

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

FRANKLIN RESOURCES INC
Form 13F-HR
May 11, 2011

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

Form 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2011

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-00734

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

Person Signing this Report on Behalf of Reporting Manager:

Name: Maria Gray
Title: Vice President and Secretary
Phone: 800-632-2350

Signature, Place, and Date of Signing:

/s/MARIA GRAY San Mateo, CA May 10, 2011
[Signature] [City,State] [Date]

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: 14
 Form 13F Information Table Entry Total: 3805
 Form 13F Information Table Value Total: 152,067,382
 (thousands)

List of Other Included Managers:

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

No.	Form 13F File Number	Name
1	028-05930	Franklin Advisory Services, LLC
2	028-03578	Franklin Advisers, Inc.
3	028-03877	Fiduciary Trust Company International
4	028-12948	Fiduciary International, Inc.
5	028-06154	Franklin Mutual Advisers, LLC
6	028-11855	Franklin Templeton Investments (Asia) Ltd.
7	028-11753	Franklin Templeton Investments Australia Limited
8	028-06143	Franklin Templeton Investments Corp.
9	028-12310	Franklin Templeton Institutional, LLC
10	028-11761	Franklin Templeton Investment Management Limited
11	028-06174	Franklin Templeton Portfolio Advisors, Inc.
12	028-11763	Templeton Asset Management Ltd.
13	028-05454	Templeton Global Advisors Limited
14	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE
 FOR THE PERIOD ENDED 03/31/2011
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PUT/ CALL MENT DISCRETION
3M CO	COM	88579Y101	3908	41800 SH	DEFINE
3M CO	COM	88579Y101	113508	1213990 SH	DEFINE

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

3M CO	COM	88579Y101	30477	325953	SH	DEFINE
3M CO	COM	88579Y101	18702	200092	SH	DEFINE
3M CO	COM	88579Y101	1446	15463	SH	DEFINE
7 DAYS GROUP HLDGS LTD	ADR	81783J101	6064	299037	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	52319	2162830	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	16512	682592	SH	DEFINE
ABBOTT LABS	COM	002824100	321642	6557440	SH	DEFINE
ABBOTT LABS	COM	002824100	69522	1417364	SH	DEFINE
ABBOTT LABS	COM	002824100	44456	906345	SH	DEFINE
ABBOTT LABS	COM	002824100	956	19500	SH	DEFINE
ABBOTT LABS	COM	002824100	65	1320	SH	DEFINE
ABBOTT LABS	COM	002824100	21286	433972	SH	DEFINE
ABBOTT LABS	COM	002824100	1418	28918	SH	DEFINE
ABBOTT LABS	COM	002824100	11999	244620	SH	DEFINE
ABBOTT LABS	COM	002824100	76346	1556500	SH	DEFINE
ABBOTT LABS	COM	002824100	14493	295480	SH	DEFINE
ABINGTON BANCORP INC	COM	00350L109	285	23300	SH	DEFINE
ABITIBIBOWATER INC	COM NEW	003687209	8748	325787	SH	DEFINE
ABM INDS INC	COM	000957100	118304	4659467	SH	DEFINE
ABOVENET INC	COM	00374N107	315986	4871810	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	14889	270854	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	16694	303686	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	4558	82925	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	6449	117311	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	12982	236161	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1	24	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	12727	231530	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	819229	14903204	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	18565	337730	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	174	3170	SH	DEFINE
ACE LTD	SHS	H0023R105	10274	158790	SH	DEFINE
ACE LTD	SHS	H0023R105	11137	172134	SH	DEFINE
ACE LTD	SHS	H0023R105	1106	17100	SH	DEFINE
ACE LTD	SHS	H0023R105	744113	11500975	SH	DEFINE
ACE LTD	SHS	H0023R105	18735	289570	SH	DEFINE
ACE LTD	SHS	H0023R105	5175	79991	SH	DEFINE
ACE LTD	SHS	H0023R105	9898	152990	SH	DEFINE
ACE LTD	SHS	H0023R105	491	7590	SH	DEFINE
ACE LTD	SHS	H0023R105	13980	216076	SH	DEFINE
ACE LTD	SHS	H0023R105	15854	245037	SH	DEFINE
ACE LTD	SHS	H0023R105	5463	84430	SH	DEFINE
ACE LTD	SHS	H0023R105	338318	5229032	SH	DEFINE
ACE LTD	SHS	H0023R105	246823	3814879	SH	DEFINE
ACE LTD	SHS	H0023R105	168	2590	SH	DEFINE
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	6062	847800	SH	DEFINE
ACME PACKET INC	COM	004764106	43219	609060	SH	DEFINE
ACME PACKET INC	COM	004764106	163	2299	SH	DEFINE
ACORDA THERAPEUTICS INC	COM	00484M106	6134	264400	SH	DEFINE
ACORDA THERAPEUTICS INC	COM	00484M106	12	500	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	1313	119715	SH	DEFINE
ADOBE SYS INC	COM	00724F101	17505	527900	SH	DEFINE
ADOBE SYS INC	COM	00724F101	7411	223482	SH	DEFINE
ADVANCE AUTO PARTS INC	COM	00751Y106	682	10400	SH	DEFINE
ADVANCE AUTO PARTS INC	COM	00751Y106	2	24	SH	DEFINE
ADVANCED MICRO DEVICES INC	NOTE 6.000% 5/0007903AL1		21802	21039000	PRN	DEFINE
ADVANTAGE OIL & GAS LTD	COM	00765F101	569	63400	SH	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	527	19000	SH	DEFINE
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	6089	746160	SH	DEFINE
AEGERION PHARMACEUTICALS INC	COM	00767E102	5109	308300	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	3426	97981	SH	DEFINE
AES CORP	COM	00130H105	1726	132750	SH	DEFINE
AETNA INC NEW	COM	00817Y108	48703	1301180	SH	DEFINE

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

AETNA INC NEW	COM	00817Y108	359	9588	SH	DEFINE
AETNA INC NEW	COM	00817Y108	54	1440	SH	DEFINE
AETNA INC NEW	COM	00817Y108	234	6240	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	57474	525500	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	1003	9170	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	3237	29600	SH	DEFINE
AFLAC INC	COM	001055102	63724	1207349	SH	DEFINE
AFLAC INC	COM	001055102	129448	2452590	SH	DEFINE
AFLAC INC	COM	001055102	20743	393001	SH	DEFINE
AFLAC INC	COM	001055102	25	470	SH	DEFINE
AFLAC INC	COM	001055102	4619	87540	SH	DEFINE
AFLAC INC	COM	001055102	2221	42077	SH	DEFINE
AGCO CORP	COM	001084102	2335	42485	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	80770	1803709	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	5287	118073	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	13	300	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	1881	42000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	45	1010	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	132	2950	SH	DEFINE
AGL RES INC	COM	001204106	146048	3665870	SH	DEFINE
AGL RES INC	COM	001204106	20	500	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	47420	714700	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	13	200	SH	DEFINE
AGRIUM INC	COM	008916108	6065	65700	SH	DEFINE
AGRIUM INC	COM	008916108	119	1295	SH	DEFINE
AGRIUM INC	COM	008916108	86465	941347	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	240296	2664630	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	45090	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	15854	175809	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	90	1000	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	1272	14100	SH	DEFINE
AIRGAS INC	COM	009363102	114916	1730137	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	7220	190000	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	304	7995	SH	DEFINE
ALAMO GROUP INC	COM	011311107	7329	267000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	13572	214000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	38052	600000	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	66672	1788900	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	9	250	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	84	2250	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	288	49494	SH	DEFINE
ALCOA INC	COM	013817101	6345	359500	SH	DEFINE
ALCOA INC	COM	013817101	2081	117900	SH	DEFINE
ALCOA INC	COM	013817101	2084	118054	SH	DEFINE
ALCOA INC	COM	013817101	12932	732714	SH	DEFINE
ALCOA INC	COM	013817101	19226	1089280	SH	DEFINE
ALCOA INC	COM	013817101	8882	503240	SH	DEFINE
ALCOA INC	COM	013817101	133475	7562350	SH	DEFINE
ALCOA INC	COM	013817101	696	39430	SH	DEFINE
ALCOA INC	COM	013817101	129	7330	SH	DEFINE
ALCON INC	COM SHS	H01301102	1629	9840	SH	DEFINE
ALCON INC	COM SHS	H01301102	299	1804	SH	DEFINE
ALCON INC	COM SHS	H01301102	405625	2450758	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	3106	68049	SH	DEFINE
ALEXANDERS INC	COM	014752109	221100	543311	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	12854	164860	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	296	3800	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	21167	214500	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	31	315	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	44	133	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	283140	855462	SH	DEFINE
ALLEGIANTE TRAVEL CO	COM	01748X102	32364	738731	SH	DEFINE

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

ALLEGIAN T TRAVEL CO	COM	01748X102	838	19132	SH	DEFINE
ALLEGIAN T TRAVEL CO	COM	01748X102	3588	81900	SH	DEFINE
ALLEGIAN T TRAVEL CO	COM	01748X102	3241	73987	SH	DEFINE
ALLERGAN INC	COM	018490102	111202	1565783	SH	DEFINE
ALLERGAN INC	COM	018490102	26648	375224	SH	DEFINE
ALLERGAN INC	COM	018490102	1216	17120	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	46759	544400	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	332	3864	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	41630	484689	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE	1.750% 8/018581AD0	20549	17000000	PRN	DEFINE
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	212	2605	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	495	22725	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	3986	182858	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	61704	1585000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	77	1970	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	84039	4003740	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	267	12743	SH	DEFINE
ALLSTATE CORP	COM	020002101	3973	125000	SH	DEFINE
ALLSTATE CORP	COM	020002101	5967	187769	SH	DEFINE
ALLSTATE CORP	COM	020002101	2419	76110	SH	DEFINE
ALLSTATE CORP	COM	020002101	17	540	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	216717	3650260	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	297	5000	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	379	6392	SH	DEFINE
ALTERA CORP	COM	021441100	7	160	SH	DEFINE
ALTERA CORP	COM	021441100	4294	97550	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	8439	324218	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	817930	31422601	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	4165	160000	SH	DEFINE
ALZA CORP	SDCV	7/202261WAB5	12863	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	4676	280000	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	4734	648500	SH	DEFINE
AMAZON COM INC	COM	023135106	117182	650540	SH	DEFINE
AMAZON COM INC	COM	023135106	27054	150190	SH	DEFINE
AMAZON COM INC	COM	023135106	9133	50700	SH	DEFINE
AMAZON COM INC	COM	023135106	1351	7500	SH	DEFINE
AMAZON COM INC	COM	023135106	19580	108700	SH	DEFINE
AMAZON COM INC	COM	023135106	2432	13500	SH	DEFINE
AMAZON COM INC	COM	023135106	175	969	SH	DEFINE
AMAZON COM INC	COM	023135106	1495	8300	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	20317	564820	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	410	11400	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	15065	259300	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	27175	467722	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	502519	8649216	SH	DEFINE
AMERICAN ASSETS TR INC	COM	024013104	5736	269670	SH	DEFINE
AMERICAN ASSETS TR INC	COM	024013104	89	4170	SH	DEFINE
AMERICAN CAMPUS CMNTYS INC	COM	024835100	4	126	SH	DEFINE
AMERICAN CAMPUS CMNTYS INC	COM	024835100	7478	226600	SH	DEFINE
AMERICAN CAMPUS CMNTYS INC	COM	024835100	129	3900	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	532391	15150580	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	6587	187445	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	35	1000	SH	OTHER
AMERICAN EXPRESS CO	COM	025816109	27122	600050	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	35262	780135	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	45	1000	SH	OTHER
AMERICAN EXPRESS CO	COM	025816109	25252	558683	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	5649	124970	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	27086	599246	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	379	8380	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	10703	236800	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	4253	94100	SH	DEFINE

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

AMERICAN EXPRESS CO	COM	025816109	372565	8242583	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	23341	516400	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	76	1690	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	7552	349000	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	1164	53800	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	4687	216600	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	7808	360812	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE	3.250% 7/002744MAA6	2383	2048000	PRN	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE	4.000% 9/102744MAB4	17372	12952000	PRN	DEFINE
AMERICAN NATL INS CO	COM	028591105	67106	847622	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	4864	800000	SH	DEFINE
AMERICAN SUPERCONDUCTOR CORP	COM	030111108	221	8900	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	125228	2416600	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	34626	668202	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	4923	95000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1036	20000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	16121	311100	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1814	35000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	354	6826	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1176	22700	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	26670	1277280	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	70125	2500000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	4778	170330	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	2537	41534	SH	DEFINE
AMERIS BANCORP	COM	03076K108	1021	100476	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	1551	39208	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	874	22100	SH	DEFINE
AMETEK INC NEW	COM	031100100	84516	1926500	SH	DEFINE
AMETEK INC NEW	COM	031100100	2148	48952	SH	DEFINE
AMGEN INC	COM	031162100	89395	1672500	SH	DEFINE
AMGEN INC	COM	031162100	5107	95542	SH	DEFINE
AMGEN INC	COM	031162100	510477	9550545	SH	DEFINE
AMGEN INC	COM	031162100	20813	389395	SH	DEFINE
AMGEN INC	COM	031162100	6444	120569	SH	DEFINE
AMGEN INC	COM	031162100	59511	1113387	SH	DEFINE
AMGEN INC	COM	031162100	647	12100	SH	DEFINE
AMGEN INC	COM	031162100	41235	771470	SH	DEFINE
AMGEN INC	COM	031162100	3139	58737	SH	DEFINE
AMGEN INC	COM	031162100	8647	161770	SH	DEFINE
AMGEN INC	COM	031162100	835157	15625017	SH	DEFINE
AMGEN INC	COM	031162100	66206	1238655	SH	DEFINE
AMGEN INC	COM	031162100	182	3400	SH	DEFINE
AMR CORP	NOTE	6.250%10/1001765BC9	10418	10000000	PRN	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	2316	203700	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	6	562	SH	DEFINE
ANACOR PHARMACEUTICALS INC	COM	032420101	3360	485600	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	141850	1731560	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	10474	127851	SH	DEFINE
ANADYS PHARMACEUTICALS INC	COM	03252Q408	634	546471	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	64291	1632580	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	3710	94200	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	16	400	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	106	2690	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	111180	2065000	PRN	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	4006	74410	PRN	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	43	800	PRN	OTHER
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	992	18425	PRN	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	300709	6271303	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	244	5081	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	1265	72500	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	2369	135775	SH	DEFINE
ANSYS INC	COM	03662Q105	94531	1744440	SH	DEFINE

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

ANSYS INC	COM	03662Q105	354	6541	SH	DEFINE
ANSYS INC	COM	03662Q105	1438	26528	SH	DEFINE
AOL INC	COM	00184X105	2	108	SH	DEFINE
AOL INC	COM	00184X105	1114	57053	SH	DEFINE
AOL INC	COM	00184X105	821	42040	SH	DEFINE
AOL INC	COM	00184X105	4059	207810	SH	DEFINE
AON CORP	COM	037389103	4	75	SH	DEFINE
AON CORP	COM	037389103	32310	610080	SH	DEFINE
AON CORP	COM	037389103	3117	58860	SH	DEFINE
AON CORP	COM	037389103	12668	239190	SH	DEFINE
AON CORP	COM	037389103	67	1260	SH	DEFINE
APACHE CORP	COM	037411105	4386	33500	SH	DEFINE
APACHE CORP	COM	037411105	36003	275000	SH	DEFINE
APACHE CORP	COM	037411105	35453	270802	SH	DEFINE
APACHE CORP	COM	037411105	1718	13120	SH	DEFINE
APACHE CORP	COM	037411105	3951	30175	SH	DEFINE
APACHE CORP	COM	037411105	851	6500	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	24865	350900	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	9205	129900	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	57	800	SH	OTHER
APOGEE ENTERPRISES INC	COM	037598109	33273	2522578	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	23071	553140	SH	DEFINE
APPLE INC	COM	037833100	703317	2018410	SH	DEFINE
APPLE INC	COM	037833100	186662	535694	SH	DEFINE
APPLE INC	COM	037833100	70	200	SH	OTHER
APPLE INC	COM	037833100	14217	40800	SH	DEFINE
APPLE INC	COM	037833100	80	230	SH	DEFINE
APPLE INC	COM	037833100	1045	3000	SH	DEFINE
APPLE INC	COM	037833100	477	1370	SH	DEFINE
APPLE INC	COM	037833100	17417	49984	SH	DEFINE
APPLE INC	COM	037833100	1916	5500	SH	DEFINE
APPLE INC	COM	037833100	1692	4855	SH	DEFINE
APPLE INC	COM	037833100	1254	3600	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	46647	1402500	SH	DEFINE
APPLIED MATLS INC	COM	038222105	2165	138608	SH	DEFINE
APPLIED MATLS INC	COM	038222105	3393	217250	SH	DEFINE
APTARGROUP INC	COM	038336103	40951	816900	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	1931	340000	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	1446	39987	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NOTE 5.000% 5/10	03938LAK0	24735	1700000	PRN	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	13924	140379	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	744	7500	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	24728	249300	SH	DEFINE
ARCH COAL INC	COM	039380100	12252	339963	SH	DEFINE
ARCH COAL INC	COM	039380100	18	500	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	133298	3701700	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	4851	134703	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	3439	95500	SH	DEFINE
ARCHER DANIELS MIDLAND CO	UNIT 99/99/9999	039483201	18060	400000	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	10592	369184	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	238	8300	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	984	34300	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	5794	175352	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	12960	500000	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	31	1200	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	43851	1691780	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	3079	118800	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	25353	900000	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	149	5300	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	25911	560000	SH	DEFINE
ARQULE INC	COM	04269E107	23318	3256700	SH	DEFINE
ARQULE INC	COM	04269E107	271	37800	SH	DEFINE

