	705324101	219	4800	SH	DEFINE
PENGROWTH ENERGY TRUST	TR UNIT NEW	706902509	64	2897	SH	DEFINE
PENGROWTH ENERGY TRUST	TR UNIT NEW	706902509	206	10500	SH	DEFINE
PENN NATIONAL GAMING INC	COM	707569109	27605	755900	SH	DEFINE
PENN VIRGINIA RESOURCES PARTNERS L	LTD PARTNERSHIP	707884102	212	8810	SH	DEFINE
PENN WEST ENERGY TRUST	TR UNIT	707885109	53895	1317725	SH	DEFINE
PENN WEST ENERGY TRUST	COM	707885109	66	1800	SH	DEFINE
PENNEY JC CO INC	COM	708160106	2392	34971	SH	DEFINE
PENNEY JC CO INC	COM	708160106	6	83	SH	DEFINE
PENTAIR INC	COM	709631105	306	11700	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	833	50000	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM	709754105	19048	1144036	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	26231	897404	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	35	1200	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	1291	53428	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	74	3056	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	87012	3600000	SH	DEFINE
PEPSIAMERICAS INC	COM	71343P200	482	22600	SH	DEFINE
PEPSICO INC	COM	713448108	2088	32000	SH	DEFINE
PEPSICO INC	COM	713448108	79	1215	SH	DEFINE
PEPSICO INC	COM	713448108	6204	95060	SH	DEFINE
PEPSICO INC	COM	713448108	88615	1357877	SH	DEFINE
PEPSICO INC	COM	713448108	71075	1089105	SH	DEFINE
PEPSICO INC	COM	713448108	117	1800	SH	DEFINE
PERKINELMER INC	COM	714046109	340	17968	SH	DEFINE
PETCO ANIMAL SUPPLIES INC	COM	716016209	59982	2094350	SH	DEFINE
PETRO-CANADA	COM	71644E102	267234	5937207	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	6255	58104	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	3747	360943	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPON ADR PFD	71654V101	1667	22280	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPON ADR PFD	71654V101	20	270	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPON ADR PFD	71654V101	1497	20000	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPON ADR PFD	71654V101	670473	8958754	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	151	1800	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	3605	43000	SH	DEFINE
PETROLEUM & RESOURCES CORP	COM	716549100	4902	150000	SH	DEFINE
PETSMART INC	COM	716768106	17597	634143	SH	DEFINE
PFIZER INC	COM	717081103	1006808	35500995	SH	DEFINE
PFIZER INC	COM	717081103	68741	2423871	SH	DEFINE
PFIZER INC	COM	717081103	70061	2470400	SH	DEFINE
PFIZER INC	COM	717081103	204060	7195330	SH	DEFINE
PFIZER INC	COM	717081103	693928	24468533	SH	DEFINE
PFIZER INC	COM	717081103	9657	340526	SH	DEFINE
PFIZER INC	COM	717081103	56720	2000000	SH	DEFINE
PFIZER INC	COM	717081103	54345	1916254	SH	DEFINE
PFIZER INC	COM	717081103	91685	3232909	SH	DEFINE
PFIZER INC	COM	717081103	142	5000	SH CALL	DEFINE
PFIZER INC	COM	717081103	1550920	54686898	SH	DEFINE
PFIZER INC	COM	717081103	3468	122286	SH	DEFINE
PFIZER INC	COM	717081103	9910	349446	SH	DEFINE
PFIZER INC	COM	717081103	108360	3820892	SH	DEFINE
PFIZER INC	COM	717081103	229	8060	SH	DEFINE
PFIZER INC	COM	717081103	7505	264629	SH	DEFINE
PFIZER INC	COM	717081103	697	24561	SH	DEFINE
PG&E CORP	COM	69331C108	48	1144	SH	DEFINE
PG&E CORP	COM	69331C108	633483	15209682	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	12149	340400	SH	DEFINE

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

PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	15777	442051	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	146	4100	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	125153	3506662	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	1770	49600	SH	DEFINE
PHARMION CORP	COM	71715B409	1078	50000	SH	DEFINE
PHARMION CORP	COM	71715B409	6459	299700	SH	DEFINE
PHELPS DODGE CORP	COM	717265102	1256	14828	SH	DEFINE
PHELPS DODGE CORP	COM	717265102	166	1965	SH	DEFINE
PHI INC.	COM	69336T106	2858	95100	SH	DEFINE
PHI INC.	COM	69336T205	16652	546499	SH	DEFINE
PHI INC.	COM	69336T205	5134	168500	SH	DEFINE
PHI INC.	COM	69336T205	2438	80000	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	538	12351	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	7536	173001	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	11142	255779	SH	DEFINE
PHILLIPS VAN HEUSEN CORP	COM	718592108	603	14439	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	584	78760	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	12374	1667680	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	11631	1567500	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	16307	2197680	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	194	26160	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	3326	448210	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	1	25	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	95	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	312773	6942800	SH	DEFINE
PIONEER DRILLING CO	COM	723655106	2054	160000	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COM	723787107	3799	97100	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COM	723787107	78	2000	SH	DEFINE
PITNEY BOWES INC	COM	724479100	20793	468620	SH	DEFINE
PITNEY BOWES INC	COM	724479100	2093	47180	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1885	42480	SH	DEFINE
PITNEY BOWES INC	COM	724479100	26059	587300	SH	DEFINE
PITNEY BOWES INC	COM	724479100	34952	787750	SH	DEFINE
PLATINUM UNDERWRITER HLDGS LTD	COM	G7127P100	3772	122340	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	18775	551569	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	12091	355200	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	170	5000	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	3923	660510	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	941	158400	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	9714	9500000	PRN	DEFINE
PMI GROUP INC	COM	69344M101	60445	1379700	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COM	693475105	6733	92939	SH	DEFINE
PNM RESOURCES INC	COM	69349H107	51371	1863300	SH	DEFINE
PNM RESOURCES INC	COM	69349H107	227	8250	SH	DEFINE
POGO PRODUCING CO	COM	730448107	102540	2504020	SH	DEFINE
POGO PRODUCING CO	COM	730448107	688	16800	SH	DEFINE
POGO PRODUCING CO	COM	730448107	2	38	SH	DEFINE
POLYONE CORP	COM	73179P106	11454	1375000	SH	DEFINE
POLYONE CORP	COM	73179P106	1	75	SH	DEFINE
PORTALPLAYER INC	COM	736187204	6441	570981	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	89	7162	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	23758	1903677	SH	DEFINE
POSCO	SPONSORED ADR	693483109	36121	556311	SH	DEFINE
POSCO	SPONSORED ADR	693483109	9	133	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1402	21600	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1180	18169	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1539	23704	SH	DEFINE
POSCO	SPONSORED ADR	693483109	431	6644	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COM	73755L107	208	2000	SH	DEFINE
POTLATCH CORP	COM	737630103	210202	5665829	SH	DEFINE
POWELL INDUSTRIES INC	COM	739128106	5433	245500	SH	DEFINE
POZEN INC	COM	73941U102	1286	100000	SH	DEFINE

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

POZEN INC	COM	73941U102	4950	384900	SH	DEFINE
POZEN INC	COM	73941U102	13111	1019503	SH	DEFINE
PPG INDUSTRIES INC	COM	693506107	10	150	SH	DEFINE
PPG INDUSTRIES INC	COM	693506107	2665	39728	SH	DEFINE
PPL CORP	COM	69351T106	481	14617	SH	DEFINE
PPL CORP	COM	69351T106	210560	6400000	SH	DEFINE
PRAXAIR INC	COM	74005P104	207869	3513678	SH	DEFINE
PRAXAIR INC	COM	74005P104	170	2873	SH	DEFINE
PRAXAIR INC	COM	74005P104	15866	268188	SH	DEFINE
PRAXAIR INC	COM	74005P104	36324	614000	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	2715	42986	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	171862	2721065	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	2886	45700	SH	DEFINE
PRECISION DRILLING TRUST	COM	740215108	1769	51532	SH	DEFINE
PRECISION DRILLING TRUST	COM	740215108	3542	103168	SH	DEFINE
PRECISION DRILLING TRUST	COM	740215108	6	200	SH	DEFINE
PREMIUM STANDARD FARMS INC	COM	74060C105	37770	1982700	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	11346	507200	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	12213	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	270	4970	SH	DEFINE
PRINTRONIX INC	COM	742578107	1736	130000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	187415	3023800	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	463	7467	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	25896	417819	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	96940	1564049	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	92894	1498780	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	254	4100	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	38	610	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	3387	74637	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	512059	11283800	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	439	17888	SH	DEFINE
PROLIANCE INTERNATIONAL INC	COM	74340R104	3765	823800	SH	DEFINE
PROLOGIS	COM	743410102	137	2394	SH	DEFINE
PROLOGIS	COM	743410102	1847	32371	SH	DEFINE
PROLOGIS	COM	743410102	80907	1417934	SH	DEFINE
PROSPERITY BANCSHARES INC	COM	743606105	5203	152837	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	12398	271000	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	41	900	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	5	101	SH	DEFINE
PROVIDENCE & WORCESTER RAILROAD CO	COM	743737108	4121	205000	SH	DEFINE
PROVIDENCE SERVICE CORP	COM	743815102	232	8400	SH	DEFINE
PROVIDENT ENERGY TRUST	TR UNIT	74386K104	388	33005	SH	DEFINE
PROVIDIAN FINANCIAL CORP	NOTE 4.000% 5/1	74406AAC6	13286	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	110563	1450000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	219884	2883726	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	6	84	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	2217	29076	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	19	255	SH	DEFINE
PS BUSINESS PARKS INC	COM	69360J107	102	1685	SH	DEFINE
PS BUSINESS PARKS INC	COM	69360J107	54133	897725	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	5001	146700	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	23811	698480	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	0	8	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	279	4560	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	8384	137009	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	1216123	19874541	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	239	3900	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	12	200	SH	DEFINE
PUBLIC STORAGE INC	COM	74460D109	105	1222	SH	DEFINE
PUBLIC STORAGE INC	COM	74460D109	1777	20662	SH	DEFINE
PUBLIC STORAGE INC	COM	74460D109	55524	645700	SH	DEFINE
PUGET ENERGY INC	COM	745310102	23	1000	SH	DEFINE