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

ARQULE INC	COM	04269E107	1054	147200	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	3904	93220	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	1340	32000	SH	DEFINE
ARTIO GLOBAL INVS INC	COM CL A	04315B107	15340	949252	SH	DEFINE
ARTIO GLOBAL INVS INC	COM CL A	04315B107	1050	64990	SH	DEFINE
ARUBA NETWORKS INC	COM	043176106	41727	1233063	SH	DEFINE
ASHLAND INC NEW	COM	044209104	19061	330000	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	1419	31886	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	55260	2005080	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	3453	125306	SH	DEFINE
ASPEN TECHNOLOGY INC	COM	045327103	1499	100000	SH	DEFINE
ASSOCIATED BANC CORP	COM	045487105	80010	5387858	SH	DEFINE
ASSURANT INC	COM	04621X108	32734	850000	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	2115	141920	SH	DEFINE
ASTEC INDS INC	COM	046224101	46255	1240402	SH	DEFINE
ASTORIA FINL CORP	COM	046265104	236	16453	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	715	15507	SH	DEFINE
AT&T INC	COM	00206R102	813690	26591179	SH	DEFINE
AT&T INC	COM	00206R102	38342	1252996	SH	DEFINE
AT&T INC	COM	00206R102	44	1446	SH	DEFINE
AT&T INC	COM	00206R102	3434	112109	SH	DEFINE
AT&T INC	COM	00206R102	687	22450	SH	DEFINE
AT&T INC	COM	00206R102	839	27420	SH	DEFINE
AT&T INC	COM	00206R102	1775	57992	SH	DEFINE
AT&T INC	COM	00206R102	5406	176680	SH	DEFINE
AT&T INC	COM	00206R102	507	16570	SH	DEFINE
AT&T INC	COM	00206R102	15288	499620	SH	DEFINE
AT&T INC	COM	00206R102	33	1080	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	1039	23018	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	4136	91648	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	2634	70836	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	36	975	SH	DEFINE
ATMEL CORP	COM	049513104	9882	725000	SH	DEFINE
ATMEL CORP	COM	049513104	168	12300	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	651	19100	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	1535	45000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	20	600	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	73332	1579400	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	102	2200	SH	DEFINE
AURIZON MINES LTD	COM	05155P106	7177	1020600	SH	DEFINE
AUTODESK INC	COM	052769106	35288	800000	SH	DEFINE
AUTODESK INC	COM	052769106	5813	131776	SH	DEFINE
AUTODESK INC	COM	052769106	5293	120000	SH	DEFINE
AUTODESK INC	COM	052769106	1235	28000	SH	DEFINE
AUTODESK INC	COM	052769106	19122	433500	SH	DEFINE
AUTODESK INC	COM	052769106	2205	50000	SH	DEFINE
AUTODESK INC	COM	052769106	1434	32500	SH	DEFINE
AUTOLIV INC	COM	052800109	87416	1177636	SH	DEFINE
AUTOLIV INC	COM	052800109	202	2725	SH	DEFINE
AUTOLIV INC	COM	052800109	1079	14530	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	35917	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	23384	455749	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	103	2000	SH	OTHER
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	25777	1200600	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	410	19100	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	1664	77500	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	45863	1474700	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	2174	69900	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	307	2558	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	16811	140001	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	315	2626	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	19386	462000	SH	DEFINE

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

AVERY DENNISON CORP	COM	053611109	13	300	SH	DEFINE
AVISTA CORP	COM	05379B107	16850	728500	SH	DEFINE
AVISTA CORP	COM	05379B107	75	3225	SH	DEFINE
AVIVA PLC	ADR	05382A104	14512	1027739	SH	DEFINE
AVON PRODS INC	COM	054303102	13619	503664	SH	DEFINE
AVON PRODS INC	COM	054303102	15960	590247	SH	DEFINE
AVON PRODS INC	COM	054303102	11	400	SH	OTHER
AVON PRODS INC	COM	054303102	34	1270	SH	DEFINE
AVON PRODS INC	COM	054303102	110	4070	SH	DEFINE
AVON PRODS INC	COM	054303102	12935	478350	SH	DEFINE
AVON PRODS INC	COM	054303102	81141	3000791	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	5	130	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1646	47140	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	17653	505540	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	74018	537100	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	10696	77613	SH	DEFINE
BAKER HUGHES INC	COM	057224107	60936	829848	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1643	22371	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1390	18930	SH	DEFINE
BAKER HUGHES INC	COM	057224107	3682	50140	SH	DEFINE
BAKER HUGHES INC	COM	057224107	76514	1042000	SH	DEFINE
BAKER HUGHES INC	COM	057224107	743	10120	SH	DEFINE
BAKER HUGHES INC	COM	057224107	26330	358578	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1691	23034	SH	DEFINE
BAKER HUGHES INC	COM	057224107	12056	164180	SH	DEFINE
BAKER HUGHES INC	COM	057224107	537060	7313910	SH	DEFINE
BAKER HUGHES INC	COM	057224107	43938	598360	SH	DEFINE
BAKER HUGHES INC	COM	057224107	128	1740	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	6628	283000	SH	DEFINE
BALL CORP	COM	058498106	1067	29758	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	21	1000	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	527273	25410728	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	22671	1092597	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	1499	72257	SH	DEFINE
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	926	75530	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	9	810	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	693	59115	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	6444	549808	SH	DEFINE
BANK HAWAII CORP	COM	062540109	408	8525	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	685	10569	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	846	13025	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	142906	2201078	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	3256	50284	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	199	3250	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	5568	90754	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1162	19000	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	343556	5599408	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	30638	499500	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1091	17778	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	307	5000	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	2231	167400	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	534938	40130381	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3766	282487	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	590351	44287393	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	13393	1004730	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3037	227816	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	17626	1322260	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	370	27750	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	29417	2206862	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	8085	606550	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	232309	17427517	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	17907	1343360	SH	DEFINE

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

BANK OF AMERICA CORPORATION	COM	060505104	86	6470	SH	DEFINE
BANK OF AMERICA CORPORATION	7.25%CNV PFD L	060505682	846874	837668	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	2676	89600	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	12985	434701	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	12559	420460	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	5485	183640	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	45498	1523199	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	511	17120	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	29643	992386	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1902	63680	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	3848	128830	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	19761	661579	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	38836	1300159	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	99	3310	SH	DEFINE
BANRO CORP	COM	066800103	17769	7002100	SH	DEFINE
BANRO CORP	-W EXP 09/17/2010	066800111	360	600000	SH	DEFINE
BAR HBR BANKSHARES	COM	066849100	4566	151000	SH	DEFINE
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	1015	39475	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	5	250	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	808	44565	SH	DEFINE
BARD C R INC	COM	067383109	63697	641400	SH	DEFINE
BARD C R INC	COM	067383109	1237	12457	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	30954	775600	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	738	18500	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	30	740	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	2993	75000	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	3247	81366	SH	DEFINE
BARRETT BILL CORP	NOTE 5.000% 3/10	06846NAA2	359	350000	PRN	DEFINE
BARRICK GOLD CORP	COM	067901108	300213	5783333	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	933	17964	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	14816	285146	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	34478	663561	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	958	122100	SH	DEFINE
BAXTER INTL INC	COM	071813109	23659	440000	SH	DEFINE
BAXTER INTL INC	COM	071813109	4143	77043	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	48	825	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	32931	564022	SH	DEFINE
BB&T CORP	COM	054937107	160	5842	SH	DEFINE
BB&T CORP	COM	054937107	3783	137810	SH	DEFINE
BB&T CORP	COM	054937107	2115	77060	SH	DEFINE
BB&T CORP	COM	054937107	439	16000	SH	DEFINE
BB&T CORP	COM	054937107	914	33300	SH	DEFINE
BCE INC	COM NEW	05534B760	1474	40566	SH	DEFINE
BCE INC	COM NEW	05534B760	106311	2925288	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	510	6145	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	224901	2707370	SH	DEFINE
BECKMAN COULTER INC	NOTE 2.500%12/10	075811AD1	9540	8000000	PRN	DEFINE
BECTON DICKINSON & CO	COM	075887109	323476	4062754	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	10714	134564	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	907	11395	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	104	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	392	8127	SH	DEFINE
BEMIS INC	COM	081437105	96824	2951049	SH	DEFINE
BEMIS INC	COM	081437105	5659	172482	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	112956	5954480	SH	DEFINE
BERKLEY W R CORP	COM	084423102	2187	67900	SH	DEFINE
BERKLEY W R CORP	COM	084423102	654	20300	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1326	41176	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1378	11	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	23055	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	5513	44	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	251	2	SH	DEFINE

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

BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	7556	90350	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	40388	482931	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	15	180	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	214	2520	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	84	1000	SH	DEFINE
BEST BUY INC	COM	086516101	1493	52000	SH	DEFINE
BEST BUY INC	COM	086516101	10216	355703	SH	DEFINE
BEST BUY INC	COM	086516101	2981	103808	SH	DEFINE
BEST BUY INC	COM	086516101	24	820	SH	DEFINE
BEST BUY INC	COM	086516101	686	23900	SH	DEFINE
BEST BUY INC	COM	086516101	2904	101130	SH	DEFINE
BEST BUY INC	SDCV 2.250% 1/10	086516AF8	16500	16000000	PRN	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	14655	152843	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	21166	265910	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	6803	570713	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	43654	594822	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	482	6563	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	11589	157908	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	2754	37520	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	6198	84447	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	5812	79188	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	1055	14374	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	6580	89660	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	206861	2818660	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	12898	175740	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	7724	307378	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	20	810	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	13995	10300000	PRN	DEFINE
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	4844	189950	SH	DEFINE
BLACKROCK INC	COM	09247X101	213359	1061428	SH	DEFINE
BLACKROCK INC	COM	09247X101	22152	110205	SH	DEFINE
BLACKROCK INC	COM	09247X101	1548	7700	SH	DEFINE
BLACKROCK INC	COM	09247X101	34	170	SH	DEFINE
BLACKROCK INC	COM	09247X101	273	1360	SH	DEFINE
BLACKROCK INC	COM	09247X101	443	2206	SH	DEFINE
BLACKROCK MUNIHOLDNGS QLTY I	COM	09254A101	158	13000	SH	DEFINE
BLACKROCK MUNIYIELD NY QLTY	COM	09255E102	145	11922	SH	DEFINE
BLACKROCK NY MUNI INC QLTY T	COM	09249U105	459	36750	SH	DEFINE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	547	30580	SH	DEFINE
BLOCK H & R INC	COM	093671105	509	30400	SH	DEFINE
BLUE NILE INC	COM	09578R103	32643	604620	SH	DEFINE
BLUE NILE INC	COM	09578R103	734	13600	SH	DEFINE
BLUE NILE INC	COM	09578R103	2969	55000	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	477	9582	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	10396	318307	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	229	7000	SH	DEFINE
BOEING CO	COM	097023105	139983	1893460	SH	DEFINE
BOEING CO	COM	097023105	3924	53071	SH	DEFINE
BOEING CO	COM	097023105	30	400	SH	DEFINE
BOEING CO	COM	097023105	921	12458	SH	DEFINE
BOEING CO	COM	097023105	1304	17639	SH	DEFINE
BORGWARNER INC	COM	099724106	150992	1894734	SH	DEFINE
BORGWARNER INC	COM	099724106	10884	136584	SH	DEFINE
BORGWARNER INC	COM	099724106	1777	22300	SH	DEFINE
BORGWARNER INC	COM	099724106	365	4584	SH	DEFINE
BORGWARNER INC	NOTE 3.500% 4/10	099724AF3	16538	6750000	PRN	DEFINE
BOSTON PROPERTIES INC	COM	101121101	556	5860	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	34636	365163	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	778	8200	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	135	18750	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	340407	47344543	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	68031	2706072	SH	DEFINE

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

BOTTOMLINE TECH DEL INC	COM	101388106	1574	62600	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	6021	239500	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	17057	678474	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	565831	12819000	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	4593	104053	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	1426	32305	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	13057	295803	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	13297	301250	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	2	15	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	14400	120181	SH	DEFINE
BRADY CORP	CL A	104674106	213435	5980247	SH	DEFINE
BRADY CORP	CL A	104674106	71	2000	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	30	632	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	5921	125500	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	113	2400	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	39567	1746885	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	48	2112	SH	DEFINE
BRIGHAM EXPLORATION CO	COM	109178103	31420	845070	SH	DEFINE
BRINKER INTL INC	COM	109641100	30	1200	SH	DEFINE
BRINKER INTL INC	COM	109641100	40907	1616870	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	16821	636423	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	19	700	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	516	19520	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	10042	379930	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	643	24330	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	131220	2774205	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	657	13880	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	132	1625	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	6062	74850	SH	DEFINE
BROADCOM CORP	CL A	111320107	43436	1103000	SH	DEFINE
BROADCOM CORP	CL A	111320107	1776	45087	SH	DEFINE
BROADCOM CORP	CL A	111320107	12	300	SH	OTHER
BROADCOM CORP	CL A	111320107	226	5751	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	227	10009	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	1888	83200	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	6543	1063900	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	5765	937353	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	536	87160	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	33872	5507621	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	1494	242905	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	6473	1052580	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	235254	38252730	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	12234	1989290	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	86	14000	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	1158	35720	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	6	200	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	164313	5064982	SH	DEFINE
BROOKFIELD INFRAST PARTNERS	LP INT UNIT	G16252101	264710	11913137	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	2912	165093	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	2274	128500	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	6080	343600	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	36288	534747	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	24903	364611	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	46740	3824918	SH	DEFINE
BRUNSWICK CORP	COM	117043109	49838	1959800	SH	DEFINE
BT GROUP PLC	ADR	05577E101	231	7675	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	484	7612	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	45357	833300	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	887	16300	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	3620	66500	SH	DEFINE
BUNGE LIMITED	COM	G16962105	6394	88394	SH	DEFINE

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

BUNGE LIMITED	COM	G16962105	26178	361930	SH	DEFINE
BUNGE LIMITED	COM	G16962105	14907	206095	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	75257	1015200	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1623	21900	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	190	2566	SH	DEFINE
CA INC	COM	12673P105	750	31036	SH	DEFINE
CABOT CORP	COM	127055101	61533	1329300	SH	DEFINE
CABOT CORP	COM	127055101	572	12365	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	3790	411456	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	375	40702	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	1493	162110	SH	DEFINE
CAE INC	COM	124765108	9847	741396	SH	DEFINE
CAL DIVE INTL INC	NOTE	3.250%12/1127914AB5	10088	10000000	PRN	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	7862	465763	SH	DEFINE
CALIFORNIA WTR SVC GROUP	COM	130788102	212	5700	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	10912	1600000	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	62	9150	SH	DEFINE
CALLON PETE CO DEL	COM	13123X102	42244	5436818	SH	DEFINE
CALPINE CORP	COM NEW	131347304	32211	2029700	SH	DEFINE
CALPINE CORP	COM NEW	131347304	7	443	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	78	1365	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	11259	198150	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	193	3400	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	218785	3831600	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	1283	22465	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	413	7239	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	404	12201	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	18107	366479	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	475	9601	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	200102	4047200	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	2888	58600	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	934	18900	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	37810	502325	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	8629	114635	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	178954	2377710	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	32170	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	282	4386	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	13526	210492	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	692	10800	SH	DEFINE
CANON INC	ADR	138006309	1768	40790	SH	DEFINE
CANON INC	ADR	138006309	1467	33852	SH	DEFINE
CAPE BANCORP INC	COM	139209100	20	2000	SH	DEFINE
CAPE BANCORP INC	COM	139209100	2604	264663	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	512	9859	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	4128	79450	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	219	31100	SH	DEFINE
CAPITALSOURCE INC	SDCV	4.000% 7/114055XAE2	149696	148582000	PRN	DEFINE
CAPITALSOURCE INC	NOTE	7.250% 7/114055XAG7	13183	12676000	PRN	DEFINE
CARBO CERAMICS INC	COM	140781105	1411	10000	SH	DEFINE
CARBO CERAMICS INC	COM	140781105	11	81	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	12339	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	764	18579	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	4388	106680	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	1481	345928	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	262	11525	SH	DEFINE
CAREFUSION CORP	COM	14170T101	21150	750000	SH	DEFINE
CAREFUSION CORP	COM	14170T101	285	10108	SH	DEFINE
CARLISLE COS INC	COM	142339100	91517	2054244	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	40853	1065000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	122	3188	SH	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	11954	1667212	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	25900	664100	SH	DEFINE

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

CASEYS GEN STORES INC	COM	147528103	4298	110200	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	1026	26300	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	2699	69200	SH	DEFINE
CATALYST HEALTH SOLUTIONS IN	COM	14888B103	723	12930	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	57281	514420	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	38990	350153	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	24	220	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	826	7400	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	2396	21522	SH	DEFINE
CATO CORP NEW	CL A	149205106	39747	1622324	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1467	17064	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	689	7975	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	267455	3099545	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	2352	53000	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	307731	6935539	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	12827	289090	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	67	1500	SH	OTHER
CELANESE CORP DEL	COM SER A	150870103	79	1780	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	288	6490	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	606	13656	SH	DEFINE
CELGENE CORP	COM	151020104	171844	2987022	SH	DEFINE
CELGENE CORP	COM	151020104	69954	1215962	SH	DEFINE
CELGENE CORP	COM	151020104	23	400	SH	OTHER
CELGENE CORP	COM	151020104	1329	23100	SH	DEFINE
CELGENE CORP	COM	151020104	63	1090	SH	DEFINE
CELGENE CORP	COM	151020104	440	7640	SH	DEFINE
CELGENE CORP	COM	151020104	292	5073	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	985	245100	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	96	10805	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	491	55025	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	80	2025	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	1230	31245	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	87	2200	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	87027	2204709	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	2745	69724	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	191344	10896600	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	18	1000	SH	DEFINE
CENTRAL EUROPEAN DIST CORP	COM	153435102	25227	2222681	SH	DEFINE
CENTRAL GOLDTRUST	TR UNIT	153546106	573	10541	SH	DEFINE
CENTURYLINK INC	COM	156700106	240325	5784000	SH	DEFINE
CENTURYLINK INC	COM	156700106	14968	360253	SH	DEFINE
CEPHALON INC	COM	156708109	169375	2235089	SH	DEFINE
CEPHALON INC	NOTE 2.500% 5/0	156708AR0	11988	10000000	PRN	DEFINE
CERADYNE INC	COM	156710105	79471	1762890	SH	DEFINE
CERNER CORP	COM	156782104	130871	1176900	SH	DEFINE
CERNER CORP	COM	156782104	2812	25286	SH	DEFINE
CERNER CORP	COM	156782104	496	4461	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	4706	34400	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	18318	4300000	SH	DEFINE
CHARTER COMMUNICATIONS INC D	CL A NEW	16117M305	406712	8033027	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	1749	107600	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	262	16100	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	1073	66000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	10210	200000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	1815	35560	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	19812	388094	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	8315	162873	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	15374	301163	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	17996	352509	SH	DEFINE
CHECKPOINT SYS INC	COM	162825103	216	9600	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	5104	1308800	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	192	49200	SH	DEFINE

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

CHELSEA THERAPEUTICS INTL LT	COM	163428105	756	193800	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	27999	1404867	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	2822	84200	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	47878	1428330	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	544	16242	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	22330	666170	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	4059	121090	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	69138	2062586	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	35269	1052163	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	11541	344310	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1844	55000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	16307	486480	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	122	3630	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	62954	586000	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	344097	3202990	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	80185	746391	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	5713	53180	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	29222	272006	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	6133	57091	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	74939	697522	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	853	7940	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	32510	302619	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	4908	45688	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	22010	204880	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	476902	4439191	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	51238	476940	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	204	1900	SH	DEFINE
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	3213	79020	SH	DEFINE
CHICOS FAS INC	COM	168615102	3	200	SH	DEFINE
CHICOS FAS INC	COM	168615102	18090	1214080	SH	DEFINE
CHICOS FAS INC	COM	168615102	396	26570	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	1	20	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	13347	288642	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	9518	205840	SH	DEFINE
CHINA SEC & SURVE TECH INC	COM	16942J105	7060	1524899	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	1	50	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	3480	156495	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	24	400	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	13794	226124	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	11387	186670	SH	DEFINE
CHINA YUCHAI INTL LTD	COM	G21082105	2775	94605	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	81417	298920	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	921	3380	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	22898	3533650	SH	DEFINE
CHUBB CORP	COM	171232101	62751	1023500	SH	DEFINE
CHUBB CORP	COM	171232101	20483	334089	SH	DEFINE
CHUBB CORP	COM	171232101	61	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW11	17133Q502	428	13734	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW11	17133Q502	1577	50594	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	5071	63921	SH	DEFINE
CIGNA CORP	COM	125509109	2142	48363	SH	DEFINE
CIGNA CORP	COM	125509109	4097	92525	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	1907	16549	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	4287	37200	SH	DEFINE
CINTAS CORP	COM	172908105	49352	1630398	SH	DEFINE
CINTAS CORP	COM	172908105	203	6700	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	29543	628308	SH	DEFINE
CISCO SYS INC	COM	17275R102	192408	11219110	SH	DEFINE
CISCO SYS INC	COM	17275R102	46118	2689119	SH	DEFINE
CISCO SYS INC	COM	17275R102	21	1200	SH	OTHER
CISCO SYS INC	COM	17275R102	422679	24645977	SH	DEFINE
CISCO SYS INC	COM	17275R102	20575	1199734	SH	DEFINE

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

CISCO SYS INC	COM	17275R102	3711	216400	SH	DEFINE
CISCO SYS INC	COM	17275R102	38351	2236194	SH	DEFINE
CISCO SYS INC	COM	17275R102	599	34950	SH	DEFINE
CISCO SYS INC	COM	17275R102	49976	2914074	SH	DEFINE
CISCO SYS INC	COM	17275R102	2305	134427	SH	DEFINE
CISCO SYS INC	COM	17275R102	10587	617300	SH	DEFINE
CISCO SYS INC	COM	17275R102	439809	25644858	SH	DEFINE
CISCO SYS INC	COM	17275R102	44059	2569058	SH	DEFINE
CISCO SYS INC	COM	17275R102	156	9070	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	172647	4057500	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	150	3535	SH	DEFINE
CITI TRENDS INC	COM	17306X102	3370	151200	SH	DEFINE
CITI TRENDS INC	COM	17306X102	504	22600	SH	DEFINE
CITI TRENDS INC	COM	17306X102	2173	97500	SH	DEFINE
CITI TRENDS INC	COM	17306X102	1874	84062	SH	DEFINE
CITIGROUP INC	COM	172967101	418	94500	SH	DEFINE
CITIGROUP INC	COM	172967101	108069	24449891	SH	DEFINE
CITIGROUP INC	COM	172967101	1616	365700	SH	DEFINE
CITIGROUP INC	COM	172967101	19399	4388910	SH	DEFINE
CITIGROUP INC	COM	172967101	26582	6013950	SH	DEFINE
CITIGROUP INC	COM	172967101	461	104380	SH	DEFINE
CITIGROUP INC	COM	172967101	23746	5372407	SH	DEFINE
CITIGROUP INC	COM	172967101	5	1100	SH	DEFINE
CITIGROUP INC	COM	172967101	3301	746810	SH	DEFINE
CITIGROUP INC	COM	172967101	1878	424870	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	64224	507700	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	3589	28370	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	51	400	SH	OTHER
CITIGROUP INC	UNIT 99/99/9999	172967416	1007	7960	SH	DEFINE
CITIZENS CMNTY BANCORP INC M	COM	174903104	657	131700	SH	DEFINE
CITRIX SYS INC	COM	177376100	258934	3524810	SH	DEFINE
CITRIX SYS INC	COM	177376100	22556	307047	SH	DEFINE
CITRIX SYS INC	COM	177376100	327	4450	SH	DEFINE
CITRIX SYS INC	COM	177376100	649	8841	SH	DEFINE
CLARCOR INC	COM	179895107	3986	88714	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	4588	46500	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	852	8635	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	2822	28600	SH	DEFINE
CLECO CORP NEW	COM	12561W105	34290	1000000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	18034	183500	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	128	1300	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	3953	40225	SH	DEFINE
CLOROX CO DEL	COM	189054109	6164	87967	SH	DEFINE
CME GROUP INC	COM	12572Q105	6031	20000	SH	DEFINE
CME GROUP INC	COM	12572Q105	795	2637	SH	DEFINE
CME GROUP INC	COM	12572Q105	784	2600	SH	DEFINE
CMS ENERGY CORP	COM	125896100	27496	1400000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	29	1500	SH	DEFINE
CMS ENERGY CORP	NOTE 5.500% 6/1	125896BD1	21881	1500000	PRN	DEFINE
CNA SURETY CORP	COM	12612L108	235	9302	SH	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	38522	793455	SH	DEFINE
CNO FINL GROUP INC	COM	12621E103	43339	5770785	SH	DEFINE
COACH INC	COM	189754104	7117	136752	SH	DEFINE
COAST DISTR SYS	COM	190345108	294	66800	SH	DEFINE
COBALT INTL ENERGY INC	COM	19075F106	9768	581110	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	2057	540000	SH	DEFINE
COCA COLA CO	COM	191216100	27986	421800	SH	DEFINE
COCA COLA CO	COM	191216100	33242	501005	SH	DEFINE
COCA COLA CO	COM	191216100	1548	23330	SH	DEFINE
COCA COLA ENTERPRISES INC NE	COM	19122T109	363111	13300763	SH	DEFINE
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	23	300	SH	DEFINE
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	824	10708	SH	DEFINE

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

COGENT COMM GROUP INC	COM NEW	19239V302	10972	768910	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	62956	773410	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1461	17944	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	2199	27010	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	274	3369	SH	DEFINE
COHERENT INC	COM	192479103	48	825	SH	DEFINE
COHERENT INC	COM	192479103	12862	221331	SH	DEFINE
COHU INC	COM	192576106	44668	2908055	SH	DEFINE
COINSTAR INC	COM	19259P300	6939	151100	SH	DEFINE
COINSTAR INC	COM	19259P300	1135	24725	SH	DEFINE
COINSTAR INC	COM	19259P300	4179	91000	SH	DEFINE
COINSTAR INC	NOTE 4.000% 9/01	19259PAF9	23588	17000000	PRN	DEFINE
COLFAX CORP	COM	194014106	4443	193600	SH	DEFINE
COLFAX CORP	COM	194014106	700	30500	SH	DEFINE
COLFAX CORP	COM	194014106	2683	116900	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	59922	741981	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	11211	138817	SH	DEFINE
COLONIAL PPTYS TR	COM SH BEN INT	195872106	8967	465800	SH	DEFINE
COLONIAL PPTYS TR	COM SH BEN INT	195872106	169	8800	SH	DEFINE
COLONY FINL INC	COM	19624R106	16529	877827	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	59393	2402638	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	3196	129294	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1343	54340	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	4304	174075	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	2058	83236	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	42744	1729130	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	9642	390050	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2321	99938	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	135547	5837497	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	27904	1201703	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1550	66770	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	4262	183540	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	646	27840	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	12982	559088	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1223	52658	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	5902	254185	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	865453	37271869	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	52136	2245313	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	206	8870	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	18220	1055000	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	3	200	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	74565	1864600	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	502	12550	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	353115	8830086	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1896	47400	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	7745	194200	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	1175	60990	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	441	26480	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	52344	3141870	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	89	1500	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	17017	287928	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	19410	451703	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	73746	1716230	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	11221	174563	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	3435	70500	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	48730	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	983	20180	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	20694	668830	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	1027	33200	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	4100	132500	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	4310	139317	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	255	10750	SH	DEFINE

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

CONCHO RES INC	COM	20605P101	209730	1954610	SH	DEFINE
CONCHO RES INC	COM	20605P101	632	5894	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	23830	429750	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1308	23595	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	195	3521	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	14694	184000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	895495	11213310	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	35563	445321	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	61	760	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	8795	110063	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2845	35626	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	9326	173900	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	3991	74425	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	381162	7515020	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	831	16385	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	8012	157964	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1	14	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1004	19800	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	12167	239890	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	934	46037	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	68486	2200000	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	51	1650	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	2424	129700	SH	DEFINE
CON-WAY INC	COM	205944101	1219	31035	SH	DEFINE
COOPER INDUSTRIES PLC	SHS	G24140108	40699	627100	SH	DEFINE
COOPER INDUSTRIES PLC	SHS	G24140108	29	445	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	360	6815	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	80414	1522992	SH	DEFINE
CORCEPT THERAPEUTICS INC	COM	218352102	4202	988800	SH	DEFINE
CORE LABORATORIES N V	COM	N22717107	209	2050	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	19562	377500	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	1266	24435	SH	DEFINE
CORNING INC	COM	219350105	11292	547340	SH	DEFINE
CORNING INC	COM	219350105	23766	1152020	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	9262	943134	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	21639	295133	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	38859	529997	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	45	610	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	241	3290	SH	DEFINE
COUNTRY STYLE COOKING RESTAU	SPONSORED ADR	22238M109	255	15450	SH	DEFINE
COVANCE INC	COM	222816100	10944	200000	SH	DEFINE
COVANCE INC	COM	222816100	57	1050	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	31677	993330	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	35	1100	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	88609	2778586	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	1148	22100	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	18179	350000	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	9121	175610	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	10	200	SH	OTHER
COVIDIEN PLC	SHS	G2554F113	2865	55155	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	1245	23977	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	3384	65159	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	74	1431	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	2932	56445	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	528064	10166805	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	16223	312342	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	100	1916	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	162043	1544300	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	304	7150	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	724	17000	SH	DEFINE
CREE INC	COM	225447101	27514	596050	SH	DEFINE
CREE INC	COM	225447101	21056	456155	SH	DEFINE

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

CREE INC	COM	225447101	97	2100	SH	DEFINE
CREE INC	COM	225447101	23	490	SH	DEFINE
CREE INC	COM	225447101	133	2880	SH	DEFINE
CRH PLC	ADR	12626K203	10059	433213	SH	DEFINE
CRH PLC	ADR	12626K203	208	8963	SH	DEFINE
CROSS A T CO	CL A	227478104	7601	713000	SH	DEFINE
CSX CORP	COM	126408103	10983	139737	SH	DEFINE
CSX CORP	COM	126408103	63	800	SH	OTHER
CTC MEDIA INC	COM	12642X106	110308	4679997	SH	DEFINE
CTRIP COM INTL LTD	AMERICAN DEP SHS	22943F100	21866	527020	SH	DEFINE
CTRIP COM INTL LTD	AMERICAN DEP SHS	22943F100	9188	221460	SH	DEFINE
CTRIP COM INTL LTD	AMERICAN DEP SHS	22943F100	3315	79900	SH	DEFINE
CTRIP COM INTL LTD	AMERICAN DEP SHS	22943F100	183	4400	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	428	7250	SH	DEFINE
CUMMINS INC	COM	231021106	195245	1781100	SH	DEFINE
CUMMINS INC	COM	231021106	28239	257610	SH	DEFINE
CUMMINS INC	COM	231021106	219	2000	SH	DEFINE
CUMMINS INC	COM	231021106	614	5603	SH	DEFINE
CURIS INC	COM	231269101	2683	825600	SH	DEFINE
CVR ENERGY INC	COM	12662P108	11082	478500	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	55886	1628384	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	11618	338524	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1348602	39294916	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	19910	580133	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	3837	111810	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	26144	761757	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	464	13530	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	8096	235890	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1607	46815	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	11182	325820	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	471315	13732943	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	55267	1610340	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	131	3830	SH	DEFINE
CYMER INC	COM	232572107	12006	212200	SH	DEFINE
CYMER INC	COM	232572107	753	13300	SH	DEFINE
CYMER INC	COM	232572107	3078	54400	SH	DEFINE
CYTEC INDS INC	COM	232820100	22	400	SH	DEFINE
CYTEC INDS INC	COM	232820100	1012	18620	SH	DEFINE
CYTOKINETICS INC	COM	23282W100	907	608400	SH	DEFINE
D R HORTON INC	COM	23331A109	38266	3284644	SH	DEFINE
D R HORTON INC	COM	23331A109	70	5973	SH	DEFINE
DANAHER CORP DEL	COM	235851102	78987	1521900	SH	DEFINE
DANAHER CORP DEL	COM	235851102	27364	527239	SH	DEFINE
DANAHER CORP DEL	COM	235851102	5190	100000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1298	25000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	20194	389100	SH	DEFINE
DANAHER CORP DEL	COM	235851102	2336	45000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	382	7368	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1479	28500	SH	DEFINE
DAVITA INC	COM	23918K108	79276	927100	SH	DEFINE
DAVITA INC	COM	23918K108	191	2238	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	889	88900	SH	DEFINE
DEERE & CO	COM	244199105	9689	100000	SH	DEFINE
DEERE & CO	COM	244199105	8602	88785	SH	DEFINE
DELL INC	COM	24702R101	454	31275	SH	DEFINE
DELL INC	COM	24702R101	12480	860083	SH	DEFINE
DELL INC	COM	24702R101	4498	310020	SH	DEFINE
DELL INC	COM	24702R101	29469	2030933	SH	DEFINE
DELL INC	COM	24702R101	487	33580	SH	DEFINE
DELL INC	COM	24702R101	48348	3332058	SH	DEFINE
DELL INC	COM	24702R101	1367	94181	SH	DEFINE
DELL INC	COM	24702R101	9401	647910	SH	DEFINE