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

PUGET ENERGY INC	COM	745310102	252105	11091300	SH	DEFINE
PULTE HOMES INC	COM	745867101	83120	2608900	SH	DEFINE
PULTE HOMES INC	COM	745867101	88	2760	SH	DEFINE
PULTE HOMES INC	COM	745867101	13722	430700	SH	DEFINE
PUTNAM MUNICIPAL OPPORTUNITIES TRU	COM	746922103	350	30000	SH	DEFINE
QLOGIC CORP	COM	747277101	1134	60004	SH	DEFINE
QLOGIC CORP	COM	747277101	2523	133480	SH	DEFINE
QUALCOMM INC	COM	747525103	59	1613	SH	DEFINE
QUALCOMM INC	COM	747525103	475	13080	SH	DEFINE
QUALCOMM INC	COM	747525103	53839	1481130	SH	DEFINE
QUALCOMM INC	COM	747525103	103209	2839319	SH	DEFINE
QUALCOMM INC	COM	747525103	116	3200	SH	DEFINE
QUALCOMM INC	COM	747525103	182	5000	SH	DEFINE
QUALCOMM INC	COM	747525103	20	550	SH	DEFINE
QUALCOMM INC	COM	747525103	436	12000	SH	DEFINE
QUANTA SERVICES INC	COM	74762E102	20232	1200000	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	50152	4304933	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	47116	4044314	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	9248	793812	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	37380	3208620	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	3834	329124	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	4130	354473	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	8012	687732	SH	DEFINE
QUEENSTAKE RES LTD YUKON	COM	748314101	17	59916	SH	DEFINE
QUEENSTAKE RES LTD YUKON	COM	748314101	2250	7500000	SH	DEFINE
QUEST CAPITAL CORP	COM	74835U109	259	92500	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	67	1103	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	30580	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2	40	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	33869	553782	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	43814	716390	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	19239	1347261	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	20383	1427389	SH	DEFINE
QUESTAR CORP	COM	748356102	2462	30113	SH	DEFINE
R & G FINANCIAL CORP	COM	749136107	314	42151	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	169434	5140600	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	3441	104410	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	5036	152800	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	1	45	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	8052	244295	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	344	10437	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	24529	744200	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	11138	337921	SH	DEFINE
R.H. DONNELLEY CORP	COM	74955W307	412	7786	SH	DEFINE
RACKABLE SYSTEMS INC	COM	750077109	5332	194800	SH	DEFINE
RACKABLE SYSTEMS INC	COM	750077109	24683	901840	SH	DEFINE
RADIAN GROUP INC	COM	750236101	48510	808500	SH	DEFINE
RADIAN GROUP INC	COM	750236101	4320	72000	SH	DEFINE
RADIAN GROUP INC	COM	750236101	23	390	SH	DEFINE
RADIOSHACK CORP	COM	750438103	1	57	SH	DEFINE
RADIOSHACK CORP	COM	750438103	331	17130	SH	DEFINE
RADIOSHACK CORP	COM	750438103	2280	118150	SH	DEFINE
RADIOSHACK CORP	COM	750438103	13005	673810	SH	DEFINE
RADIOSHACK CORP	COM	750438103	137	7100	SH	DEFINE
RADIOSHACK CORP	COM	750438103	19	990	SH	DEFINE
RADIOSHACK CORP	COM	750438103	193	10000	SH	DEFINE
RAIT INVESTMENT TRUST	COM	749227104	234	8100	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	49	1520	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	51	1585	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	12320	385600	SH	DEFINE
RANDGOLD RESOURCES LTD	SPONSORED ADR	752344309	43318	2127600	SH	DEFINE
RAYTHEON CO	*W EXP 06/16/20	755111119	793	55585	SH	DEFINE

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

RAYTHEON CO	*W EXP 06/16/20	755111119	4	314	SH	DEFINE
RAYTHEON CO	COM	755111507	438940	9142687	SH	DEFINE
RAYTHEON CO	COM	755111507	5899	122870	SH	DEFINE
RAYTHEON CO	COM	755111507	7430	154759	SH	DEFINE
RAYTHEON CO	COM	755111507	28806	600000	SH	DEFINE
RAYTHEON CO	COM	755111507	2302	47951	SH	DEFINE
RAYTHEON CO	COM	755111507	6615	137782	SH	DEFINE
RAYTHEON CO	COM	755111507	25248	525900	SH	DEFINE
RAYTHEON CO	COM	755111507	16702	347884	SH	DEFINE
RC2 CORP	COM	749388104	9804	292400	SH	DEFINE
RC2 CORP	COM	749388104	475	14178	SH	DEFINE
RC2 CORP	COM	749388104	105	3120	SH	DEFINE
REALNETWORKS INC	COM	75605L104	151	14262	SH	DEFINE
REALNETWORKS INC	COM	75605L104	12	1107	SH	DEFINE
REALOGY CORP	COM	75605E100	73575	3244026	SH	DEFINE
REALOGY CORP	COM	75605E100	0	16	SH	DEFINE
REALOGY CORP	COM	75605E100	64	2800	SH	DEFINE
REALOGY CORP	COM	75605E100	14613	644306	SH	DEFINE
REALOGY CORP	COM	75605E100	16	700	SH	DEFINE
REALOGY CORP	COM	75605E100	3	130	SH	DEFINE
RECKSON ASSOCIATES REALTY CORP	COM	75621K106	177445	4145900	SH	DEFINE
RECKSON ASSOCIATES REALTY CORP	COM	75621K106	86	2000	SH	DEFINE
RED HAT INC	COM	756577102	1243	58970	SH	DEFINE
RED LION HOTELS CORP	COM	756764106	6076	564700	SH	DEFINE
REDBACK NETWORKS INC	COM	757209507	6686	481700	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	22	430	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	18370	364700	SH	DEFINE
REED ELSEVIER NV	SPONSORED ADR	758204101	25981	777186	SH	DEFINE
REED ELSEVIER NV	SPONSORED ADR	758204101	20	600	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COM	758766109	6271	316400	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	73	1055	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	1327	19300	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	32317	470000	SH	DEFINE
REGIONS FINANCIAL CORP	COM	7591EP100	990	26901	SH	DEFINE
REGIS CORP	COM	758932107	48652	1357100	SH	DEFINE
REHABCARE GROUP INC	COM	759148109	9602	732967	SH	DEFINE
REHABCARE GROUP INC	COM	759148109	6915	527900	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	97066	3020100	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	58782	4775140	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	48	3871	SH	DEFINE
RENAISSANCE HOLDINGS LTD	COM	G7496G103	541	9725	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	27685	928089	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	21141	708713	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	229	7675	SH	DEFINE
REPUBLIC AIRWAYS HOLDINGS INC	COM	760276105	14175	913359	SH	DEFINE
REPUBLIC SERVICES INC	COM	760759100	128642	3199245	SH	DEFINE
REPUBLIC SERVICES INC	COM	760759100	259	6450	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	196427	1714168	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	67	655	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	1199	11680	SH	DEFINE
RESMED INC	COM	761152107	43	1068	SH	DEFINE
RESMED INC	COM	761152107	24281	603260	SH	DEFINE
REUTERS GROUP PLC	SPONSORED ADR	76132M102	903	18570	SH	DEFINE
REYNOLDS & REYNOLDS CO	COM	761695105	149988	3796200	SH	DEFINE
REYNOLDS & REYNOLDS CO	COM	761695105	59	1500	SH	DEFINE
REYNOLDS & REYNOLDS CO	COM	761695105	158	4000	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	594661	9595946	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	437	7050	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	3	54	SH	DEFINE
RF MICRO DEVICES INC	COM	749941100	1586	209200	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	11007	705154	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	14687	940900	SH	DEFINE