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

DELL INC	COM	24702R101	197972	13643846	SH	DEFINE
DELL INC	COM	24702R101	33243	2291060	SH	DEFINE
DELL INC	COM	24702R101	138	9490	SH	DEFINE
DELTA APPAREL INC	COM	247368103	11075	775000	SH	DEFINE
DEMAND MEDIA INC	COM	24802N109	577	24500	SH	DEFINE
DENBURY RES INC	COM NEW	247916208	22982	941900	SH	DEFINE
DENDREON CORP	COM	24823Q107	45451	1214300	SH	DEFINE
DENDREON CORP	COM	24823Q107	8823	235725	SH	DEFINE
DENDREON CORP	COM	24823Q107	8961	239400	SH	DEFINE
DENDREON CORP	COM	24823Q107	1404	37500	SH	DEFINE
DENDREON CORP	COM	24823Q107	21234	567300	SH	DEFINE
DENDREON CORP	COM	24823Q107	2620	70000	SH	DEFINE
DENDREON CORP	COM	24823Q107	1580	42200	SH	DEFINE
DENDREON CORP	NOTE 2.875% 1/1	24823QAC1	26438	25000000	PRN	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	303	8200	SH	DEFINE
DEPOMED INC	COM	249908104	2262	225300	SH	DEFINE
DESCARTES SYSTEMS GROUP INC	COM	249906108	5975	908200	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	127	2150	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	380	6439	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	8928	637688	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	171	12190	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	3451	37600	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	142785	1555900	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	39271	427929	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	18	200	SH	OTHER
DEVON ENERGY CORP NEW	COM	25179M103	1230	13400	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	66	720	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	447	4870	SH	DEFINE
DEVRY INC DEL	COM	251893103	2370	43040	SH	DEFINE
DEX ONE CORP	COM	25212W100	71072	14684389	SH	DEFINE
DEX ONE CORP	COM	25212W100	10	2000	SH	DEFINE
DEX ONE CORP	COM	25212W100	24	5000	SH	DEFINE
DEX ONE CORP	COM	25212W100	98	20281	SH	DEFINE
DEXCOM INC	COM	252131107	11087	714400	SH	DEFINE
DEXCOM INC	COM	252131107	1189	76600	SH	DEFINE
DEXCOM INC	COM	252131107	4813	310100	SH	DEFINE
DHT HOLDINGS INC	COM	Y2065G105	2230	463710	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	23697	310900	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	38021	498837	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	53	700	SH	OTHER
DIAGEO P L C	SPON ADR NEW	25243Q205	1425	18700	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	7097	93150	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	1352	17741	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1554	20000	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	354	4550	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	43622	1091100	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	72	1800	SH	DEFINE
DIGI INTL INC	COM	253798102	1559	147660	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	10927	187941	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	186	3200	SH	DEFINE
DILLARDS INC	CL A	254067101	6219	155000	SH	DEFINE
DIRECTV	COM CL A	25490A101	44687	954850	SH	DEFINE
DIRECTV	COM CL A	25490A101	1069	22844	SH	DEFINE
DIRECTV	COM CL A	25490A101	29	610	SH	DEFINE
DIRECTV	COM CL A	25490A101	99	2120	SH	DEFINE
DIRECTV	COM CL A	25490A101	265	5656	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	571	23682	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	30619	767400	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	264	6616	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	66533	1889600	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	279	7924	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	431	12228	SH	DEFINE

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

DISH NETWORK CORP	CL A	25470M109	3626	148850	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	130184	3021202	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	59789	1387540	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	95	2200	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	10479	243187	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	12393	287614	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	13229	307002	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	288	6681	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	275303	6389016	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	4531	105150	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	2237	480000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	9350	190000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	1259	25580	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	54243	1730227	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	222	3320	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	652587	14599270	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	6493	145257	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	151541	1651138	SH	DEFINE
DONALDSON INC	COM	257651109	52822	861836	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	3819	203700	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	64	3400	SH	DEFINE
DOVER CORP	COM	260003108	239631	3645136	SH	DEFINE
DOVER CORP	COM	260003108	2803	42635	SH	DEFINE
DOVER CORP	COM	260003108	26	400	SH	OTHER
DOVER CORP	COM	260003108	53	800	SH	DEFINE
DOW CHEM CO	COM	260543103	4254	112700	SH	DEFINE
DOW CHEM CO	COM	260543103	7698	203909	SH	DEFINE
DOW CHEM CO	COM	260543103	11257	298205	SH	DEFINE
DOW CHEM CO	COM	260543103	5278	139810	SH	DEFINE
DOW CHEM CO	COM	260543103	296	7830	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	474	12754	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	319795	8605887	SH	DEFINE
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	21380	765500	SH	DEFINE
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	67	2390	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	10305	192190	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	64	1200	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	9510	425900	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	3267	146300	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	497	22262	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	2045	91600	SH	DEFINE
DRIL-QUIP INC	COM	262037104	16079	203460	SH	DEFINE
DRIL-QUIP INC	COM	262037104	269	3400	SH	DEFINE
DRIL-QUIP INC	COM	262037104	1146	14500	SH	DEFINE
DRIL-QUIP INC	COM	262037104	749	9480	SH	DEFINE
DRYSHIPS INC	SHS	Y2109Q101	89	18000	SH	DEFINE
DST SYS INC DEL	COM	233326107	49983	946292	SH	DEFINE
DTE ENERGY CO	COM	233331107	994	20300	SH	DEFINE
DTE ENERGY CO	COM	233331107	175032	3575000	SH	DEFINE
DTE ENERGY CO	COM	233331107	219	4475	SH	DEFINE
DTS INC	COM	23335C101	3446	73900	SH	DEFINE
DTS INC	COM	23335C101	536	11500	SH	DEFINE
DTS INC	COM	23335C101	2154	46200	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	33874	616230	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	58021	1055494	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1099	20000	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	743	13434	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	7327	133283	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	2286	41583	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	6923	125950	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	14897	271010	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	209	3800	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	3018	238000	SH	DEFINE

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

DUCOMMUN INC DEL	COM	264147109	3298	138000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	826417	45532590	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	8743	481698	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	27	1500	SH	OTHER
DUKE ENERGY CORP NEW	COM	26441C105	0	7	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	9789	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	122	1517	SH	DEFINE
DYNEGY INC DEL	COM	26817G300	34441	6052900	SH	DEFINE
E M C CORP MASS	COM	268648102	265242	9990240	SH	DEFINE
E M C CORP MASS	COM	268648102	49622	1869000	SH	DEFINE
E M C CORP MASS	COM	268648102	1904	71700	SH	DEFINE
E M C CORP MASS	COM	268648102	75	2840	SH	DEFINE
E M C CORP MASS	COM	268648102	439	16540	SH	DEFINE
E M C CORP MASS	COM	268648102	762	28709	SH	DEFINE
E M C CORP MASS	NOTE	1.750%12/0268648AM4	23940	14000000	PRN	DEFINE
EASTMAN CHEM CO	COM	277432100	162	1629	SH	DEFINE
EASTMAN CHEM CO	COM	277432100	3896	39225	SH	DEFINE
EASTMAN KODAK CO	NOTE	7.000% 4/0277461BJ7	4226	4715000	PRN	DEFINE
EATON CORP	COM	278058102	6304	113700	SH	DEFINE
EATON CORP	COM	278058102	5448	98268	SH	DEFINE
EBAY INC	COM	278642103	2	50	SH	DEFINE
EBAY INC	COM	278642103	19649	633034	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	3707	282300	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	536	40800	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	2069	157600	SH	DEFINE
ECOLAB INC	COM	278865100	96137	1884300	SH	DEFINE
ECOLAB INC	COM	278865100	884	17329	SH	DEFINE
ECOLAB INC	COM	278865100	367	7191	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	3379	176000	SH	DEFINE
EDISON INTL	COM	281020107	97878	2675000	SH	DEFINE
EDISON INTL	COM	281020107	37	1000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	169928	1953190	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	2050	23563	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	265	3043	SH	DEFINE
EGA EMERGING GLOBAL SHS TR	BRAZIL INFRSTR	268461829	891	34525	SH	DEFINE
EL PASO CORP	COM	28336L109	16682	926754	SH	DEFINE
EL PASO CORP	COM	28336L109	1052	58426	SH	DEFINE
EL PASO ENERGY CAP TR I	PFD CV TR SECS	283678209	310	7000	SH	DEFINE
ELAN PLC	ADR	284131208	45	6520	SH	DEFINE
ELAN PLC	ADR	284131208	56834	8260774	SH	DEFINE
ELAN PLC	ADR	284131208	30267	4399341	SH	DEFINE
ELAN PLC	ADR	284131208	183	26650	SH	DEFINE
ELAN PLC	ADR	284131208	59382	8631130	SH	DEFINE
ELAN PLC	ADR	284131208	39660	5764540	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	65581	4022800	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	14	850	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	9146	526825	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	112	3313	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	597	17710	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	4332	128557	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	10441	309833	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	172687	5124237	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	32409	1046455	SH	DEFINE
EMERSON ELEC CO	COM	291011104	118900	2034910	SH	DEFINE
EMERSON ELEC CO	COM	291011104	49442	846179	SH	DEFINE
EMERSON ELEC CO	COM	291011104	18	300	SH	OTHER
EMERSON ELEC CO	COM	291011104	1846	31600	SH	DEFINE
EMERSON ELEC CO	COM	291011104	26	440	SH	DEFINE
EMERSON ELEC CO	COM	291011104	122	2080	SH	DEFINE
EMERSON ELEC CO	COM	291011104	344	5889	SH	DEFINE
ENBRIDGE INC	COM	29250N105	12	200	SH	DEFINE
ENBRIDGE INC	COM	29250N105	138904	2265070	SH	DEFINE

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

ENCANA CORP	COM	292505104	1784	51653	SH	DEFINE
ENCANA CORP	COM	292505104	89897	2597533	SH	DEFINE
ENCANA CORP	COM	292505104	4587	133067	SH	DEFINE
ENCANA CORP	COM	292505104	696	20141	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1587	41600	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	191	5000	SH	DEFINE
ENDOCYTE INC	COM	29269A102	2196	256200	SH	DEFINE
ENER1 INC	COM NEW	29267A203	805	272000	SH	DEFINE
ENER1 INC	COM NEW	29267A203	3	1000	SH	DEFINE
ENERGEN CORP	COM	29265N108	54449	862630	SH	DEFINE
ENERGEN CORP	COM	29265N108	448	7100	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	1000	14050	SH	DEFINE
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	675	15000	SH	DEFINE
ENERGY TRANSFER PRTNRS L P	UNIT LTD PARTN	29273R109	550	10625	SH	DEFINE
ENERPLUS CORP	COM	292766102	649	20487	SH	DEFINE
ENERPLUS CORP	COM	292766102	207	6485	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	454	9250	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	12012	244497	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	128	2600	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	28619	494796	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	1037	17926	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	11297	113109	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	606637	9026000	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	1565	23287	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	145381	2163089	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	21	310	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	245	3640	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	9577	222410	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	8	175	SH	DEFINE
ENVESTNET INC	COM	29404K106	4744	353000	SH	DEFINE
ENVESTNET INC	COM	29404K106	731	54400	SH	DEFINE
ENVESTNET INC	COM	29404K106	2946	219200	SH	DEFINE
EOG RES INC	COM	26875P101	18997	160300	SH	DEFINE
EOG RES INC	COM	26875P101	897	7569	SH	DEFINE
EPOCRATES INC	COM	29429D103	990	50000	SH	DEFINE
EQUIFAX INC	COM	294429105	15540	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	105	2700	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	2819	48900	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	58	1000	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2	33	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	13561	240401	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	32905	583319	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	745	13200	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	5367	417358	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	23785	1849569	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	56704	4409370	SH	DEFINE
ERIE INDY CO	CL A	29530P102	194221	2731273	SH	DEFINE
ERIE INDY CO	CL A	29530P102	57	800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	41584	1090000	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	3291	132699	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	6857	55300	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	124	1000	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	39433	557600	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	686	9700	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	2892	40900	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	15093	689160	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	4883	142400	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	786	22920	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	3086	90000	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	582	6600	SH	DEFINE
EXELON CORP	COM	30161N101	82899	2010150	SH	DEFINE
EXELON CORP	COM	30161N101	895	21699	SH	DEFINE

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

EXELON CORP	COM	30161N101	592408	14364891	SH	DEFINE
EXELON CORP	COM	30161N101	12	280	SH	DEFINE
EXELON CORP	COM	30161N101	72	1750	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	6800	300100	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	1980	87360	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	33479	1477454	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	161529	3221554	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	4511	89972	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	54	1080	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	312	6220	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	328	6545	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	114655	2061760	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	18046	324512	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	31	560	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	146	2620	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	445	8005	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	24276	1023000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	134459	5666189	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	3811	45300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	1471541	17491279	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	304516	3619593	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2692	32000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	148	1760	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	14346	170487	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2576	30622	SH	DEFINE
F M C CORP	COM NEW	302491303	1060	12478	SH	DEFINE
F M C CORP	COM NEW	302491303	4871	57348	SH	DEFINE
F5 NETWORKS INC	COM	315616102	22124	215696	SH	DEFINE
F5 NETWORKS INC	COM	315616102	12581	122659	SH	DEFINE
FABRINET	SHS	G3323L100	14327	710658	SH	DEFINE
FABRINET	SHS	G3323L100	639	31700	SH	DEFINE
FABRINET	SHS	G3323L100	2621	130000	SH	DEFINE
FABRINET	SHS	G3323L100	734	36426	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	125351	1196900	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	1484	14170	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	320	3059	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	271366	5287720	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	108	2100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	118	2300	SH	DEFINE
FARMER BROS CO	COM	307675108	23800	1963669	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	8584	214600	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	1292	32300	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	5222	130561	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	11304	282602	SH	DEFINE
FASTENAL CO	COM	311900104	33491	516600	SH	DEFINE
FASTENAL CO	COM	311900104	1393	21483	SH	DEFINE
FASTENAL CO	COM	311900104	908	14000	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	18647	606994	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	652	8000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	13180	161600	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	261	3200	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	7	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	30858	4740079	SH	DEFINE
FEDEX CORP	COM	31428X106	124439	1330180	SH	DEFINE
FEDEX CORP	COM	31428X106	15832	169233	SH	DEFINE
FEDEX CORP	COM	31428X106	1487	15900	SH	DEFINE
FEDEX CORP	COM	31428X106	15767	168541	SH	DEFINE
FEDEX CORP	COM	31428X106	310	3310	SH	DEFINE
FEDEX CORP	COM	31428X106	655	7000	SH	DEFINE
FEDEX CORP	COM	31428X106	7523	80413	SH	DEFINE
FEDEX CORP	COM	31428X106	267	2859	SH	DEFINE
FEDEX CORP	COM	31428X106	8191	87553	SH	DEFINE

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

FEDEX CORP	COM	31428X106	294865	3151952	SH	DEFINE
FEDEX CORP	COM	31428X106	10054	107470	SH	DEFINE
FEDEX CORP	COM	31428X106	108	1150	SH	DEFINE
FEI CO	COM	30241L109	5445	161487	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	1585	258500	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	208	33900	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	804	131200	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	105614	3901500	SH	DEFINE
FERRO CORP	COM	315405100	185	11137	SH	DEFINE
FIDELITY NATL INFORMATION SV	COM	31620M106	291	8892	SH	DEFINE
FIRST CALIFORNIA FINANCIAL G	COM NEW	319395109	3398	906100	SH	DEFINE
FIRST CLOVER LEAF FIN CORP	COM	31969M105	3129	436070	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	3349	235000	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	34655	2551900	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	194	14275	SH	DEFINE
FIRST SOLAR INC	COM	336433107	166252	1033650	SH	DEFINE
FIRST SOLAR INC	COM	336433107	321	1995	SH	DEFINE
FIRST SOLAR INC	COM	336433107	27	170	SH	DEFINE
FIRST SOLAR INC	COM	336433107	100	620	SH	DEFINE
FIRST SOLAR INC	COM	336433107	370	2303	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	323896	8732700	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	288	7761	SH	DEFINE
FISERV INC	COM	337738108	1209	19271	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	3634	239895	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	323	43235	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	12482	1670989	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4271	571800	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	44109	5904770	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	5295	708813	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	5862	784739	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4733	633580	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	323433	43297626	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	146521	19614571	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	125	16710	SH	DEFINE
FLIR SYS INC	COM	302445101	136670	3948854	SH	DEFINE
FLIR SYS INC	COM	302445101	47	1350	SH	DEFINE
FLIR SYS INC	COM	302445101	232	6710	SH	DEFINE
FLIR SYS INC	COM	302445101	5659	163494	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	124750	968550	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	538	4175	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	4273	33175	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	299	2318	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	840	6520	SH	DEFINE
FLUOR CORP NEW	COM	343412102	33508	454900	SH	DEFINE
FLUOR CORP NEW	COM	343412102	16172	219547	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	205971	2180040	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	1011	10705	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	335	3546	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	79070	1347012	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	3036	619564	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	19604	1314800	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	4548	305045	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	8	520	SH	DEFINE
FOREST CITY ENTERPRISES INC	CL A	345550107	113	6000	SH	DEFINE
FOREST CITY ENTERPRISES INC	CL A	345550107	3697	196310	SH	DEFINE
FOREST LABS INC	COM	345838106	149	4600	SH	DEFINE
FOREST LABS INC	COM	345838106	2696	83475	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	43682	2296651	SH	DEFINE
FORTINET INC	COM	34959E109	56597	1286280	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	2531	40900	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	541	8740	SH	DEFINE
FORWARD AIR CORP	COM	349853101	15172	495333	SH	DEFINE