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

RIO NARCEA GOLD MINES LTD	COM	766909105	8250	3300000	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	9917	52297	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	379	2000	SH	DEFINE
RLI CORPORATION	COM	749607107	96350	1897036	SH	DEFINE
RLI CORPORATION	COM	749607107	86	1700	SH	DEFINE
RLI CORPORATION	COM	749607107	7	137	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	1339	39419	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	10191	300000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	698	20550	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	104968	3090034	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	1967	57900	SH	DEFINE
ROCKFORD CORP	COM	77316P101	2013	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	46	787	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	432	7435	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	31056	534524	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1348	24581	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	5484	100000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	556	10135	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	112310	2047950	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	2161	39400	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	28595	467237	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	27	500	SH	DEFINE
ROGERS COMMUNICATIONS INC	COM	775109200	40788	666850	SH	DEFINE
ROHM & HAAS CO	COM	775371107	1268	26783	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	239559	5354474	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	116	2600	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	21	476	SH	DEFINE
ROSS STORES INC	COM	778296103	436	17150	SH	DEFINE
ROSS STORES INC	COM	778296103	44477	1750367	SH	DEFINE
ROSS STORES INC	COM	778296103	10	380	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	18418	582300	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	1135	35873	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	84453	2670030	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	1844	58300	SH	DEFINE
ROYAL BANK OF CANADA	COM	780087102	432185	8729246	SH	DEFINE
ROYAL BANK OF CANADA	COM	780087102	384	8640	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	2204	56792	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	155838	2278994	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	25998	380205	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	7837	114607	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	375	5488	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	13588	205570	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	6839	103470	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	264	4000	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	18508	280000	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	37171	562341	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	289637	4381803	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	5	80	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	COM	779915107	15919	1229300	SH	DEFINE
ROYAL GROUP TECHNOLOGIES LTD	COM	779915107	3364	259800	SH	DEFINE
RPM INTERNATIONAL INC	COM	749685103	34338	1808200	SH	DEFINE
RPM INTERNATIONAL INC	COM	749685103	10629	559732	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	10328	237000	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	45601	1046380	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	2144	49200	SH	DEFINE
RUSS BERRIE & CO INC	COM	782233100	39930	2620100	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	6781	360300	SH	DEFINE
RYLAND GROUP INC	COM	783764103	50772	1175000	SH	DEFINE
SPDR TR	UNIT SER 1	78462F103	2812	21048	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	674	28830	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	510	21790	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	2232	95410	SH	DEFINE

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

SABRE HOLDINGS CORP	COM	785905100	778	33280	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	629	26885	SH	DEFINE
SABRE HOLDINGS CORP	COM	785905100	9	400	SH	DEFINE
SAFECO CORP	COM	786429100	368	6250	SH	DEFINE
SAFECO CORP	COM	786429100	25	419	SH	DEFINE
SAFETY INSURANCE GROUP INC	COM	78648T100	2482	51000	SH	DEFINE
SAFEWAY INC	COM	786514208	481	15855	SH	DEFINE
SAKS INC	COM	79377W108	30240	1750000	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	35	983	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	62349	1737720	SH	DEFINE
SALISBURY BANCORP INC	COM	795226109	246	6250	SH	DEFINE
SANDISK CORP	COM	80004C101	1506	28130	SH	DEFINE
SANDISK CORP	COM	80004C101	2525	47160	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	303	6813	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	24457	549968	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	2063	46392	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	1	24	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	229	4620	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	21884	442101	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	39191	791733	SH	DEFINE
SAPIENT CORP	COM	803062108	29470	5407400	SH	DEFINE
SAPPI LTD	SPONSORED ADR	803069202	223	17550	SH	DEFINE
SAPPI LTD	SPONSORED ADR	803069202	63162	4961690	SH	DEFINE
SAPPI LTD	SPONSORED ADR	803069202	17	1350	SH	DEFINE
SAPPI LTD	SPONSORED ADR	803069202	11589	910330	SH	DEFINE
SARA LEE CORP	COM	803111103	13	800	SH	DEFINE
SARA LEE CORP	COM	803111103	2615	162722	SH	DEFINE
SARA LEE CORP	COM	803111103	1375	85560	SH	DEFINE
SARA LEE CORP	COM	803111103	12	770	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	286	8700	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	2067	53422	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	10342	267310	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	6	160	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	201	5200	SH	DEFINE
SAUL CENTERS INC	COM	804395101	450	10000	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1252	51477	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	90183	3706640	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	2061	84700	SH	DEFINE
SCANA CORP	COM	80589M102	832	20662	SH	DEFINE
SCANSOURCE INC	COM	806037107	1282	42284	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	82	3715	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	372	16840	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	6357	287795	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	85472	3869250	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	77	3500	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	10	470	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	1179	21210	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	3598	64725	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAND	806605606	491260	8837200	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	75	1214	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	265	4265	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	75395	1215462	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	26016	419410	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	198	3200	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	682	11000	SH	DEFINE
SCHLUMBERGER LTD	DCV 1.500% 6/0	806857AC2	22539	13000000	PRN	DEFINE
SCHNITZER STEEL INDUSTRIES INC	COM	806882106	970	30750	SH	DEFINE
SCHNITZER STEEL INDUSTRIES INC	COM	806882106	893	28300	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	11331	363740	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	438	14050	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	4	123	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	158	5070	SH	DEFINE

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

SCHWEITZER MAUDUIT INTERNATIONAL I	COM	808541106	539	28424	SH	DEFINE
SCHWEITZER MAUDUIT INTERNATIONAL I	COM	808541106	3	134	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	1314	41329	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	64	2004	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	68934	2167733	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	1428	44900	SH	DEFINE
SCOTTISH POWER PLC	SPONSORED ADR	81013T804	303	6238	SH	DEFINE
SCOTTS MIRACLE-GRO HOLDING CO	COM	810186106	160	3600	SH	DEFINE
SCOTTS MIRACLE-GRO HOLDING CO	COM	810186106	4227	95000	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	761177	32965676	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	23133	1001842	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	15125	655030	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	5396	233674	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	2511	108740	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	2949	127730	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	4285	185576	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	60226	2608325	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	89	3850	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	2071	89685	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	664	28777	SH	DEFINE
SEARS HOLDING CORP	COM	812350106	402	2543	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	1430	25454	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	29	510	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	97426	1733875	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	3068	54600	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	23115	1056450	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	591	27000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COM	816300107	34197	650000	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COM	816300107	24	452	SH	DEFINE
SEMCO ENERGY INC	COM	78412D109	733	130000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COM	816851109	348	6928	SH	DEFINE
SEMPRA ENERGY	COM	816851109	362720	7218300	SH	DEFINE
SEMTECH CORP	COM	816850101	18495	1449459	SH	DEFINE
SENECA FOODS CORP	COM	817070105	3397	121500	SH	DEFINE
SENECA FOODS CORP	COM	817070501	6954	256600	SH	DEFINE
SEPRACOR INC	COM	817315104	18528	382500	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	861	92210	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	23739	2541630	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	1095	117250	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	12190	1305086	SH	DEFINE
SERVICEMASTER CO	COM	81760N109	158	14087	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	9655	937400	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	9272	900219	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	2151	208800	SH	DEFINE
SHERWIN-WILLIAMS CO	COM	824348106	498	8933	SH	DEFINE
SHERWIN-WILLIAMS CO	COM	824348106	6	116	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPONSORED ADR	824596100	17103	190454	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPONSORED ADR	824596100	458	5103	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	424	8590	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	20167	408325	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	12	250	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	3546	71800	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	7440	275450	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	47638	546930	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	28710	329624	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	327	3750	SH	DEFINE
SIERRA HEALTH SERVICES INC	COM	826322109	15346	405546	SH	DEFINE
SIERRA HEALTH SERVICES INC	DCV 2.250% 3/1	826322AB5	8295	2000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	90668	6322700	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	35	2440	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	49795	3472473	SH	DEFINE