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

FRANCE TELECOM	SPONSORED ADR	35177Q105	5	200	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	13333	592332	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	260	11540	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	14679	652122	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	38408	831341	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	42	900	SH	DEFINE
FRANKLIN RES INC	COM	354613101	56937	455203	SH	DEFINE
FREDS INC	CL A	356108100	52331	3928750	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	125361	2256712	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	25564	460194	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	4242	76380	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	1872	33706	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	550	8150	SH	DEFINE
FRESH MKT INC	COM	35804H106	1340	35500	SH	DEFINE
FRISCHS RESTAURANTS INC	COM	358748101	4463	210000	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	94651	11514745	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	4435	539529	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	2	240	SH	OTHER
FRONTIER COMMUNICATIONS CORP	COM	35906A108	0	18	SH	DEFINE
FRONTIER OIL CORP	COM	35914P105	14123	481700	SH	DEFINE
FULLER H B CO	COM	359694106	230	10700	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	7000	875000	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	8837	1942109	SH	DEFINE
GAFISA S A	SPONS ADR	362607301	2101	163600	SH	DEFINE
GAIAM INC	CL A	36268Q103	2548	386071	SH	DEFINE
GAIAM INC	CL A	36268Q103	457	69185	SH	DEFINE
GAIAM INC	CL A	36268Q103	1800	272800	SH	DEFINE
GAIAM INC	CL A	36268Q103	1484	224784	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	79312	2608081	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	17	560	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	64	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	48166	2138800	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	951	42238	SH	DEFINE
GAMMON GOLD INC	COM	36467T106	13958	1341600	SH	DEFINE
GAP INC DEL	COM	364760108	579	25539	SH	DEFINE
GAP INC DEL	COM	364760108	11425	504190	SH	DEFINE
GAP INC DEL	COM	364760108	2375	104830	SH	DEFINE
GAP INC DEL	COM	364760108	1801	79500	SH	DEFINE
GAP INC DEL	COM	364760108	981	43282	SH	DEFINE
GAP INC DEL	COM	364760108	6796	299900	SH	DEFINE
GAP INC DEL	COM	364760108	37754	1666101	SH	DEFINE
GAP INC DEL	COM	364760108	6198	273530	SH	DEFINE
GAP INC DEL	COM	364760108	77	3400	SH	DEFINE
GARDNER DENVER INC	COM	365558105	77536	993672	SH	DEFINE
GARDNER DENVER INC	COM	365558105	50337	645100	SH	DEFINE
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	1457	135270	SH	DEFINE
GENCORP INC	COM	368682100	18726	3131390	SH	DEFINE
GENCORP INC	SDCV	4.062%12/368682AN0	1802	1800000	PRN	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	69961	913800	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	130112	1699475	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	7667	100139	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	77	1000	SH	OTHER
GENERAL DYNAMICS CORP	COM	369550108	47	620	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	252	3289	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	1575	20570	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4902	244500	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	605176	30183350	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	125199	6244333	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	60	3000	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	1819	90700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	13625	679530	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	6328	315604	SH	DEFINE

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

GENERAL ELECTRIC CO	COM	369604103	68471	3414806	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	733	36550	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	41292	2059432	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4437	221274	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	9838	490680	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	593557	29603834	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	67445	3363840	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	184	9190	SH	DEFINE
GENERAL GROWTH PPTYS INC NEW	COM	370023103	44	2845	SH	DEFINE
GENERAL GROWTH PPTYS INC NEW	COM	370023103	5042	325700	SH	DEFINE
GENERAL GROWTH PPTYS INC NEW	COM	370023103	65	4200	SH	DEFINE
GENERAL MLS INC	COM	370334104	4477	122481	SH	DEFINE
GENERAL MLS INC	COM	370334104	194939	5333502	SH	DEFINE
GENERAL MLS INC	COM	370334104	14506	396889	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	22712	731941	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	252	8110	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	231105	7447783	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	7	220	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	44	1430	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	195837	4063000	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	4768	98931	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	233	4830	SH	DEFINE
GENESEE & WYO INC	CL A	371559105	69160	1188316	SH	DEFINE
GENON ENERGY INC	COM	37244E107	3	788	SH	DEFINE
GENON ENERGY INC	COM	37244E107	65768	17262023	SH	DEFINE
GENTEX CORP	COM	371901109	78295	2588250	SH	DEFINE
GENTEX CORP	COM	371901109	58	1925	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	4809	503517	SH	DEFINE
GENUINE PARTS CO	COM	372460105	278	5183	SH	DEFINE
GENUINE PARTS CO	COM	372460105	10944	204032	SH	DEFINE
GENUINE PARTS CO	COM	372460105	1061	19785	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	20234	1503300	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	70	5200	SH	DEFINE
GENZYME CORP	COM	372917104	687	9026	SH	DEFINE
GENZYME CORP	COM	372917104	580615	7624617	SH	DEFINE
GIBALTAR INDS INC	COM	374689107	42048	3524582	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	67	2050	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	73868	2251669	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	2814	66300	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	148541	3500010	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	42964	1012355	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	17	400	SH	OTHER
GILEAD SCIENCES INC	COM	375558103	1859	43800	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	53	1260	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	14930	351780	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	945	22270	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	273	6429	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	19399	457100	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	419	9870	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/03	375558AH6	18356	15000000	PRN	DEFINE
GLATFELTER	COM	377316104	14099	1058468	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	675	17563	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1227	31945	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	13260	345221	SH	DEFINE
GLIMCHER RLTY TR	SH BEN INT	379302102	1397	151000	SH	DEFINE
GLIMCHER RLTY TR	SH BEN INT	379302102	20	2200	SH	DEFINE
GLOBAL INDEMNITY PLC	SHS	G39319101	2387	108584	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	55762	5695863	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	40202	821800	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	4	82	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	52932	3031628	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	85	4876	SH	DEFINE

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

GOLD RESOURCE CORP	COM	38068T105	546	20500	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	185409	3721220	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	1476	29630	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	9157	183700	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	4812	1631600	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	15	5000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	7924	50000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	14604	92156	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	2389	15075	SH	DEFINE
GOOGLE INC	CL A	38259P508	214506	365920	SH	DEFINE
GOOGLE INC	CL A	38259P508	43844	74792	SH	DEFINE
GOOGLE INC	CL A	38259P508	73	125	SH	OTHER
GOOGLE INC	CL A	38259P508	6859	11700	SH	DEFINE
GOOGLE INC	CL A	38259P508	57	98	SH	DEFINE
GOOGLE INC	CL A	38259P508	440	750	SH	DEFINE
GOOGLE INC	CL A	38259P508	394	672	SH	DEFINE
GRACO INC	COM	384109104	70605	1552100	SH	DEFINE
GRACO INC	COM	384109104	461	10125	SH	DEFINE
GRACO INC	COM	384109104	127	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	1335	9700	SH	DEFINE
GRAINGER W W INC	COM	384802104	75724	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	2762	20060	SH	DEFINE
GRAN TIERRA ENERGY INC	COM	38500T101	12175	1508620	SH	DEFINE
GRANITE CONSTR INC	COM	387328107	70031	2492200	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	44276	16838600	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	10278	513400	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	45445	2270000	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	82	4083	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	9	425	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	291	14540	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	42327	653200	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	6929	106935	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	45	700	SH	OTHER
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	383	5914	SH	DEFINE
GREATBATCH INC	COM	39153L106	9979	377147	SH	DEFINE
GREEN DOT CORP	CL A	39304D102	8058	187780	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	4988	155000	SH	DEFINE
GRIFFON CORP	COM	398433102	2457	187131	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	82373	1924610	SH	DEFINE
GROUPE CGI INC	CL A SUB VTG	39945C109	16599	791796	SH	DEFINE
GTSI CORP	COM	36238K103	1399	304689	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	13855	10740191	SH	DEFINE
GUESS INC	COM	401617105	128445	3264150	SH	DEFINE
GUESS INC	COM	401617105	517	13130	SH	DEFINE
GUESS INC	COM	401617105	22	550	SH	DEFINE
GUESS INC	COM	401617105	179	4540	SH	DEFINE
GUESS INC	COM	401617105	2097	53300	SH	DEFINE
GUESS INC	COM	401617105	235	5981	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	4087	126600	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	626	19400	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	2511	77800	SH	DEFINE
HALLIBURTON CO	COM	406216101	150218	3014010	SH	DEFINE
HALLIBURTON CO	COM	406216101	1835	36808	SH	DEFINE
HALLIBURTON CO	COM	406216101	25446	510548	SH	DEFINE
HALLIBURTON CO	COM	406216101	2621	52590	SH	DEFINE
HALLIBURTON CO	COM	406216101	22206	445551	SH	DEFINE
HALLIBURTON CO	COM	406216101	14929	299530	SH	DEFINE
HALLIBURTON CO	COM	406216101	2677	53720	SH	DEFINE
HALLIBURTON CO	COM	406216101	7031	141070	SH	DEFINE
HALLIBURTON CO	COM	406216101	419744	8421835	SH	DEFINE
HALLIBURTON CO	COM	406216101	12131	243400	SH	DEFINE
HALLIBURTON CO	COM	406216101	117	2350	SH	DEFINE

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

HALLMARK FINL SVCS INC	EC	COM NEW	40624Q203	168	20000	SH	DEFINE
HANCOCK HLDG CO		COM	410120109	30303	922750	SH	DEFINE
HANCOCK HLDG CO		COM	410120109	2903	88388	SH	DEFINE
HANCOCK HLDG CO		COM	410120109	2273	69200	SH	DEFINE
HANOVER INS GROUP INC		COM	410867105	28586	631725	SH	DEFINE
HANOVER INS GROUP INC		COM	410867105	70	1545	SH	DEFINE
HANSEN NAT CORP		COM	411310105	120638	2002950	SH	DEFINE
HANSEN NAT CORP		COM	411310105	23780	394816	SH	DEFINE
HANSEN NAT CORP		COM	411310105	1012	16800	SH	DEFINE
HANSEN NAT CORP		COM	411310105	18	300	SH	DEFINE
HANSEN NAT CORP		COM	411310105	2500	41500	SH	DEFINE
HANSEN NAT CORP		COM	411310105	212	3516	SH	DEFINE
HARDINGE INC		COM	412324303	14385	1050000	SH	DEFINE
HARLEY DAVIDSON INC		COM	412822108	1504	35400	SH	DEFINE
HARLEY DAVIDSON INC		COM	412822108	38797	913096	SH	DEFINE
HARLEY DAVIDSON INC		COM	412822108	313	7355	SH	DEFINE
HARMAN INTL INDS INC		COM	413086109	2446	52251	SH	DEFINE
HARRIS & HARRIS GROUP INC		COM	413833104	65	12000	SH	DEFINE
HARRIS CORP DEL		COM	413875105	505	10178	SH	DEFINE
HARTE-HANKS INC		COM	416196103	536	45000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC		DEP CONV PFD	416515708	27306	1047000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC		DEP CONV PFD	416515708	912	34960	SH	DEFINE
HASBRO INC		COM	418056107	838	17900	SH	DEFINE
HAVERTY FURNITURE INC		COM	419596101	17105	1290000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES		COM	419870100	17360	700000	SH	DEFINE
HCC INS HLDGS INC		COM	404132102	36723	1172900	SH	DEFINE
HCC INS HLDGS INC		COM	404132102	52	1645	SH	DEFINE
HCP INC		COM	40414L109	98	2575	SH	DEFINE
HCP INC		COM	40414L109	17038	449071	SH	DEFINE
HCP INC		COM	40414L109	334	8800	SH	DEFINE
HEALTH CARE REIT INC		COM	42217K106	26	500	SH	DEFINE
HEALTH CARE REIT INC		COM	42217K106	20484	390610	SH	DEFINE
HEALTH CARE REIT INC		COM	42217K106	320	6100	SH	DEFINE
HEALTHCARE RLTY TR		COM	421946104	3012	132700	SH	DEFINE
HEALTHCARE RLTY TR		COM	421946104	45	2000	SH	DEFINE
HEALTHCARE SVCS GRP INC		COM	421906108	10900	620000	SH	DEFINE
HEARTLAND EXPRESS INC		COM	422347104	8780	500000	SH	DEFINE
HEARTWARE INTL INC		COM	422368100	46307	541407	SH	DEFINE
HEARTWARE INTL INC		COM	422368100	436	5100	SH	DEFINE
HEARTWARE INTL INC		COM	422368100	1745	20400	SH	DEFINE
HEARTWARE INTL INC		NOTE	3.500%12/1422368AA8	11313	10000000	PRN	DEFINE
HEICO CORP NEW		COM	422806109	36159	578347	SH	DEFINE
HEICO CORP NEW		COM	422806109	1094	17499	SH	DEFINE
HEICO CORP NEW		COM	422806109	4444	71075	SH	DEFINE
HEINZ H J CO		COM	423074103	15406	315566	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I		COM	42330P107	53164	3090955	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I		COM	42330P107	6457	375400	SH	DEFINE
HELMERICH & PAYNE INC		COM	423452101	1470	21400	SH	DEFINE
HERSHA HOSPITALITY TR		SH BEN INT A	427825104	4083	687300	SH	DEFINE
HERSHA HOSPITALITY TR		SH BEN INT A	427825104	79	13300	SH	DEFINE
HERSHEY CO		COM	427866108	1645	30263	SH	DEFINE
HESS CORP		COM	42809H107	32232	378260	SH	DEFINE
HESS CORP		COM	42809H107	2073	24325	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	84750	2068585	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	18575	453377	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	566956	13838312	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	72	1760	SH	DEFINE
HEWLETT PACKARD CO		COM	428236103	3275	79930	SH	DEFINE
HIBBETT SPORTS INC		COM	428567101	62146	1735440	SH	DEFINE
HIGHER ONE HLDGS INC		COM	42983D104	2563	177400	SH	DEFINE
HIGHER ONE HLDGS INC		COM	42983D104	439	30400	SH	DEFINE
HIGHER ONE HLDGS INC		COM	42983D104	1644	113793	SH	DEFINE

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

HIGHWOODS PPTYS INC	COM	431284108	6881	196550	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	144	4100	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	50216	1322175	SH	DEFINE
HILLENBRAND INC	COM	431571108	83534	3885288	SH	DEFINE
HILLENBRAND INC	COM	431571108	67	3100	SH	DEFINE
HILLENBRAND INC	COM	431571108	43	2000	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	71115	1115180	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	51	800	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	4076	49800	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	4076	49800	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	2586	31600	SH	DEFINE
HOLLY CORP	COM PAR \$0.01	435758305	15036	247470	SH	DEFINE
HOLOGIC INC	COM	436440101	1199	54010	SH	DEFINE
HOME DEPOT INC	COM	437076102	3977	107300	SH	DEFINE
HOME DEPOT INC	COM	437076102	90573	2443958	SH	DEFINE
HOME DEPOT INC	COM	437076102	33300	898538	SH	DEFINE
HOME DEPOT INC	COM	437076102	22	600	SH	OTHER
HOME DEPOT INC	COM	437076102	17917	483457	SH	DEFINE
HOME DEPOT INC	COM	437076102	3896	105140	SH	DEFINE
HOME DEPOT INC	COM	437076102	3983	107205	SH	DEFINE
HOME DEPOT INC	COM	437076102	780	21040	SH	DEFINE
HOME DEPOT INC	COM	437076102	11673	314988	SH	DEFINE
HOME DEPOT INC	COM	437076102	2967	80069	SH	DEFINE
HOME DEPOT INC	COM	437076102	11698	315650	SH	DEFINE
HOME DEPOT INC	COM	437076102	269196	7263784	SH	DEFINE
HOME DEPOT INC	COM	437076102	43562	1175440	SH	DEFINE
HOME DEPOT INC	COM	437076102	126	3410	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	3157	84169	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	34805	582906	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	16929	1415440	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	11344	367700	SH	DEFINE
HOSPIRA INC	COM	441060100	938	17000	SH	DEFINE
HOSPIRA INC	COM	441060100	2621	47479	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	29926	1699351	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	676	38401	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	4430	303002	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	16649	321407	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	10720	206953	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	20041	386885	SH	DEFINE
HSN INC	COM	404303109	1922	60020	SH	DEFINE
HUANENG PWR INTL INC	SPON ADR H SHS	443304100	204	8700	SH	DEFINE
HUB GROUP INC	CL A	443320106	4897	135300	SH	DEFINE
HUB GROUP INC	CL A	443320106	649	17920	SH	DEFINE
HUB GROUP INC	CL A	443320106	2345	64800	SH	DEFINE
HUBBELL INC	CL B	443510201	818	11518	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	39213	2408400	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	774	47700	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	3839	235800	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	61498	6353140	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	235	24239	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	97892	3566170	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	87	3160	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	176	6422	SH	DEFINE
HUMANA INC	COM	444859102	109	1560	SH	DEFINE
HUMANA INC	COM	444859102	4149	59325	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	1317	29000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	46138	1015800	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	227	5000	SH	DEFINE
HUNTSMAN CORP	COM	447011107	2607	150000	SH	DEFINE
HURCO COMPANIES INC	COM	447324104	12263	402071	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	4505	162700	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	672	24270	SH	DEFINE

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

HURON CONSULTING GROUP INC	COM	447462102	2665	96232	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	NOTE	3.250% 1/1448407AF3	913	1163000	PRN	DEFINE
HUTCHINSON TECHNOLOGY INC	NOTE	8.500% 1/1448407AG1	369	417000	PRN	DEFINE
HYATT HOTELS CORP	COM CL A	448579102	49	1150	SH	DEFINE
HYATT HOTELS CORP	COM CL A	448579102	6458	150040	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	4635	150050	SH	DEFINE
IAMGOLD CORP	COM	450913108	123322	5599680	SH	DEFINE
IAMGOLD CORP	COM	450913108	7552	342650	SH	DEFINE
ICF INTL INC	COM	44925C103	1017	49500	SH	DEFINE
ICF INTL INC	COM	44925C103	148	7200	SH	DEFINE
ICF INTL INC	COM	44925C103	624	30400	SH	DEFINE
ICICI BK LTD	ADR	45104G104	8622	173034	SH	DEFINE
ICICI BK LTD	ADR	45104G104	6512	130679	SH	DEFINE
ICICI BK LTD	ADR	45104G104	591	11870	SH	DEFINE
ICICI BK LTD	ADR	45104G104	7956	159670	SH	DEFINE
ICICI BK LTD	ADR	45104G104	19158	384474	SH	DEFINE
ICICI BK LTD	ADR	45104G104	261553	5248905	SH	DEFINE
ICICI BK LTD	ADR	45104G104	112093	2249506	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	5379	250400	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	829	38575	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	3340	155500	SH	DEFINE
IDACORP INC	COM	451107106	20589	540400	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2417	45000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	53720	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	3297	61372	SH	DEFINE
ILLUMINA INC	COM	452327109	4555	65000	SH	DEFINE
ILLUMINA INC	COM	452327109	177	2520	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	5161	202800	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	802	31500	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	3268	128400	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	7539	296223	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	633	12401	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	30699	600942	SH	DEFINE
INCYTE CORP	COM	45337C102	6285	396500	SH	DEFINE
INDIA FD INC	COM	454089103	570	17287	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	137473	2632050	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	4951	94800	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	3917	75000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	940	18000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	15800	302500	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	1567	30000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	484	9258	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	914	17500	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	136	1900	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	35964	501596	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	50	3971	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	1067	83949	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	19458	1530959	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	6217	489175	SH	DEFINE
INGERSOLL-RAND GLOBAL HLDG C	NOTE	4.500% 4/145687AAD4	21760	8000000	PRN	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	48407	1002000	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	1004	20782	SH	DEFINE
INHIBITEX INC	COM	45719T103	1248	344835	SH	DEFINE
INPHI CORP	COM	45772F107	3805	181100	SH	DEFINE
INPHI CORP	COM	45772F107	439	20900	SH	DEFINE
INPHI CORP	COM	45772F107	1780	84700	SH	DEFINE
INSPERITY INC	COM	45778Q107	38956	1282300	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1622	114723	SH	DEFINE
INTEL CORP	COM	458140100	716922	35543985	SH	DEFINE
INTEL CORP	COM	458140100	64296	3187722	SH	DEFINE
INTEL CORP	COM	458140100	73	3640	SH	DEFINE
INTEL CORP	COM	458140100	8032	397699	SH	DEFINE

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

INTEL CORP	COM	458140100	2071	102695	SH	DEFINE
INTEL CORP	SDCV	2.950%12/1458140AD2	2068	2000000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	28007	226700	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	382	3090	SH	DEFINE
INTERMEC INC	COM	458786100	2735	253513	SH	DEFINE
INTERMUNE INC	COM	45884X103	7447	157800	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	314484	1928520	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	247896	1520180	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	200965	1232383	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1777	10900	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	73	450	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	6517	39942	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	2675	16403	SH	DEFINE
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	761	12209	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	NOTE	3.250% 5/0459902AQ5	24433	2120000	PRN	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	8939	359000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	368	29276	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	981	60020	SH	DEFINE
INTERXION HOLDING N.V	SHS	N47279109	3380	260000	SH	DEFINE
INTL PAPER CO	COM	460146103	896	29678	SH	DEFINE
INTL PAPER CO	COM	460146103	396188	13127505	SH	DEFINE
INTUIT	COM	461202103	2655	50000	SH	DEFINE
INTUIT	COM	461202103	2168	40820	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	64108	192250	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	2936	8805	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	174	523	SH	DEFINE
INVESCO LTD	SHS	G491BT108	9915	387920	SH	DEFINE
INVESCO LTD	SHS	G491BT108	8590	336060	SH	DEFINE
INVESCO LTD	SHS	G491BT108	15	600	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1150	45000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	170	6660	SH	DEFINE
INVESCO LTD	SHS	G491BT108	869	34000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	364	14250	SH	DEFINE
INVESCO LTD	SHS	G491BT108	12845	502551	SH	DEFINE
INVESCO LTD	SHS	G491BT108	358	14000	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	20	1100	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	37367	2054259	SH	DEFINE
IRON MTN INC	COM	462846106	377	12075	SH	DEFINE
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	3195	228200	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	1586	113220	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	162133	11572648	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	3989	149845	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	8046	103849	SH	DEFINE
ISHARES INC	MSCI CDA INDEX	464286509	335	9950	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	417	10768	SH	DEFINE
ISHARES INC	MSCI PAC J IDX	464286665	784	16220	SH	DEFINE
ISHARES INC	MSCI S KOREA	464286772	777	12070	SH	DEFINE
ISHARES INC	MSCI STH AFRCA	464286780	671	9200	SH	DEFINE
ISHARES INC	MSCI MEX INVEST	464286822	424	6742	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	932	90445	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	247478	24003665	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	1377	37425	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	6	150	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	18	500	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	2687	51553	SH	DEFINE
ISHARES TR	BARCLYS TIPS BD	464287176	19315	176942	SH	DEFINE
ISHARES TR	FTSE CHINA25 IDX	464287184	11675	259681	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	86966	653830	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	6203	46638	SH	DEFINE
ISHARES TR	BARCLY USAGG B	464287226	83545	794685	SH	DEFINE
ISHARES TR	BARCLY USAGG B	464287226	134	1275	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	97475	2001946	SH	DEFINE

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

ISHARES TR	MSCI EMERG MKT	464287234	97	2000	SH	OTHER
ISHARES TR	IBOXX INV CPBD	464287242	14944	138110	SH	DEFINE
ISHARES TR	S&P NA NAT RES	464287374	676	14425	SH	DEFINE
ISHARES TR	BARCLYS 7-10 YR	464287440	1137	12227	SH	DEFINE
ISHARES TR	BARCLYS 1-3 YR	464287457	722	8620	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	35453	589995	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	63346	1054191	SH	DEFINE
ISHARES TR	RUSSELL MIDCAP	464287499	549	5034	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	643	6511	SH	DEFINE
ISHARES TR	NASDQ BIO INDX	464287556	290	2900	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	630	9173	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	2138	35356	SH	DEFINE
ISHARES TR	RUSSELL 1000	464287622	1715	23212	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	10112	120133	SH	DEFINE
ISHARES TR	RUSSELL 3000	464287689	334	4220	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	329	4150	SH	DEFINE
ISHARES TR	S&P SMLCAP 600	464287804	2782	37817	SH	DEFINE
ISHARES TR	S&P SMLCP VALU	464287879	2445	32072	SH	DEFINE
ISHARES TR	S&P SMLCP GROW	464287887	2745	34734	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	1516	31381	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	3	60	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	4932	113800	SH	DEFINE
ISHARES TR	S&P NTL AMTFREE	464288414	50	500	SH	DEFINE
ISHARES TR	S&P NTL AMTFREE	464288414	591	5942	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	11308	122969	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	432	4700	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	57128	542471	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	158	1500	SH	OTHER
ISHARES TR	BARCLYS 1-3YR CR	464288646	8992	86095	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	23017	580498	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	896	22600	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	27	3000	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1645	181990	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	182	20110	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	315	34830	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	3890	430320	SH	DEFINE
ISTAR FINL INC	COM	45031U101	142	15500	SH	DEFINE
ISTAR FINL INC	FRNT	10/045031UBF7	317276	347700000	PRN	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	3105	129095	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	970457	40351636	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	1676	69692	SH	DEFINE
ITRON INC	COM	465741106	2064	36565	SH	DEFINE
ITT CORP NEW	COM	450911102	3015	50200	SH	DEFINE
ITT CORP NEW	COM	450911102	2797	46575	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	3627	50275	SH	DEFINE
ITURAN LOCATION AND CONTROL	SHS	M6158M104	3505	233683	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	84986	3096915	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	950	34625	SH	DEFINE
IXIA	COM	45071R109	3281	206600	SH	DEFINE
IXIA	COM	45071R109	556	35000	SH	DEFINE
IXIA	COM	45071R109	2242	141200	SH	DEFINE
IXIA	COM	45071R109	5930	373433	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	4545	200400	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	710	31300	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	2819	124300	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	1796	79205	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	4974	96721	SH	DEFINE
JAKKS PAC INC	COM	47012E106	44799	2315210	SH	DEFINE
JAMES RIVER COAL CO	COM NEW	470355207	9395	388700	SH	DEFINE
JAMES RIVER COAL CO	COM NEW	470355207	834	34500	SH	DEFINE
JAMES RIVER COAL CO	COM NEW	470355207	2325	96200	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	626	50200	SH	DEFINE

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

JARDEN CORP	COM	471109108	58922	1656500	SH	DEFINE
JAZZ PHARMACEUTICALS INC	COM	472147107	11145	349931	SH	DEFINE
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	1876	90000	SH	DEFINE
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	193	9250	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	435	69337	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	712	37000	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	5	250	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	201032	3392940	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	973977	16438425	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	122384	2065560	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	59	1000	SH	OTHER
JOHNSON & JOHNSON	COM	478160104	53	890	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	21872	369100	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	2032	34298	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	247824	5961600	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	13127	315771	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	12	300	SH	OTHER
JOHNSON CTLS INC	COM	478366107	3093	74400	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	638	15353	SH	DEFINE
JOY GLOBAL INC	COM	481165108	137288	1389410	SH	DEFINE
JOY GLOBAL INC	COM	481165108	13283	134428	SH	DEFINE
JOY GLOBAL INC	COM	481165108	2589	26200	SH	DEFINE
JOY GLOBAL INC	COM	481165108	451	4565	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	896027	19436600	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	68178	1478906	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	18	400	SH	OTHER
JPMORGAN CHASE & CO	COM	46625H100	1683	36500	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	25475	552597	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	50412	1093437	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	655	14200	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	21659	469818	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	5169	112135	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	8942	193980	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	243281	5277236	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	46164	1001380	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	91	1980	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	161731	3843400	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	833	19791	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	352	8355	SH	DEFINE
KAISER ALUMINUM CORP	COM PAR \$0.01	483007704	37829	768100	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	7125	222789	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	90621	1664300	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	27	500	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	534	9812	SH	DEFINE
KAYDON CORP	COM	486587108	3897	99448	SH	DEFINE
KAYDON CORP	COM	486587108	639	16300	SH	DEFINE
KAYDON CORP	COM	486587108	2548	65021	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	993	19040	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	11439	219257	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1090	20891	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	15823	303293	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	2378	45581	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	114703	2198630	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	247052	4735525	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	63	1200	SH	DEFINE
KELLOGG CO	COM	487836108	3239	60000	SH	DEFINE
KELLOGG CO	COM	487836108	5377	99611	SH	DEFINE
KELLOGG CO	COM	487836108	1053	19500	SH	DEFINE
KELLOGG CO	COM	487836108	980	18150	SH	DEFINE
KELLY SVCS INC	CL A	488152208	51238	2360100	SH	DEFINE
KENNAMETAL INC	COM	489170100	64446	1652471	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	41328	2657710	SH	DEFINE

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

KEY ENERGY SVCS INC	COM	492914106	767	49300	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	3118	200500	SH	DEFINE
KEYCORP NEW	COM	493267108	15475	1742721	SH	DEFINE
KEYCORP NEW	COM	493267108	20	2267	SH	DEFINE
KEYW HLDG CORP	COM	493723100	5321	433317	SH	DEFINE
KEYW HLDG CORP	COM	493723100	643	52387	SH	DEFINE
KEYW HLDG CORP	COM	493723100	2633	214400	SH	DEFINE
KID BRANDS INC	COM	49375T100	6322	860200	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	10344	266400	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	167	4300	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	2937	45000	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4635	71013	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	10093	550354	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	209	11400	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	17186	231964	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	44	600	SH	OTHER
KINDER MORGAN INC DEL	COM	49456B101	10427	351800	SH	DEFINE
KINGSWAY FINL SVCS INC	COM	496904103	429	462700	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	102709	6519145	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	180	11433	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	1309	83100	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	1792	109200	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	33	2000	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	233322	14218263	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	18954	1155000	SH	DEFINE
KKR FINANCIAL HLDGS LLC	COM	48248A306	98	10000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	38	800	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	4383	92525	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	22600	1174000	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	483	25100	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	1973	102500	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	6298	762495	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	3359	406683	SH	DEFINE
KOHL'S CORP	COM	500255104	31931	602020	SH	DEFINE
KOHL'S CORP	COM	500255104	132	2495	SH	DEFINE
KOHL'S CORP	COM	500255104	56	1060	SH	DEFINE
KOHL'S CORP	COM	500255104	457	8620	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	413	12836	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	3111	96720	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	10365	322190	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	14328	445374	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	822	26200	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	7141	227698	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	960356	30623582	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	13589	433313	SH	DEFINE
KROGER CO	COM	501044101	324	13530	SH	DEFINE
KROGER CO	COM	501044101	361047	15062442	SH	DEFINE
K-SWISS INC	CL A	482686102	35314	3133440	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	202597	10373633	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	9519	487380	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1057	13500	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	771	9845	SH	DEFINE
LA Z BOY INC	COM	505336107	41133	4307072	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2349	25500	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	8956	97208	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1714	18600	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	108708	1918600	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	68	1200	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	377	6651	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	56438	931316	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	61	1000	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	4068	42218	SH	DEFINE

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

LAYNE CHRISTENSEN CO	COM	521050104	1792	51945	SH	DEFINE
LAZARD LTD	SHS A	G54050102	107744	2591236	SH	DEFINE
LAZARD LTD	SHS A	G54050102	18119	435771	SH	DEFINE
LAZARD LTD	SHS A	G54050102	1651	39700	SH	DEFINE
LAZARD LTD	SHS A	G54050102	352	8461	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	29401	6805700	SH	DEFINE
LECG CORP	COM	523234102	11	55313	SH	DEFINE
LEGG MASON INC	COM	524901105	5599	155140	SH	DEFINE
LEGG MASON INC	COM	524901105	181	5015	SH	DEFINE
LEGG MASON INC	COM	524901105	5495	152270	SH	DEFINE
LEGG MASON INC	COM	524901105	7512	208135	SH	DEFINE
LEGG MASON INC	COM	524901105	1	16	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	47942	1956834	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	54	2200	SH	DEFINE
LENDER PROCESSING SVCS INC	COM	52602E102	1931	60000	SH	DEFINE
LENDER PROCESSING SVCS INC	COM	52602E102	19	585	SH	DEFINE
LENNAR CORP	CL B	526057302	7746	528000	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	527288AX2	6219	3600000	PRN	DEFINE
LEXICON PHARMACEUTICALS INC	COM	528872104	1588	945000	SH	DEFINE
LEXINGTON REALTY TRUST	COM	529043101	3001	321000	SH	DEFINE
LEXINGTON REALTY TRUST	COM	529043101	46	4900	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	344	9300	SH	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	1550	37441	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	530715AN1	4587	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	530715AR2	8250	10000000	PRN	DEFINE
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	189	11793	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	3179	96625	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	33	1000	SH	OTHER
LIBERTY PPTY TR	SH BEN INT	531172104	4094	124440	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	79	2400	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	32480	619600	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	1075	20500	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	647	16100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	143	3555	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	1412	35140	SH	DEFINE
LILLY ELI & CO	COM	532457108	14068	400000	SH	DEFINE
LILLY ELI & CO	COM	532457108	5657	160854	SH	DEFINE
LILLY ELI & CO	COM	532457108	769434	21877580	SH	DEFINE
LILLY ELI & CO	COM	532457108	2547	72425	SH	DEFINE
LILLY ELI & CO	COM	532457108	7	200	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	52289	1590300	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	89	2700	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	796	24206	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	55434	730158	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	4502	149871	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB	536020100	1514	38900	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB	536020100	39	1000	SH	OTHER
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	8358	2436741	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	3403	544400	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	572	91500	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	2219	355047	SH	DEFINE
LIVE NATION ENTERTAINMENT IN	COM	538034109	885	88491	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1536	284900	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	10958	2033089	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	40200	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	4187	52077	SH	DEFINE
LOEWS CORP	COM	540424108	1444	33520	SH	DEFINE
LOEWS CORP	COM	540424108	769	17850	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	2720	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	2	100	SH	DEFINE
LOGMEIN INC	COM	54142L109	3132	74300	SH	DEFINE
LOGMEIN INC	COM	54142L109	294	6980	SH	DEFINE