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

SIERRA WIRELESS INC	COM	826516106	355	27700	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	749	9900	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	15134	200000	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	2391	31596	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	9459	125000	SH	DEFINE
SIGMATEL INC	COM	82661W107	6416	1370840	SH	DEFINE
SIGMATEL INC	COM	82661W107	84	18010	SH	DEFINE
SIGNATURE BANK	COM	82669G104	4661	150700	SH	DEFINE
SIGNATURE BANK	COM	82669G104	7381	238647	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	87380	2816884	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	2454	79100	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	248	2740	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	9584	105763	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	63670	702608	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	1531	16900	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	1078	11900	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	523	7075	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	14782	200000	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	8193	303100	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	6	230	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	378	14000	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	35	1462	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	1403	58500	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	63892	2663280	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	981	40900	SH	DEFINE
SIRIUS SATELLITE RADIO INC	COM	82966U103	42	10710	SH	DEFINE
SIX FLAGS INC	NOTE 4.500% 5/1	83001PAJ8	10497	10000000	PRN	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	216528	9163269	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	114191	4832462	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	14350	607264	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	26517	1122160	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	11579	490009	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	4616	195329	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	2956	125093	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	63	2660	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	2206	93340	SH	DEFINE
SKYWEST INC	COM	830879102	26168	1067200	SH	DEFINE
SKYWEST INC	COM	830879102	20	800	SH	DEFINE
SLM CORP	COM	78442P106	2652	51019	SH	DEFINE
SLM CORP	COM	78442P106	64306	1237130	SH	DEFINE
SMITH & NEPHEW PLC	SPONSORED ADR	83175M205	883	19273	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	56	1443	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	357	9200	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	31787	819241	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	1942	71952	SH	DEFINE
SMUCKER J M CO	COM	832696405	1598	33334	SH	DEFINE
SOCIEDAD QUIMICA Y MINERA DE CHILE	SPON ADR PFD	833635105	9945	86400	SH	DEFINE
SOLECTRON CORP	COM	834182107	183	56000	SH	DEFINE
SOLECTRON CORP	COM	834182107	139	42709	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	2224	180700	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	5150	979100	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	24342	603115	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	26384	653708	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	68	1680	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	844	20905	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	2422	60000	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COM	838518108	491	16415	SH	DEFINE
SOUTHERN CO	COM	842587107	571	16563	SH	DEFINE
SOUTHERN CO	COM	842587107	827374	24009700	SH	DEFINE
SOUTHERN COPPER CORPORATION	COM	84265V105	219	2365	SH	DEFINE
SOUTHERN COPPER CORPORATION	COM	84265V105	2316	25037	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	0	30	SH	DEFINE

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

SOUTHWEST AIRLINES CO	COM	844741108	1086	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	247	14810	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	2683	161068	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	25186	1511787	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	92	5500	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	16	950	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	1393	46643	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	131618	4406363	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	2154	72100	SH	DEFINE
SOVEREIGN BANCORP INC	COM	845905108	355007	16504295	SH	DEFINE
SOVEREIGN BANCORP INC	COM	845905108	248	11544	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	483	8700	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	317	5700	SH	DEFINE
SPANSION INC	COM	84649R101	23605	1415987	SH	DEFINE
SPARTON CORP	COM	847235108	2023	242252	SH	DEFINE
SPIRIT FINANCE CORP	COM	848568309	1683	145000	SH	DEFINE
SPIRIT FINANCE CORP	COM	848568309	1634	140700	SH	DEFINE
SPIRIT FINANCE CORP	COM	848568309	197	17000	SH	DEFINE
SPIRIT FINANCE CORP	COM	848568309	543	46800	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	277880	16202889	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	1	51	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	568	33125	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	2915	169945	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	18816	1097143	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	141	8200	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	19	1113	SH	DEFINE
SPSS INC	COM	78462K102	10504	421344	SH	DEFINE
SPX CORP	COM	784635104	204	3820	SH	DEFINE
ST JOE COMPANY	COM	790148100	77679	1415700	SH	DEFINE
ST JOE COMPANY	COM	790148100	116871	2129963	SH	DEFINE
ST JOE COMPANY	COM	790148100	115	2100	SH	DEFINE
ST JUDE MEDICAL INC	COM	790849103	485	13735	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COM	792860108	26962	575000	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COM	792860108	334948	7143269	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COM	792860108	1793	38239	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COM	792860108	2125	45322	SH	DEFINE
ST PAUL TRAVELERS COMPANIES INC	COM	792860108	25086	535000	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COM	852891100	67945	1522400	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COM	852891100	1	24	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	10706	376700	SH	DEFINE
STANDARD PACIFIC CORP	COM	85375C101	25223	1073300	SH	DEFINE
STANLEY WORKS	COM	854616109	1331	26700	SH	DEFINE
STANLEY WORKS	COM	854616109	305	6125	SH	DEFINE
STANTEC INC	COM	85472N109	20345	994881	SH	DEFINE
STAPLES INC	COM	855030102	36	1500	SH	DEFINE
STAPLES INC	COM	855030102	9582	393816	SH	DEFINE
STARBUCKS CORP	COM	855244109	64	1865	SH	DEFINE
STARBUCKS CORP	COM	855244109	4025	118208	SH	DEFINE
STARBUCKS CORP	COM	855244109	50216	1474770	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	1150	20110	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	51117	893810	SH	DEFINE
STATE NATIONAL BANCSHARES INC	COM	857124101	67956	1882936	SH	DEFINE
STATE STREET CORP	COM	857477103	164711	2639600	SH	DEFINE
STATE STREET CORP	COM	857477103	25	400	SH	DEFINE
STATE STREET CORP	COM	857477103	23792	381285	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	51943	1029600	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	1188	23550	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	22	442	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	22958	545963	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	565	13435	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	18212	433100	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	2583	61420	SH	DEFINE

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

STEINER LEISURE LTD	ORD	P8744Y102	109	2600	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	1468	34910	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	15414	1489270	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	331	32000	SH	DEFINE
STERICYCLE INC	COM	858912108	58	826	SH	DEFINE
STERICYCLE INC	COM	858912108	31	450	SH	DEFINE
STERICYCLE INC	COM	858912108	47057	674260	SH	DEFINE
STERIS CORP	COM	859152100	26538	1103000	SH	DEFINE
STERIS CORP	COM	859152100	262	10900	SH	DEFINE
STILLWATER MINING CO	COM	86074Q102	2127	253246	SH	DEFINE
STORA ENSO OYJ	SPONSORED ADR	86210M106	32	2120	SH	DEFINE
STORA ENSO OYJ	SPONSORED ADR	86210M106	27720	1833361	SH	DEFINE
STORA ENSO OYJ	SPONSORED ADR	86210M106	143	9468	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COM	86272T106	107	5400	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COM	86272T106	25051	1260100	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COM	86272T106	1258	63300	SH	DEFINE
STRATEGIC HOTELS & RESORTS INC	COM	86272T106	1244	62600	SH	DEFINE
STRAYER EDUCATION INC	COM	863236105	14143	130700	SH	DEFINE
STRETRACKS GOLD TRUST	GOLD SHS	863307104	2466	41470	SH	DEFINE
STRYKER CORP	COM	863667101	25	500	SH	DEFINE
STRYKER CORP	COM	863667101	11014	222092	SH	DEFINE
STRYKER CORP	COM	863667101	9918	200000	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	4667	105470	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	19296	436064	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	9	200	SH	DEFINE
SUMMA INDUSTRIES	COM	86562T105	203	13698	SH	DEFINE
SUN LIFE FINANCIAL INC	COM	866796105	252774	5513057	SH	DEFINE
SUN LIFE FINANCIAL INC	COM	866796105	188	4570	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	7952	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	708	142460	SH	DEFINE
SUN-TIME MEDIA GROUP INC	COM	309962	39234	5962664	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	179654	2240354	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	450	6241	SH	DEFINE
SUNOCO INC	COM	86764P109	881	14161	SH	DEFINE
SUNOCO INC	COM	86764P109	575	9246	SH	DEFINE
SUNOCO INC	COM	86764P109	19033	306044	SH	DEFINE
SUNOPTA INC	COM	8676EP108	24870	2352897	SH	DEFINE
SUNPOWER CORP	COM	867652109	29	1037	SH	DEFINE
SUNPOWER CORP	COM	867652109	19730	711231	SH	DEFINE
SUNRISE SENIOR LIVING INC	COM	86768K106	5487	183700	SH	DEFINE
SUNSTONE HOTEL INVESTORS INC	COM	867892101	1459	49100	SH	DEFINE
SUNSTONE HOTEL INVESTORS INC	COM	867892101	8964	301600	SH	DEFINE
SUNSTONE HOTEL INVESTORS INC	COM	867892101	1031	34700	SH	DEFINE
SUNSTONE HOTEL INVESTORS INC	COM	867892101	942	31700	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	95843	1240209	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	103	1336	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	3158	40859	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	21245	809017	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	33217	1264911	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	1717	65400	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COM	868168105	26859	1599693	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COM	868168105	17	1000	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COM	868358102	5725	461300	SH	DEFINE
SYMANTEC CORP	COM	871503108	2061	96860	SH	DEFINE
SYMANTEC CORP	COM	871503108	5	243	SH	DEFINE
SYMBOL TECHNOLOGIES INC	COM	871508107	24216	1629580	SH	DEFINE
SYMS CORP	COM	871551107	29115	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	850	28169	SH	DEFINE
SYNOPSIS INC	COM	871607107	5351	271324	SH	DEFINE
SYNOPSIS INC	COM	871607107	31	1590	SH	DEFINE
SYSCO CORP	COM	871829107	2107	63000	SH	DEFINE
SYSCO CORP	COM	871829107	4	131	SH	DEFINE

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

SYSCO CORP	COM	871829107	531	15870	SH	DEFINE
SYSCO CORP	COM	871829107	27269	815218	SH	DEFINE
SYSCO CORP	COM	871829107	11863	354647	SH	DEFINE
SYSCO CORP	COM	871829107	117	3500	SH	DEFINE
SYSCO CORP	COM	871829107	22	650	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	63	1324	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	907	18956	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	36725	767500	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	2472	257493	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	12	1241	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	14603	1521115	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	310	32325	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	28381	1556002	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	4586	280000	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	5740	540000	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COM	875465106	48	1335	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COM	875465106	150	4200	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COM	875465106	15965	448200	SH	DEFINE
TARGET CORP	COM	87612E106	439	7950	SH	DEFINE
TARGET CORP	COM	87612E106	29589	535541	SH	DEFINE
TARGET CORP	COM	87612E106	1917	34700	SH	DEFINE
TARGET CORP	COM	87612E106	4521	81833	SH	DEFINE
TARGET CORP	COM	87612E106	1951	35320	SH	DEFINE
TARGET CORP	COM	87612E106	17964	325135	SH	DEFINE
TARGET CORP	COM	87612E106	52951	958382	SH	DEFINE
TARGET CORP	COM	87612E106	946	17119	SH	DEFINE
TARGET CORP	COM	87612E106	32982	596955	SH	DEFINE
TARGET CORP	COM	87612E106	177	3210	SH	DEFINE
TARGET CORP	COM	87612E106	16	290	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COM	M8737E108	14349	1078854	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COM	M8737E108	60	4500	SH	DEFINE
TARO PHARMACEUTICAL INDUSTRIES LTD	COM	M8737E108	50159	3771382	SH	DEFINE
TASER INTERNATIONAL INC	COM	87651B104	365	47595	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	1818	97828	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	191	10300	SH	DEFINE
TDK CORP	SPONSORED ADR	872351408	248	3100	SH	DEFINE
TECHNIP SA	SPONSORED ADR	878546209	2905	51000	SH	DEFINE
TECK COMINCO LTD	COM	878742204	27425	391782	SH	DEFINE
TECO ENERGY INC	COM	872375100	97208	6211390	SH	DEFINE
TECO ENERGY INC	COM	872375100	236	15067	SH	DEFINE
TECO ENERGY INC	COM	872375100	154622	9880000	SH	DEFINE
TECO ENERGY INC	COM	872375100	4394	280737	SH	DEFINE
TECUMSEH PRODUCTS CO	COM	878895101	4842	322799	SH	DEFINE
TECUMSEH PRODUCTS CO	COM	878895200	20001	1315000	SH	DEFINE
TEEKAY SHIPPING CORP	COM	Y8564W103	75840	1844800	SH	DEFINE
TEEKAY SHIPPING CORP	COM	Y8564W103	28	681	SH	DEFINE
TEKTRONIX INC	COM	879131100	33985	1174739	SH	DEFINE
TEKTRONIX INC	COM	879131100	147	5098	SH	DEFINE
TEKTRONIX INC	COM	879131100	191835	6631000	SH	DEFINE
TEKTRONIX INC	COM	879131100	3362	116200	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	148676	10844331	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	158277	11544640	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	16	1192	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	31841	2322500	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	125	9100	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	20557	1499400	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	67	4890	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	2543	185520	SH	DEFINE
TELE NORTE LESTE PARTICIPACOES SA	SPON ADR PFD	879246106	606	44210	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	9670	244180	SH	DEFINE
TELEFLEX INC	COM	879369106	110503	1986041	SH	DEFINE
TELEFLEX INC	COM	879369106	72	1300	SH	DEFINE

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

TELEFLEX INC	COM	879369106	27820	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	167	3000	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	1353	26121	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	215610	4161561	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	24018	463584	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	101423	1957586	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	4980	96124	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	32	612	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	3664	70714	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	259	5000	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPONSORED ADR	879403780	389424	15223780	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPONSORED ADR	879403780	281887	11019833	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPONSORED ADR	879403780	17914	700305	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPONSORED ADR	879403780	94279	3685648	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPONSORED ADR	879403780	1924	75204	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPONSORED ADR	879403780	14	533	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPONSORED ADR	879403780	144529	5650096	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPONSORED ADR	879403780	3560	139170	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPONSORED ADR	879403780	11551	451578	SH	DEFINE
TELEFONOS DE MEXICO SA (TELMEX)	SPONSORED ADR	879403780	189	7400	SH	DEFINE
TELENOR ASA	SPONSORED ADR	87944W105	27885	716109	SH	DEFINE
TELENOR ASA	SPONSORED ADR	87944W105	3141	80660	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COM	879433100	303	7200	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COM	879433860	212	5200	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	9028	577600	SH	DEFINE
TELIK INC	COM	87959M109	52697	2962190	SH	DEFINE
TELIK INC	COM	87959M109	744	41800	SH	DEFINE
TELLABS INC	COM	879664100	74569	6803720	SH	DEFINE
TELLABS INC	COM	879664100	237	21600	SH	DEFINE
TELLABS INC	COM	879664100	2	160	SH	DEFINE
TELUS CORP	COM	87971M202	291506	4656650	SH	DEFINE
TELUS CORP	COM	87971M202	13119	234400	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	400640	9991031	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	2109	52600	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	3609	90002	SH	DEFINE
TEMPLETON DRAGON FUND INC	COM	88018T101	18	800	SH	DEFINE
TEMPLETON DRAGON FUND INC	COM	88018T101	239	10935	SH	SOLE
TEMPLETON EMERGING MARKETS FUND	COM	880191101	1207	62908	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	COM	880192109	37	2800	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	COM	880192109	191	14279	SH	SOLE
TEMPLETON GLOBAL INCOME FUND	COM	880198106	297	32380	SH	DEFINE
TEMPLETON RUS AND EAST EUR FUND	COM	88022F105	750	11042	SH	SOLE
TEMPUR PEDIC INTL INC	COM	88023U101	248	14450	SH	DEFINE
TENARIS SA	SPONSORED ADR	88031M109	13535	382556	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	600885	73818816	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	33196	4078150	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	3688	453094	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	19546	2401170	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	585	71900	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	2109	259102	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	3392	416729	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	20592	2529745	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	126	15440	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	1627	199859	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	652	80039	SH	DEFINE
TENNECO INC	COM	880349105	54329	2322727	SH	DEFINE
TENNECO INC	COM	880349105	966	41300	SH	DEFINE
TEPPCO PARTNERS L.P.	LTD PARTNERSHIP	872384102	431	11600	SH	DEFINE
TERADYNE INC	COM	880770102	143	10900	SH	DEFINE
TEREX CORP	COM	880779103	2531	55980	SH	DEFINE
TEREX CORP	COM	880779103	6	130	SH	DEFINE
TEREX CORP	COM	880779103	117458	2597469	SH	DEFINE