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

LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	409	13010	SH	DEFINE
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	5759	183290	SH	DEFINE
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	626	19915	SH	DEFINE
LORILLARD INC	COM	544147101	318	3350	SH	DEFINE
LORILLARD INC	COM	544147101	676563	7120964	SH	DEFINE
LOWES COS INC	COM	548661107	3465	131099	SH	DEFINE
LSI CORPORATION	COM	502161102	2	289	SH	DEFINE
LSI CORPORATION	COM	502161102	275864	40568219	SH	DEFINE
LUBRIZOL CORP	COM	549271104	7167	53500	SH	DEFINE
LUBRIZOL CORP	COM	549271104	368	2745	SH	DEFINE
LUBRIZOL CORP	COM	549271104	4310	32175	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	1017	11425	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	2263	69040	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	10	300	SH	OTHER
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1010	30800	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1193	36400	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	361	11000	SH	DEFINE
LYDALL INC DEL	COM	550819106	4184	470600	SH	DEFINE
M & T BK CORP	COM	55261F104	375998	4250000	SH	DEFINE
M & T BK CORP	COM	55261F104	694	7839	SH	DEFINE
M D C HLDGS INC	COM	552676108	35830	1413431	SH	DEFINE
M/I HOMES INC	COM	55305B101	22408	1494866	SH	DEFINE
MACERICH CO	COM	554382101	18286	369193	SH	DEFINE
MACERICH CO	COM	554382101	370	7473	SH	DEFINE
MACYS INC	COM	55616P104	218	8966	SH	DEFINE
MAG SILVER CORP	COM	55903Q104	19958	1672900	SH	DEFINE
MAGELLAN MIDSTREAM PRTRNS LP	COM UNIT RP LP	559080106	329	5500	SH	DEFINE
MAGNA INTL INC	COM	559222401	1	27	SH	DEFINE
MAGNA INTL INC	COM	559222401	12139	253275	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	1729	230850	SH	DEFINE
MANPOWER INC	COM	56418H100	1179	18745	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	13781	779000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	2261	127991	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	289	16344	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	90482	5107000	SH	DEFINE
MAP PHARMACEUTICALS INC	COM	56509R108	1073	77800	SH	DEFINE
MARATHON OIL CORP	COM	565849106	50908	954950	SH	DEFINE
MARATHON OIL CORP	COM	565849106	4543	85220	SH	DEFINE
MARATHON OIL CORP	COM	565849106	751617	14098985	SH	DEFINE
MARATHON OIL CORP	COM	565849106	19	360	SH	DEFINE
MARATHON OIL CORP	COM	565849106	4855	91065	SH	DEFINE
MARKEL CORP	COM	570535104	8276	19969	SH	DEFINE
MARKEL CORP	COM	570535104	1533	3700	SH	DEFINE
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	444	7400	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	413	7370	SH	DEFINE
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	1858	32763	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	65893	1851970	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	250	7028	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	20	570	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	143	4030	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	411	11546	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	19016	637900	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	466	15638	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	14174	475461	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	5739	192525	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1976	66284	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2646	88750	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	5524	185300	SH	DEFINE
MARSHALL & ILSLEY CORP NEW	COM	571837103	195	24414	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	17831	799591	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	811	36381	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	3122	140000	SH	DEFINE

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

MARTIN MARIETTA MATLS INC	COM	573284106	20176	225000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	905	10091	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	194	12491	SH	DEFINE
MASCO CORP	COM	574599106	1908	137100	SH	DEFINE
MASCO CORP	COM	574599106	36	2600	SH	DEFINE
MASIMO CORP	COM	574795100	2155	65100	SH	DEFINE
MASIMO CORP	COM	574795100	351	10600	SH	DEFINE
MASIMO CORP	COM	574795100	1400	42300	SH	DEFINE
MASSEY ENERGY COMPANY	COM	576206106	273	4000	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	211693	840980	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	12974	51541	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	4355	17300	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	50	200	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	310	1230	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	535	2126	SH	DEFINE
MATTEL INC	COM	577081102	1083	43429	SH	DEFINE
MATTEL INC	COM	577081102	177493	7119651	SH	DEFINE
MATTHEWS INTL CORP	CL A	577128101	4673	121216	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	85648	3345640	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	998	38975	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	15018	586642	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	4812	229600	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	780	37200	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	3167	151100	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	171608	3587882	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	505	10559	SH	DEFINE
MCDERMOTT INTL INC	COM	580037109	248	9765	SH	DEFINE
MCDONALDS CORP	COM	580135101	137974	1813300	SH	DEFINE
MCDONALDS CORP	COM	580135101	44536	585313	SH	DEFINE
MCDONALDS CORP	COM	580135101	16380	215271	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	10210	259133	SH	DEFINE
MCKESSON CORP	COM	58155Q103	8696	110000	SH	DEFINE
MCKESSON CORP	COM	58155Q103	696	8809	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	119101	2055940	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	24703	426435	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	1002	17300	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	416	7179	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	14094	464700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	55	1800	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	231021	7616903	SH	DEFINE
MECHEL OAO	SPONSORED ADR	583840103	11796	383105	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	19458	346480	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	23403	416718	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	337	6000	SH	DEFINE
MEDIVATION INC	COM	58501N101	2949	158200	SH	DEFINE
MEDIVATION INC	COM	58501N101	34	1800	SH	DEFINE
MEDTRONIC INC	COM	585055106	154433	3924600	SH	DEFINE
MEDTRONIC INC	COM	585055106	31316	795844	SH	DEFINE
MEDTRONIC INC	COM	585055106	3627	92177	SH	DEFINE
MEDTRONIC INC	COM	585055106	621048	15782675	SH	DEFINE
MEDTRONIC INC	COM	585055106	13479	342529	SH	DEFINE
MEDTRONIC INC	COM	585055106	5725	145480	SH	DEFINE
MEDTRONIC INC	COM	585055106	39678	1008326	SH	DEFINE
MEDTRONIC INC	COM	585055106	7983	202860	SH	DEFINE
MEDTRONIC INC	COM	585055106	1905	48412	SH	DEFINE
MEDTRONIC INC	COM	585055106	6769	172030	SH	DEFINE
MEDTRONIC INC	COM	585055106	378906	9629130	SH	DEFINE
MEDTRONIC INC	COM	585055106	30123	765510	SH	DEFINE
MEDTRONIC INC	COM	585055106	79	2000	SH	DEFINE
MEDTRONIC INC	NOTE	1.500% 4/1585055AL0	1003	1000000	PRN	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	152	11765	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	59597	2202417	SH	DEFINE

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

MERCADOLIBRE INC	COM	58733R102	8163	100000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	9309	114039	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	5877	72000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1306	16000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	56974	697950	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	2449	30000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1437	17600	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1502	18400	SH	DEFINE
MERCER INTL INC	NOTE	8.500% 1/1588056AK7	7819	1900000	PRN	DEFINE
MERCK & CO INC NEW	COM	58933Y105	3928	119000	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1331245	40328545	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	77146	2337049	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	79	2400	SH	OTHER
MERCK & CO INC NEW	COM	58933Y105	1258	38100	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	923227	27968103	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	14278	432526	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	4570	138447	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	41479	1256318	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	44228	1339833	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	4030	122081	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	7107	215290	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	495561	15012448	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	37841	1146341	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	168	5095	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	18325	468309	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	78	2000	SH	DEFINE
MERU NETWORKS INC	COM	59047Q103	2942	144877	SH	DEFINE
MERU NETWORKS INC	COM	59047Q103	465	22873	SH	DEFINE
MERU NETWORKS INC	COM	59047Q103	1858	91500	SH	DEFINE
METHANEX CORP	COM	59151K108	297	9500	SH	DEFINE
METHANEX CORP	COM	59151K108	89832	2881850	SH	DEFINE
METHODE ELECTRS INC	COM	591520200	2113	174935	SH	DEFINE
METLIFE INC	COM	59156R108	28059	627300	SH	DEFINE
METLIFE INC	COM	59156R108	593	13247	SH	DEFINE
METLIFE INC	COM	59156R108	117031	2616380	SH	DEFINE
METLIFE INC	UNIT	99/99/9999 59156R116	281524	3317900	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	33093	192400	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	115146	669454	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	5663	32927	SH	DEFINE
MF GLOBAL HLDGS LTD	COM	55277J108	60807	7343880	SH	DEFINE
MF GLOBAL HLDGS LTD	NOTE	1.875% 2/055277JAA6	18047	17500000	PRN	DEFINE
MI DEVS INC	CL A SUB VTG	55304X104	51511	1774600	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	103969	2735300	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	28851	759044	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	297	7750	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	2620	68922	SH	DEFINE
MICROSEMI CORP	COM	595137100	3943	190385	SH	DEFINE
MICROSOFT CORP	COM	594918104	5409	213300	SH	DEFINE
MICROSOFT CORP	COM	594918104	63000	2484240	SH	DEFINE
MICROSOFT CORP	COM	594918104	54106	2133531	SH	DEFINE
MICROSOFT CORP	COM	594918104	941991	37144764	SH	DEFINE
MICROSOFT CORP	COM	594918104	21459	846173	SH	DEFINE
MICROSOFT CORP	COM	594918104	7553	297846	SH	DEFINE
MICROSOFT CORP	COM	594918104	69359	2734664	SH	DEFINE
MICROSOFT CORP	COM	594918104	664	26180	SH	DEFINE
MICROSOFT CORP	COM	594918104	54671	2155814	SH	DEFINE
MICROSOFT CORP	COM	594918104	4954	195353	SH	DEFINE
MICROSOFT CORP	COM	594918104	18941	746890	SH	DEFINE
MICROSOFT CORP	COM	594918104	950155	37466684	SH	DEFINE
MICROSOFT CORP	COM	594918104	59766	2356720	SH	DEFINE
MICROSOFT CORP	COM	594918104	243	9570	SH	DEFINE
MIDSOUTH BANCORP INC	COM	598039105	1115	77100	SH	DEFINE

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

MILLER INDS INC TENN	COM NEW	600551204	5871	361500	SH	DEFINE
MILlicom INTL CELLULAR S A	SHS NEW	L6388F110	4263	44330	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	166	6570	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	614	24360	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	303	12036	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	48290	1316890	SH	DEFINE
MINEFINDERS LTD	COM	602900102	51867	3938257	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	3582	52279	SH	DEFINE
mitsubishi UFJ FINL GROUP IN	SPONSORED ADR	606822104	6	1298	SH	DEFINE
mitsubishi UFJ FINL GROUP IN	SPONSORED ADR	606822104	2775	603210	SH	DEFINE
mitsubishi UFJ FINL GROUP IN	SPONSORED ADR	606822104	2251	489330	SH	DEFINE
MOBILE MINI INC	COM	60740F105	7686	320000	SH	DEFINE
MOBILE MINI INC	COM	60740F105	1119	46600	SH	DEFINE
MOBILE MINI INC	COM	60740F105	4528	188500	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	337	15875	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	15918	749800	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	6074	286100	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	21848	1029090	SH	DEFINE
MOLEX INC	COM	608554101	1796	71483	SH	DEFINE
MOLEX INC	CL A	608554200	2754	133100	SH	DEFINE
MOLEX INC	CL A	608554200	6	279	SH	DEFINE
MOLycorp INC DEL	COM	608753109	208	3465	SH	DEFINE
MOLycorp INC DEL	PFD CONV SER A	608753208	383	3400	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	7226	100000	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	7794	107866	SH	DEFINE
MONSTER WORLDWIDE INC	COM	611742107	5192	326572	SH	DEFINE
MONSTER WORLDWIDE INC	COM	611742107	25	1580	SH	DEFINE
MONSTER WORLDWIDE INC	COM	611742107	165	10370	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	45204	2558220	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	46	2600	SH	DEFINE
MOODYS CORP	COM	615369105	309	9114	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1106	40500	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	4978	182200	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	4130	151170	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	624620	22863097	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	14	530	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	2991	109480	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	251	9180	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	26714	977834	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	2675	97910	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1322	48395	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	7522	275340	SH	DEFINE
MOSAIC CO	COM	61945A107	4032	51195	SH	DEFINE
MOSAIC CO	COM	61945A107	3142	39900	SH	DEFINE
MOTOROLA MOBILITY HLDGS INC	COM	620097105	248	10178	SH	DEFINE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	515	11527	SH	DEFINE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	219327	4907742	SH	DEFINE
MUELLER INDS INC	COM	624756102	105088	2869700	SH	DEFINE
MUELLER INDS INC	COM	624756102	366	10000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	26233	357300	SH	DEFINE
MURPHY OIL CORP	COM	626717102	647	8815	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	3969	49200	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	597	7400	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	2340	29000	SH	DEFINE
MYLAN INC	COM	628530107	4	175	SH	DEFINE
MYLAN INC	COM	628530107	11737	517727	SH	DEFINE
MYLAN INC	COM	628530107	3306	145850	SH	DEFINE
MYLAN INC	NOTE 3.750% 9/16	28530AJ6	19304	10500000	PRN	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	1407	46325	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	475	18400	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	577	22341	SH	SOLE
NASH FINCH CO	COM	631158102	228	6000	SH	DEFINE

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

NATIONAL BK GREECE S A	SPONSORED ADR	633643408	18	10000	SH	DEFINE
NATIONAL FUEL GAS CO N J	COM	636180101	474	6400	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	2500	52042	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	56073	1711105	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	1827	55744	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	4930	150450	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	3084	94121	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	61862	780390	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	21519	271466	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	2695	34000	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	3150	39740	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	24358	307282	SH	DEFINE
NATIONAL PRESTO INDS INC	COM	637215104	225	2000	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	28069	173000	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	817	19203	SH	DEFINE
NAUTILUS INC	COM	63910B102	289	100000	SH	DEFINE
NAVIGANT CONSULTING INC	COM	63935N107	1168	116890	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	13345	192480	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	2519	36327	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	5930	85530	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	3291	47471	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	3998	57660	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	11268	162530	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	9482	136770	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	93	1340	SH	DEFINE
NEKTAR THERAPEUTICS	COM	640268108	2261	238800	SH	DEFINE
NEOPHOTONICS CORP	COM	64051T100	961	85000	SH	DEFINE
NETAPP INC	COM	64110D104	145896	3028140	SH	DEFINE
NETAPP INC	COM	64110D104	12843	266554	SH	DEFINE
NETAPP INC	COM	64110D104	41	850	SH	DEFINE
NETAPP INC	COM	64110D104	169	3500	SH	DEFINE
NETAPP INC	COM	64110D104	350	7259	SH	DEFINE
NETAPP INC	NOTE	1.750% 6/064110DAB0	23869	15000000	PRN	DEFINE
NETFLIX INC	COM	64110L106	9066	38200	SH	DEFINE
NETFLIX INC	COM	64110L106	275	1160	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	123617	2941840	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	1114	26500	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	4555	108400	SH	DEFINE
NETSPEND HLDGS INC	COM	64118V106	4707	447400	SH	DEFINE
NETSPEND HLDGS INC	COM	64118V106	725	68900	SH	DEFINE
NETSPEND HLDGS INC	COM	64118V106	2935	279000	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	773	101800	SH	DEFINE
NEVSUN RES LTD	COM	64156L101	58623	10336840	SH	DEFINE
NEVSUN RES LTD	COM	64156L101	106620	18800000	SH	DEFINE
NEW GOLD INC CDA	COM	644535106	20413	1735000	SH	DEFINE
NEW JERSEY RES	COM	646025106	257	5975	SH	DEFINE
NEW ORIENTAL ED & TECH GRP I	SPON ADR	647581107	7979	79734	SH	DEFINE
NEW YORK CMNTY BANCORP INC	COM	649445103	232	13446	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	34074	3598097	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	263	13760	SH	DEFINE
NEWLEAD HOLDINGS LTD	SHS	G64626115	73	32321	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	228287	4182614	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1951	35739	SH	DEFINE
NEWMONT MINING CORP	NOTE	3.000% 2/1651639AK2	9225	7500000	PRN	DEFINE
NEWS CORP	CL A	65248E104	2139	121834	SH	DEFINE
NEWS CORP	CL A	65248E104	503304	28661966	SH	DEFINE
NEWS CORP	CL A	65248E104	20932	1192037	SH	DEFINE
NEWS CORP	CL A	65248E104	42102	2397630	SH	DEFINE
NEWS CORP	CL A	65248E104	639	36390	SH	DEFINE
NEWS CORP	CL A	65248E104	28495	1622709	SH	DEFINE
NEWS CORP	CL A	65248E104	1253	71343	SH	DEFINE
NEWS CORP	CL A	65248E104	910	51820	SH	DEFINE