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

TEREX CORP	COM	880779103	2677	59200	SH	DEFINE
TERNIUM SA	SPONSORED ADR	880890108	16379	707200	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	1091	32000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	3	74	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	62933	1846086	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	11212	328890	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	456	13370	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	852	25000	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	614	18000	SH	DEFINE
TEXAS CAPITAL BANCSHARES INC	COM	88224Q107	5279	282000	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	41648	800000	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	9	169	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	17124	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	33317	1002021	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	5	149	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	333	10000	SH	DEFINE
TEXTRON INC	COM	883203101	45938	525000	SH	DEFINE
TEXTRON INC	COM	883203101	576	6585	SH	DEFINE
TEXTRON INC	COM	883203101	15	167	SH	DEFINE
THE HERSHEY CO	COM	427866108	27602	516400	SH	DEFINE
THE HERSHEY CO	COM	427866108	2540	47521	SH	DEFINE
THERAVANCE INC	COM	88338T104	541	20000	SH	DEFINE
THERAVANCE INC	COM	88338T104	4897	181100	SH	DEFINE
THERMO ELECTRON CORP	COM	883556102	500	12724	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	23855	500000	SH	DEFINE
THOMAS WEISEL PARTNERS GROUP	COM	884481102	4482	279270	SH	DEFINE
THOMSON CORP	COM	884903105	50442	1120940	SH	DEFINE
THOMSON CORP	COM	884903105	80	1994	SH	DEFINE
THOMSON SA	SPONSORED ADR	885118109	1397	88900	SH	DEFINE
THOR INDUSTRIES INC	COM	885160101	48091	1168100	SH	DEFINE
THQ INC	COM	872443403	13598	466150	SH	DEFINE
TIDEWATER INC	COM	886423102	11388	257700	SH	DEFINE
TIDEWATER INC	COM	886423102	9	200	SH	DEFINE
TIFFANY & CO	COM	886547108	2212	66618	SH	DEFINE
TIM HORTONS INC	COM	88706M103	48519	1658782	SH	DEFINE
TIMBERLAND COMPANY	COM	887100105	22584	785000	SH	DEFINE
TIME WARNER INC	COM	887317105	860704	47213610	SH	DEFINE
TIME WARNER INC	COM	887317105	40816	2238930	SH	DEFINE
TIME WARNER INC	COM	887317105	26552	1456500	SH	DEFINE
TIME WARNER INC	COM	887317105	685450	37600135	SH	DEFINE
TIME WARNER INC	COM	887317105	24611	1350000	SH	DEFINE
TIME WARNER INC	COM	887317105	8447	463335	SH	DEFINE
TIME WARNER INC	COM	887317105	10887	597201	SH	DEFINE
TIME WARNER INC	COM	887317105	2	128	SH	DEFINE
TIME WARNER INC	COM	887317105	1747	95840	SH	DEFINE
TIME WARNER INC	COM	887317105	1586	87000	SH	DEFINE
TIME WARNER INC	COM	887317105	52762	2894235	SH	DEFINE
TIME WARNER INC	COM	887317105	116	6360	SH	DEFINE
TIME WARNER INC	COM	887317105	4883	267840	SH	DEFINE
TIME WARNER INC	COM	887317105	1186	65060	SH	DEFINE
TIME WARNER TELECOM INC	COM	887319101	2517	132400	SH	DEFINE
TIMKEN CO	COM	887389104	40197	1349800	SH	DEFINE
TITAN PHARMACEUTICALS INC	COM	888314101	1077	489700	SH	DEFINE
TJX COMPANIES INC	COM	872540109	50	1775	SH	DEFINE
TJX COMPANIES INC	COM	872540109	1294	46182	SH	DEFINE
TNT NV	SPONSORED ADR	87260W101	1589	41800	SH	DEFINE
TNT NV	SPONSORED ADR	87260W101	8	211	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	1619	57669	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	27198	968604	SH	DEFINE
TOOTSIE ROLL INDUSTRIES INC	COM	890516107	679	23161	SH	DEFINE
TORCHMARK CORP	COM	891027104	419132	6641294	SH	DEFINE
TORCHMARK CORP	COM	891027104	13965	221280	SH	DEFINE

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

TORCHMARK CORP	COM	891027104	1258	19935	SH	DEFINE
TORCHMARK CORP	COM	891027104	1182	18730	SH	DEFINE
TORCHMARK CORP	COM	891027104	915	14506	SH	DEFINE
TORCHMARK CORP	COM	891027104	3696	58570	SH	DEFINE
TORCHMARK CORP	COM	891027104	971	15380	SH	DEFINE
TORCHMARK CORP	COM	891027104	5005	79300	SH	DEFINE
TORCHMARK CORP	COM	891027104	60963	965973	SH	DEFINE
TORCHMARK CORP	COM	891027104	6301	99840	SH	DEFINE
TORCHMARK CORP	COM	891027104	1564	24780	SH	DEFINE
TORONTO DOMINION BANK	COM	891160509	210952	3176035	SH	DEFINE
TORONTO DOMINION BANK	COM	891160509	545	9208	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	1798	27270	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	28792	436636	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	5042	76457	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	8148	123569	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	8300	125866	SH	DEFINE
TOYOTA MOTOR CORP	SPONSORED ADR	892331307	1459	13400	SH	DEFINE
TOYOTA MOTOR CORP	SPONSORED ADR	892331307	1447	13290	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	39	800	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	15062	312100	SH	DEFINE
TRAMMELL CROW CO	COM	89288R106	5882	161100	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COM	893521104	1037	17159	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	52742	1500472	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	465	14800	SH	DEFINE
TRANSGLOBE ENERGY CORP	COM	893662106	59	11150	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	6	77	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	25263	344976	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	5126	70000	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	NT CV JR 2032	89420G307	209	8500	SH	DEFINE
TRAVELERS PROPERTY CASUALTY CORP	NT CV JR 2032	89420G307	7386	300000	SH	DEFINE
TREDEGAR CORP	COM	894650100	18593	1110680	SH	DEFINE
TREDEGAR CORP	COM	894650100	7804	466214	SH	DEFINE
TRIBUNE CO	COM	896047107	1149	35122	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	1	24	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	5439	233843	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	17027	732040	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	2433	51680	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	499	10600	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	161405	3428321	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	3050	64790	SH	DEFINE
TRIMERIS INC	COM	896263100	880	100000	SH	DEFINE
TRIMERIS INC	COM	896263100	13753	1562835	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	70774	2200000	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	240	7467	SH	DEFINE
TRIZEC PROPERTIES INC	COM	89687P107	1726	59700	SH	DEFINE
TRIZETTO GROUP INC	COM	896882107	15948	1053400	SH	DEFINE
TRIZETTO GROUP INC	COM	896882107	1051	69400	SH	DEFINE
TRUMP ENTERTAINMENT RESORTS INC	COM	89816T103	87206	5141843	SH	DEFINE
TRUSTCO BANK CORP NY	COM	898349105	10913	1006709	SH	DEFINE
TRUSTCO BANK CORP NY	COM	898349105	66	6085	SH	DEFINE
TUESDAY MORNING CORP	COM	899035505	30282	2181700	SH	DEFINE
TUESDAY MORNING CORP	COM	899035505	7410	533876	SH	DEFINE
TUESDAY MORNING CORP	COM	899035505	164	11850	SH	DEFINE
TUESDAY MORNING CORP	COM	899035505	324	23370	SH	DEFINE
TUMBLEWEED COMMUNICATIONS CORP	COM	899690101	4420	1567300	SH	DEFINE
TXU CORP	COM	873168108	5903	94416	SH	DEFINE
TXU CORP	COM	873168108	31391	502094	SH	DEFINE
TXU CORP	COM	873168108	7	110	SH	DEFINE
TYCO INTERNATIONAL GROUP SA	BCV 3.125% 1/1	902118BG2	14503	11000000	PRN	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	1031354	36847220	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	39410	1407989	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	1624	58020	SH	DEFINE

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

TYCO INTERNATIONAL LTD	COM	902124106	723643	25853640	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	4730	168989	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	43386	1550052	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	23088	824866	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	2356	84167	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	145953	5214480	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	2540	90760	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	8911	318350	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	89018	3180349	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	94	3360	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	6373	227706	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	902124106	1525	54475	SH	DEFINE
U-STORE-IT TRUST	COM	91274F104	91	4223	SH	DEFINE
U-STORE-IT TRUST	COM	91274F104	44369	2067500	SH	DEFINE
UBS AG	COM	H89231338	577282	7717674	SH	DEFINE
UBS AG	COM	H89231338	258581	3467308	SH	DEFINE
UBS AG	COM	H89231338	45764	611813	SH	DEFINE
UBS AG	COM	H89231338	62676	837918	SH	DEFINE
UBS AG	COM	H89231338	44954	604618	SH	DEFINE
UBS AG	COM	H89231338	1029	13750	SH	DEFINE
UBS AG	COM	H89231338	1646	22004	SH	DEFINE
UBS AG	COM	H89231338	7251	96936	SH	DEFINE
UBS AG	COM	H89231338	98313	1314344	SH	DEFINE
UBS AG	COM	H89231338	2468	33000	SH	DEFINE
UBS AG	COM	H89231338	5283	70630	SH	DEFINE
UBS AG	COM	H89231338	2247	30036	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	14843	850102	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	32706	1873171	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	2698	154500	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	6831	186800	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	205	5594	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	5284	144500	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	1863	25180	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GLBL DEP RECPT	90458E107	358293	4841800	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	467	19020	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	34356	1399987	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	1665	67836	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	1604	65371	SH	DEFINE
UNILEVER NV	NEW YORK SHARES	904784709	21026	856800	SH	DEFINE
UNION PACIFIC CORP	COM	907818108	26400	300000	SH	DEFINE
UNION PACIFIC CORP	COM	907818108	13652	155141	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COM	90933T109	4880	217168	SH	DEFINE
UNITED NATURAL FOODS INC	COM	911163103	1	34	SH	DEFINE
UNITED NATURAL FOODS INC	COM	911163103	16845	543567	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	1442	20051	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	1649	22926	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	48954	680481	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	35143	488500	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	79	1100	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	108	1500	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	13	180	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	791	11000	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	83400	1445900	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	191458	3319318	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	525	9100	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	98	1706	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COM	913016309	1	28	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COM	913016309	3398	136865	SH	DEFINE
UNITED SURGICAL PARTNERS INTERNATI	COM	913016309	772	31100	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	216561	3418480	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	90	1418	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	50680	800000	SH	DEFINE

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

UNITED TECHNOLOGIES CORP	COM	913017109	4140	65350	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	59940	946172	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	51979	820506	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	146	2300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	20	320	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	4	74	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	392	7960	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	17702	359803	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	14674	298258	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	113	2300	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	16	320	SH	DEFINE
UNITRIN INC	COM	913275103	496	11220	SH	DEFINE
UNIVERSAL COMPRESSION HOLDINGS INC	COM	913431102	45433	850000	SH	DEFINE
UNIVERSAL CORP	COM	913456109	26667	730000	SH	DEFINE
UNIVERSAL FOREST PRODUCTS INC	COM	913543104	34198	697200	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COM	913903100	240	4000	SH	DEFINE
UNUMPROVIDENT CORP	COM	91529Y106	1763	90900	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	15888	671232	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	9	400	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	539	30450	SH	DEFINE
US BANCORP	COM	902973304	5069	152592	SH	DEFINE
US BANCORP	COM	902973304	164058	4938524	SH	DEFINE
US BANCORP	COM	902973304	194743	5862210	SH	DEFINE
US BANCORP	COM	902973304	2905	87439	SH	DEFINE
US BANCORP	COM	902973304	9446	284342	SH	DEFINE
US BANCORP	COM	902973304	30330	913000	SH	DEFINE
V F CORP	COM	918204108	36475	500000	SH	DEFINE
V F CORP	COM	918204108	929	12740	SH	DEFINE
V F CORP	COM	918204108	491	6724	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	61031	1525000	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	1	26	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	7085	177024	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	7	179	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	138111	6982343	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	4065	205500	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	169	8530	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	1449	28143	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	7125	138438	SH	DEFINE
VALLEY NATIONAL BANCORP	COM	919794107	782	30574	SH	DEFINE
VALUECLICK INC	COM	92046N102	14608	787900	SH	DEFINE
VANDA PHARMACEUTICALS INC	COM	921659108	697	75000	SH	DEFINE
VANDA PHARMACEUTICALS INC	COM	921659108	9370	1008595	SH	DEFINE
VARIAN INC	COM	922206107	22408	488514	SH	DEFINE
VARIAN INC	COM	922206107	50414	1099072	SH	DEFINE
VARIAN INC	COM	922206107	592	12900	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	1711	32041	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	160	3000	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	199481	3736308	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	2792	52300	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COM	922207105	46712	1272800	SH	DEFINE
VCA ANTECH INC	COM	918194101	2698	74817	SH	DEFINE
VCA ANTECH INC	COM	918194101	361	10000	SH	DEFINE
VCA ANTECH INC	COM	918194101	206070	5714636	SH	DEFINE
VCA ANTECH INC	COM	918194101	2971	82400	SH	DEFINE
VECTREN CORP	COM	92240G101	268	9979	SH	DEFINE
VECTREN CORP	COM	92240G101	21480	800000	SH	DEFINE
VENTAS INC	COM	92276F100	114904	2981430	SH	DEFINE
VENTAS INC	COM	92276F100	45779	1187830	SH	DEFINE
VENTAS INC	COM	92276F100	894	23200	SH	DEFINE
VENTAS INC	COM	92276F100	540	14000	SH	DEFINE
VERISIGN INC	COM	92343E102	923	45691	SH	DEFINE
VERISIGN INC	COM	92343E102	110	5450	SH	DEFINE

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

VERISIGN INC	COM	92343E102	50441	2497097	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	741964	19982862	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	2290	61669	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	1437	38696	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	54236	1460712	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	500391	13476728	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	137	3700	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	22	590	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	297	8000	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	1104	32800	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	8907	264700	SH	DEFINE
VIACOM INC	COM	92553P102	3730	100000	SH	DEFINE
VIACOM INC	COM	92553P102	1276	34201	SH	DEFINE
VIACOM INC	COM	92553P201	811586	21828558	SH	DEFINE
VIACOM INC	COM	92553P201	40959	1101630	SH	DEFINE
VIACOM INC	COM	92553P201	342304	9206668	SH	DEFINE
VIACOM INC	COM	92553P201	1859	50000	SH	DEFINE
VIACOM INC	COM	92553P201	9898	266210	SH	DEFINE
VIACOM INC	COM	92553P201	2969	79865	SH	DEFINE
VIACOM INC	COM	92553P201	5577	150006	SH	DEFINE
VIACOM INC	COM	92553P201	2148	57770	SH	DEFINE
VIACOM INC	COM	92553P201	1153	31000	SH	DEFINE
VIACOM INC	COM	92553P201	80021	2152257	SH	DEFINE
VIACOM INC	COM	92553P201	102	2730	SH	DEFINE
VIACOM INC	COM	92553P201	2781	74785	SH	DEFINE
VIACOM INC	COM	92553P201	436	11740	SH	DEFINE
VIASAT INC	COM	92552V100	14647	584010	SH	DEFINE
VIASAT INC	COM	92552V100	23550	939004	SH	DEFINE
VIASAT INC	COM	92552V100	529	21100	SH	DEFINE
VILLAGE SUPER MARKET INC	COM	927107409	7705	115175	SH	DEFINE
VIMPEL COMMUNICATIONS	SPONSORED ADR	68370R109	1399	23085	SH	DEFINE
VION PHARMACEUTICALS INC	COM	927624106	709	650400	SH	DEFINE
VIOPHARMA INC	COM	928241108	1521	125000	SH	DEFINE
VIOPHARMA INC	COM	928241108	73	6000	SH	DEFINE
VIOPHARMA INC	COM	928241108	8562	703502	SH	DEFINE
VISICU INC	COM	92831L204	420	46800	SH	DEFINE
VIVUS INC	COM	928551100	555	150000	SH	DEFINE
VIVUS INC	COM	928551100	1	300	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	64453	2819449	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	15120	661425	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	1003	43886	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	15769	689822	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	260	11375	SH	DEFINE
VOLCOM INC	COM	92864N101	4440	197000	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	158	1449	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	1995	18300	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	62817	576300	SH	DEFINE
WABASH NATIONAL CORP	COM	929566107	40570	2963459	SH	DEFINE
WACHOVIA CORP	COM	929903102	9525	170700	SH	DEFINE
WACHOVIA CORP	COM	929903102	208089	3729190	SH	DEFINE
WACHOVIA CORP	COM	929903102	4680	83879	SH	DEFINE
WACHOVIA CORP	COM	929903102	3085	55285	SH	DEFINE
WACHOVIA CORP	COM	929903102	27972	501283	SH	DEFINE
WACHOVIA CORP	COM	929903102	257047	4606575	SH	DEFINE
WACHOVIA CORP	COM	929903102	73	1300	SH	DEFINE
WACHOVIA CORP	COM	929903102	9	170	SH	DEFINE
WAL-MART STORES INC	COM	931142103	3796	76960	SH	DEFINE
WAL-MART STORES INC	COM	931142103	1505	30513	SH	DEFINE
WAL-MART STORES INC	COM	931142103	5500	111526	SH	DEFINE
WAL-MART STORES INC	COM	931142103	32890	666879	SH	DEFINE
WAL-MART STORES INC	COM	931142103	71655	1452867	SH	DEFINE
WAL-MART STORES INC	COM	931142103	133	2700	SH	DEFINE

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

WAL-MART STORES INC	COM	931142103	22	450	SH	DEFINE
WALGREEN CO	COM	931422109	249	5600	SH	DEFINE
WALGREEN CO	COM	931422109	17072	384594	SH	DEFINE
WALGREEN CO	COM	931422109	3966	89349	SH	DEFINE
WALGREEN CO	COM	931422109	58	1300	SH	DEFINE
WALGREEN CO	COM	931422109	8	190	SH	DEFINE
WALT DISNEY CO	COM	254687106	48	1538	SH	DEFINE
WALT DISNEY CO	COM	254687106	30910	1000000	SH	DEFINE
WALT DISNEY CO	COM	254687106	227	7332	SH	DEFINE
WALT DISNEY CO	COM	254687106	56450	1826277	SH	DEFINE
WALT DISNEY CO	COM	254687106	66816	2161636	SH	DEFINE
WALT DISNEY CO	COM	254687106	77	2500	SH	DEFINE
WALT DISNEY CO	COM	254687106	13	420	SH	DEFINE
WALT DISNEY CO	COM	254687106	464	15000	SH	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	10	9000	PRN	DEFINE
WALT DISNEY CO	NOTE 2.125% 4/1	254687AU0	18080	16000000	PRN	DEFINE
WARNACO GROUP INC	COM	934390402	27110	1401744	SH	DEFINE
WARNACO GROUP INC	COM	934390402	5348	276500	SH	DEFINE
WARNACO GROUP INC	COM	934390402	9550	493816	SH	DEFINE
WARNACO GROUP INC	COM	934390402	110	5700	SH	DEFINE
WARNACO GROUP INC	COM	934390402	16	820	SH	DEFINE
WARRIOR ENERGY SVC CRP	COM	936258102	1290	50100	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	120241	2766070	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	392527	9029847	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	107	2470	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	554	12749	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	8813	202740	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	25565	588117	SH	DEFINE
WASHINGTON POST CO	COM	939640108	362877	492371	SH	DEFINE
WASHINGTON POST CO	COM	939640108	1385	1879	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	1646	44887	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	778	21201	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	736	20060	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	20585	561200	SH	DEFINE
WATERS CORP	COM	941848103	2018	44569	SH	DEFINE
WATERS CORP	COM	941848103	22640	500000	SH	DEFINE
WATERS CORP	COM	941848103	278	6140	SH	DEFINE
WATERS CORP	COM	941848103	591	13060	SH	DEFINE
WATERS CORP	COM	941848103	129144	2852112	SH	DEFINE
WATERS CORP	COM	941848103	2721	60100	SH	DEFINE
WATERS CORP	COM	941848103	59	1300	SH	DEFINE
WATERS CORP	COM	941848103	13	280	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	13391	511710	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	41869	1599900	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	12283	469370	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	703	26870	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	20493	783070	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	21292	670400	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	51	1600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	3	90	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	898	21534	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	29980	718600	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	4	102	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	372	8905	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	3440	82450	SH	DEFINE
WEBEX COMMUNICATIONS INC	COM	94767L109	2074	53140	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	3207	93400	SH	DEFINE
WEBMETHODS INC	COM	94768C108	13326	1741949	SH	DEFINE
WEBMETHODS INC	COM	94768C108	5396	705300	SH	DEFINE
WELLCARE HEALTH PLANS INC	COM	94946T106	11593	204717	SH	DEFINE
WELLPOINT INC	COM	94973V107	1	11	SH	DEFINE

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

WELLPOINT INC	COM	94973V107	354	4600	SH	DEFINE
WELLPOINT INC	COM	94973V107	2231	28961	SH	DEFINE
WELLPOINT INC	COM	94973V107	34377	446160	SH	DEFINE
WELLPOINT INC	COM	94973V107	123	1600	SH	DEFINE
WELLPOINT INC	COM	94973V107	15	200	SH	DEFINE
WELLS FARGO & CO	COM	949746101	3303	91300	SH	DEFINE
WELLS FARGO & CO	COM	949746101	64	1778	SH	DEFINE
WELLS FARGO & CO	COM	949746101	11138	307859	SH	DEFINE
WELLS FARGO & CO	COM	949746101	36740	1015478	SH	DEFINE
WELLS FARGO & CO	COM	949746101	70678	1953504	SH	DEFINE
WELLS FARGO & CO	COM	949746101	9	260	SH	DEFINE
WENDYS INTERNATIONAL INC	COM	950590109	509	7592	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	1833	31589	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	132469	2282773	SH	DEFINE
WESCO INTERNATIONAL INC	COM	95082P105	2559	44100	SH	DEFINE
WEST MARINE INC	COM	954235107	27880	1991430	SH	DEFINE
WEST MARINE INC	COM	954235107	29582	2113000	SH	DEFINE
WEST MARINE INC	COM	954235107	133	9500	SH	DEFINE
WEST MARINE INC	COM	954235107	313	22380	SH	DEFINE
WEST MARINE INC	COM	954235107	3277	234070	SH	DEFINE
WEST PHARMACEUTICAL SERVICES INC	COM	955306105	142895	3638773	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	21159	900000	SH	DEFINE
WESTERN REFINING INC	COM	959319104	6919	297700	SH	DEFINE
WESTERN REFINING INC	COM	959319104	4221	181632	SH	DEFINE
WESTLAKE CHEMICAL CORP	COM	960413102	60259	1882500	SH	DEFINE
WESTLAKE CHEMICAL CORP	COM	960413102	17	541	SH	DEFINE
WESTWOOD ONE INC	COM	961815107	18683	2638900	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1106412	17981661	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	2685	43634	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1349	21925	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1753	28498	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COM	G9618E107	991352	1994833	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COM	G9618E107	373	750	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	1263	35320	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	238	6664	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	15101	422173	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	1524	42600	SH	DEFINE
WHOLE FOODS MARKET INC	COM	966837106	11361	191173	SH	DEFINE
WHOLE FOODS MARKET INC	COM	966837106	2377	40000	SH	DEFINE
WILD OATS MARKETS INC	COM	96808B107	194	12000	SH	DEFINE
WILLIAMS COS INC	COM	969457100	1	23	SH	DEFINE
WILLIAMS COS INC	COM	969457100	147	6150	SH	DEFINE
WILLIAMS COS INC	COM	969457100	5330	223300	SH	DEFINE
WILLIAMS COS INC	COM	969457100	35755	1497906	SH	DEFINE
WILLIAMS COS INC	COM	969457100	55	2300	SH	DEFINE
WILLIAMS COS INC	COM	969457100	7	280	SH	DEFINE
WILLIAMS COS INC	COM	969457100	215	9000	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	594268	15638620	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	13843	364300	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	2738	72050	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	31160	820001	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	80	1800	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	570	12787	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COM	973491103	154	8700	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COM	973491103	260	14700	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COM	973491103	1116	63100	SH	DEFINE
WINDROSE MEDICAL PROPERTIES	COM	973491103	150	8500	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	93	7049	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	4954	375557	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	4818	365271	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	14	1035	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	2	124	SH	DEFINE

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

WINNEBAGO INDUSTRIES INC	COM	974637100	39096	1245900	SH	DEFINE
WIPRO LTD	SPONSORED ADR	97651M109	5464	412400	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	656	15200	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	43140	1000000	SH	DEFINE
WITNESS SYSTEMS INC	COM	977424100	5112	291600	SH	DEFINE
WITNESS SYSTEMS INC	COM	977424100	13693	781100	SH	DEFINE
WM WRIGLEY JR CO	COM	982526105	505	10955	SH	DEFINE
WM WRIGLEY JR CO	COM	982526105	16006	347503	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	1414	49961	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	98397	3475703	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	2344	82800	SH	DEFINE
WPP GROUP PLC	SPONSORED ADR	929309409	1428	23125	SH	DEFINE
WPP GROUP PLC	SPONSORED ADR	929309409	22	350	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COM	98235T107	24373	1005090	SH	DEFINE
WRIGHT MEDICAL GROUP INC	COM	98235T107	660	27200	SH	DEFINE
WYETH	COM	983024100	33981	668400	SH	DEFINE
WYETH	COM	983024100	2963	58280	SH	DEFINE
WYETH	COM	983024100	375	7384	SH	DEFINE
WYETH	COM	983024100	30504	600000	SH	DEFINE
WYETH	COM	983024100	156	3070	SH	DEFINE
WYETH	COM	983024100	28226	555185	SH	DEFINE
WYETH	COM	983024100	111215	2187545	SH	DEFINE
WYETH	COM	983024100	305	6000	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	72599	2595608	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	0	13	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	63	2240	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	25191	900635	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	17	620	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	3	104	SH	DEFINE
X-RITE INC	COM	983857103	2531	235658	SH	DEFINE
XANSER CORP	COM	98389J103	16380	2800000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	18131	878000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	5	248	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	309	14955	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	65712	3182200	SH	DEFINE
XENOPORT INC	COM	98411C100	2037	100000	SH	DEFINE
XEROX CORP	COM	984121103	553	35562	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	774544	11274298	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	210231	3060128	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	21435	312008	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	46715	679980	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	743	10813	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	3679	53549	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	1921	27958	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	5130	74671	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	28172	410077	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	745	10850	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	721	10501	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	597	46310	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	2041	158307	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	1704	132180	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	124399	9650810	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	2407	186700	SH	DEFINE
XTO ENERGY INC	COM	98385X106	133	3166	SH	DEFINE
XTO ENERGY INC	COM	98385X106	3497	83000	SH	DEFINE
XYRATEX (BM) LTD	COM	G98268108	10079	528800	SH	DEFINE
YAHOO INC	COM	984332106	31	1230	SH	DEFINE
YAHOO INC	COM	984332106	40448	1600000	SH	DEFINE
YAHOO INC	COM	984332106	7120	281630	SH	DEFINE
YAHOO INC	COM	984332106	55750	2205311	SH	DEFINE
YAHOO INC	FRNT 4/0	984332AB2	1431375	11000000	PRN	DEFINE
YAMANA GOLD INC	COM	98462Y100	6215	603400	SH	DEFINE

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

YAMANA GOLD INC	COM	98462Y100	16799	1630940	SH	DEFINE
YUM! BRANDS INC	COM	988498101	1459	28032	SH	DEFINE
ZALE CORP	COM	988858106	43177	1556500	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	4	64	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	4320	64000	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	335	4960	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	57425	850742	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	17553	260042	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	95	1400	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	203	3000	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	13	190	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	810	12000	SH	DEFINE
ZOLTEK COMPANIES INC	COM	98975W104	432	16900	SH	DEFINE
ZUMIEZ INC	COM	989817101	15308	566960	SH	DEFINE

GRAND TOTAL

156055461