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

NEWS CORP	CL A	65248E104	773352	44040553	SH	DEFINE
NEWS CORP	CL A	65248E104	47730	2718126	SH	DEFINE
NEWS CORP	CL A	65248E104	203	11542	SH	DEFINE
NEWS CORP	CL B	65248E203	313	16820	SH	DEFINE
NEWS CORP	CL B	65248E203	4187	224871	SH	DEFINE
NEWS CORP	CL B	65248E203	1549	83176	SH	DEFINE
NEXEN INC	COM	65334H102	1259	50687	SH	DEFINE
NEXEN INC	COM	65334H102	8	310	SH	DEFINE
NEXEN INC	COM	65334H102	10448	419179	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	627472	11383750	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	17457	316710	SH	DEFINE
NICOR INC	COM	654086107	205	3820	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	33586	805980	SH	DEFINE
NII HLDGS INC	CL B NEW	62913F201	79	1900	SH	DEFINE
NIKE INC	CL B	654106103	97623	1289600	SH	DEFINE
NIKE INC	CL B	654106103	159009	2100505	SH	DEFINE
NIKE INC	CL B	654106103	70270	928274	SH	DEFINE
NIKE INC	CL B	654106103	1476	19500	SH	DEFINE
NIKE INC	CL B	654106103	30	390	SH	DEFINE
NIKE INC	CL B	654106103	922	12175	SH	DEFINE
NIKE INC	CL B	654106103	468	6183	SH	DEFINE
NIKE INC	CL B	654106103	2446	32310	SH	DEFINE
NILE THERAPEUTICS INC	COM	654145101	25	30000	SH	DEFINE
NISOURCE INC	COM	65473P105	95325	4970000	SH	DEFINE
NISOURCE INC	COM	65473P105	77	4000	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	21916	480400	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	14548	318900	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	5497	120506	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	395	8660	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	33823	741410	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	27041	592749	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	1109	24305	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	10668	233840	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	289958	6355941	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	18151	397880	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	138	3020	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	48190	498600	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	213	2204	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	58926	609680	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	1842	216475	SH	DEFINE
NOMURA HLDGS INC	SPONSORED ADR	65535H208	5595	1076023	SH	DEFINE
NORDSON CORP	COM	655663102	58504	508469	SH	DEFINE
NORDSTROM INC	COM	655664100	5098	113600	SH	DEFINE
NORDSTROM INC	COM	655664100	40091	893300	SH	DEFINE
NORDSTROM INC	COM	655664100	3874	86317	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	29066	419600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	9735	140540	SH	DEFINE
NORTHEAST UTILS	COM	664397106	40849	1180600	SH	DEFINE
NORTHEAST UTILS	COM	664397106	31140	900000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	183	5300	SH	DEFINE
NORTHERN TR CORP	COM	665859104	2619	51600	SH	DEFINE
NORTHERN TR CORP	COM	665859104	61975	1221180	SH	DEFINE
NORTHERN TR CORP	COM	665859104	4052	79843	SH	DEFINE
NORTHERN TR CORP	COM	665859104	15	300	SH	OTHER
NORTHERN TR CORP	COM	665859104	52	1020	SH	DEFINE
NORTHERN TR CORP	COM	665859104	328	6470	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	62710	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	6304	90533	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	3935	313800	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	617	49205	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	2474	197300	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	4254	185500	SH	DEFINE

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

NOVARTIS A G	SPONSORED ADR	66987V109	3458	63625	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	1016	18690	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	11268	207323	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	6099	112210	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	8822	70450	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	9887	78947	SH	DEFINE
NPS PHARMACEUTICALS INC	COM	62936P103	1485	155200	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	12	548	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	474836	22044383	SH	DEFINE
NSTAR	COM	67019E107	240	5190	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	128074	6547733	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	52601	2689220	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	39	2000	SH	OTHER
NUANCE COMMUNICATIONS INC	COM	67020Y100	1320	67500	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1551	79300	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	276	14123	SH	DEFINE
NUANCE COMMUNICATIONS INC	DBCV 2.750% 8/1	67020YAB6	6281	4990000	PRN	DEFINE
NUCOR CORP	COM	670346105	109071	2370069	SH	DEFINE
NUCOR CORP	COM	670346105	26480	575400	SH	DEFINE
NUCOR CORP	COM	670346105	15890	345295	SH	DEFINE
NUCOR CORP	COM	670346105	14	300	SH	OTHER
NUCOR CORP	COM	670346105	138	3000	SH	DEFINE
NUPATHE INC	COM	67059M100	2138	273800	SH	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	506	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	136560	9171250	SH	DEFINE
NV ENERGY INC	COM	67073Y106	87553	5880000	SH	DEFINE
NV ENERGY INC	COM	67073Y106	2	120	SH	DEFINE
NYSE EURONEXT	COM	629491101	1843	52399	SH	DEFINE
NYSE EURONEXT	COM	629491101	159952	4547975	SH	DEFINE
NYSE EURONEXT	COM	629491101	1343	38179	SH	DEFINE
OASIS PETE INC NEW	COM	674215108	8367	264600	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	4671	44700	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	88505	847020	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	7577	72510	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	13691	153060	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	498	107500	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	45	9800	SH	DEFINE
OIL STS INTL INC	COM	678026105	77868	1022700	SH	DEFINE
OIL STS INTL INC	COM	678026105	18069	237310	SH	DEFINE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	185	1125	SH	DEFINE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	7561	46000	SH	DEFINE
OLD REP INTL CORP	COM	680223104	226713	17865462	SH	DEFINE
OLD REP INTL CORP	COM	680223104	160925	12681241	SH	DEFINE
OLD REP INTL CORP	COM	680223104	313	25000	SH	DEFINE
OLD REP INTL CORP	COM	680223104	7302	575404	SH	DEFINE
OMEGA HEALTHCARE INVS INC	COM	681936100	491	22000	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	10792	800000	SH	DEFINE
OMNICARE INC	COM	681904108	17722	590937	SH	DEFINE
OMNICARE INC	COM	681904108	543	18100	SH	DEFINE
OMNICARE INC	NOTE 3.750%12/1	681904AN8	19406	15000000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	3703	75485	SH	DEFINE
ONCOLYTICS BIOTECH INC	COM	682310107	8800	1510550	SH	DEFINE
ONEOK INC NEW	COM	682680103	234	3500	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	745	9050	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	7	90	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	29797	846970	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	223	6350	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	3485	99060	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	398	11310	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	8270	235070	SH	DEFINE
ONYX PHARMACEUTICALS INC	NOTE 4.000% 8/1	683399AB5	17644	15000000	PRN	DEFINE
OPEN TEXT CORP	COM	683715106	49710	797652	SH	DEFINE

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

OPEN TEXT CORP	COM	683715106	19625	315941	SH	DEFINE
OPKO HEALTH INC	COM	68375N103	149	40000	SH	DEFINE
OPTIMER PHARMACEUTICALS INC	COM	68401H104	243	20500	SH	DEFINE
OPTIMER PHARMACEUTICALS INC	COM	68401H104	4	300	SH	DEFINE
ORACLE CORP	COM	68389X105	191605	5741820	SH	DEFINE
ORACLE CORP	COM	68389X105	42313	1267999	SH	DEFINE
ORACLE CORP	COM	68389X105	4580	137260	SH	DEFINE
ORACLE CORP	COM	68389X105	11599	347592	SH	DEFINE
ORACLE CORP	COM	68389X105	6393	191588	SH	DEFINE
ORACLE CORP	COM	68389X105	10267	307669	SH	DEFINE
ORACLE CORP	COM	68389X105	522	15650	SH	DEFINE
ORACLE CORP	COM	68389X105	34647	1038275	SH	DEFINE
ORACLE CORP	COM	68389X105	1861	55762	SH	DEFINE
ORACLE CORP	COM	68389X105	15152	454060	SH	DEFINE
ORACLE CORP	COM	68389X105	827590	24800405	SH	DEFINE
ORACLE CORP	COM	68389X105	38685	1159269	SH	DEFINE
ORACLE CORP	COM	68389X105	139	4175	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	69077	2149260	SH	DEFINE
OWENS CORNING NEW	COM	690742101	201792	5606889	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	322	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	6251	514479	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	5443	1034883	SH	DEFINE
PACIFIC BIOSCIENCES CALIF IN	COM	69404D108	1464	104200	SH	DEFINE
PACIRA PHARMACEUTICALS INC	COM	695127100	3101	436700	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	1021	35329	SH	DEFINE
PALL CORP	COM	696429307	28805	500000	SH	DEFINE
PALL CORP	COM	696429307	1101	19115	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	2438	19200	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	599	4715	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	1562	12300	SH	DEFINE
PAR PHARMACEUTICAL COS INC	COM	69888P106	2259	72694	SH	DEFINE
PARAGON SHIPPING INC	CL A	69913R309	66	23250	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	7413	297700	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	1163	46700	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	4552	182800	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	3787	40000	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	2233	23581	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	3714	39225	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	380	4800	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	265924	3355934	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	9677	122121	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	0	5	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	1504	18980	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	68394	863120	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	63034	795481	SH	DEFINE
PATTERSON COMPANIES INC	COM	703395103	338	10500	SH	DEFINE
PATTERSON UTI ENERGY INC	COM	703481101	14561	495440	SH	DEFINE
PAYCHEX INC	COM	704326107	17828	568500	SH	DEFINE
PAYCHEX INC	COM	704326107	14824	472708	SH	DEFINE
PAYCHEX INC	COM	704326107	1241	39562	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	22113	307300	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	54081	751540	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	23718	329599	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	1022	14200	SH	DEFINE
PEABODY ENERGY CORP	SDCV 4.750%12/17	704549AG9	16625	12500000	PRN	DEFINE
PEABODY ENERGY CORP	SDCV 4.750%12/17	704549AG9	2893	2175000	PRN	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	34	1900	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	6494	364839	SH	DEFINE
PEBBLEBROOK HOTEL TR	COM	70509V100	3453	155890	SH	DEFINE
PEBBLEBROOK HOTEL TR	COM	70509V100	60	2700	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	57264	1190770	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	1044	21700	SH	DEFINE

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

PEETS COFFEE & TEA INC	COM	705560100	4266	88700	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	2183	45399	SH	DEFINE
PENGROWTH ENERGY CORP	COM	70706P104	553	40000	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	1213	43800	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	42	1500	SH	OTHER
PENN WEST PETE LTD NEW	COM	707887105	1527	55000	SH	DEFINE
PENNEY J C INC	COM	708160106	73296	2041100	SH	DEFINE
PENNEY J C INC	COM	708160106	871	24266	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	8375	696763	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	14	1200	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	308	24448	SH	DEFINE
PEPSICO INC	COM	713448108	199413	3096000	SH	DEFINE
PEPSICO INC	COM	713448108	527329	8187070	SH	DEFINE
PEPSICO INC	COM	713448108	89075	1382940	SH	DEFINE
PEPSICO INC	COM	713448108	116	1800	SH	OTHER
PEPSICO INC	COM	713448108	1076	16700	SH	DEFINE
PEPSICO INC	COM	713448108	170561	2648047	SH	DEFINE
PEPSICO INC	COM	713448108	35	540	SH	DEFINE
PEPSICO INC	COM	713448108	2011	31169	SH	DEFINE
PEPSICO INC	COM	713448108	1112	17263	SH	DEFINE
PERRIGO CO	COM	714290103	21552	271017	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	2	15	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	20262	133084	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	179489	7314127	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	8896	362493	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	51	2070	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	285	11620	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	307	12515	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	20056	564329	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	211	5930	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	18451	519156	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	3828	107720	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	89765	2525746	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	523	14720	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	34230	963152	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	14454	406705	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	745371	20972724	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	199589	5615901	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	224330	6312044	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2749	68000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	12824	317193	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2	50	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	43506	1076094	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	7597	187900	SH	DEFINE
PETSMART INC	COM	716768106	2179	53215	SH	DEFINE
PFIZER INC	COM	717081103	117291	5775050	SH	DEFINE
PFIZER INC	COM	717081103	750424	36948475	SH	DEFINE
PFIZER INC	COM	717081103	35158	1731069	SH	DEFINE
PFIZER INC	COM	717081103	1050170	51707018	SH	DEFINE
PFIZER INC	COM	717081103	22966	1130749	SH	DEFINE
PFIZER INC	COM	717081103	7357	362240	SH	DEFINE
PFIZER INC	COM	717081103	76412	3762279	SH	DEFINE
PFIZER INC	COM	717081103	847	41690	SH	DEFINE
PFIZER INC	COM	717081103	47708	2349009	SH	DEFINE
PFIZER INC	COM	717081103	4104	202073	SH	DEFINE
PFIZER INC	COM	717081103	15730	774480	SH	DEFINE
PFIZER INC	COM	717081103	896498	44140714	SH	DEFINE
PFIZER INC	COM	717081103	57371	2824775	SH	DEFINE
PFIZER INC	COM	717081103	186	9161	SH	DEFINE
PG&E CORP	COM	69331C108	822518	18617420	SH	DEFINE
PG&E CORP	COM	69331C108	143	3248	SH	DEFINE
PG&E CORP	COM	69331C108	1051	23785	SH	DEFINE

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

PG&E CORP	COM	69331C108	4263	96490	SH	DEFINE
PG&E CORP	COM	69331C108	27173	615052	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	54107	1952600	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	73388	2648400	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	360	13000	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	5457	196946	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	5176	878700	SH	DEFINE
PHARMASSET INC	COM	71715N106	11460	145597	SH	DEFINE
PHI INC	COM VTG	69336T106	2154	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	20096	908499	SH	DEFINE
PHI INC	COM NON VTG	69336T205	4411	199400	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	12556	191310	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	18148	276521	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	447287	6815277	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	32	490	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	12102	184404	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	2	35	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	3621	67691	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	27750	2733946	SH	DEFINE
PIMCO CORPORATE OPP FD	COM	72201B101	343	16500	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	305949	7150000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	90	2100	SH	DEFINE
PIONEER NAT RES CO	COM	723787107	308	3025	SH	DEFINE
PITNEY BOWES INC	COM	724479100	110	4270	SH	DEFINE
PITNEY BOWES INC	COM	724479100	723	28150	SH	DEFINE
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	22585	11528000	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	2	50	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	12330	282739	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	10448	1393077	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	306	40800	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	26	3530	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	108	14420	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	10450	9500000	PRN	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	1066	16927	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	3764	59752	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	579903	9206268	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	53	846	SH	DEFINE
PNM RES INC	COM	69349H107	76335	5116284	SH	DEFINE
PNM RES INC	COM	69349H107	49236	3300000	SH	DEFINE
PNM RES INC	COM	69349H107	123	8250	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	155845	1260370	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	22879	185032	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	1447	11700	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	587	4747	SH	DEFINE
POLYCOM INC	COM	73172K104	6616	127600	SH	DEFINE
POLYCOM INC	COM	73172K104	2003	38640	SH	DEFINE
POLYCOM INC	COM	73172K104	3113	60038	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	83195	3500000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	2311	198728	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	65	5612	SH	DEFINE
POSCO	SPONSORED ADR	693483109	4390	38410	SH	DEFINE
POSCO	SPONSORED ADR	693483109	11	99	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2833	24790	SH	DEFINE
POSCO	SPONSORED ADR	693483109	3701	32381	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	3818	64837	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	1863	31618	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	17787	301625	SH	DEFINE
POWELL INDS INC	COM	739128106	20810	527635	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	20119	524900	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	682	17800	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	2806	73200	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	5369	140082	SH	DEFINE

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

POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	881	29875	SH	DEFINE
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	343	14300	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1665	28999	SH	DEFINE
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	531	15500	SH	DEFINE
PPG INDS INC	COM	693506107	1331	13979	SH	DEFINE
PPL CORP	COM	69351T106	279175	11034600	SH	DEFINE
PPL CORP	COM	69351T106	283	11200	SH	DEFINE
PPL CORP	UNIT 99/99/9999	69351T601	13310	250000	SH	DEFINE
PRAXAIR INC	COM	74005P104	280482	2760649	SH	DEFINE
PRAXAIR INC	COM	74005P104	161985	1594330	SH	DEFINE
PRAXAIR INC	COM	74005P104	53537	526941	SH	DEFINE
PRAXAIR INC	COM	74005P104	5588	55000	SH	DEFINE
PRAXAIR INC	COM	74005P104	1219	12000	SH	DEFINE
PRAXAIR INC	COM	74005P104	18115	178300	SH	DEFINE
PRAXAIR INC	COM	74005P104	2337	23000	SH	DEFINE
PRAXAIR INC	COM	74005P104	751	7390	SH	DEFINE
PRAXAIR INC	COM	74005P104	1067	10500	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	152077	1033270	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	24030	163267	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	1648	11200	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	21	140	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	97	660	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	252	1715	SH	DEFINE
PRECISION DRILLING CORP	COM 2010	74022D308	15243	1125009	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	6671	700000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	151787	2285255	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	12113	182372	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	1541	23200	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	22	330	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	130	1950	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	1416	21316	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	171410	338460	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	5672	11200	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	5824	11500	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1165	2300	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	18789	37100	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	2279	4500	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	391	773	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1367	2700	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	21006	489080	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	45	1050	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	426428	9928484	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	317570	5155360	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	85234	1383675	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	110700	1797079	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	17107	277715	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	43	700	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	24353	395333	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	34716	563567	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	2655	43094	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	16621	269820	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	112107	1819920	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	27497	446380	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	64	1040	SH	DEFINE
PROGENICS PHARMACEUTICALS IN	COM	743187106	1017	164600	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	624910	13543770	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	2446	53003	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	24491	530800	SH	DEFINE
PROGRESS SOFTWARE CORP	COM	743312100	31982	1099402	SH	DEFINE
PROGRESS SOFTWARE CORP	COM	743312100	1158	39797	SH	DEFINE
PROGRESS SOFTWARE CORP	COM	743312100	2990	102800	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	482	22820	SH	DEFINE

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

PROGRESSIVE CORP OHIO	COM	743315103	19174	907417	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	8257	390764	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	3558	168389	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1076	50904	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	2593	122710	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	283677	13425300	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	14525	687430	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	46	2180	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	2	100	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	6786	424639	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	17642	1103990	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	299	18700	SH	DEFINE
PROSHARES TR	PSHS ULTSH 20YRS	74347R297	921	24610	PRN	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	102768	3870743	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	13	500	SH	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	3421	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	59425	965000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	502	8154	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	4520	73400	SH	DEFINE
PSS WORLD MED INC	COM	69366A100	3979	146560	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	308	2775	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	25384	228870	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	421	3800	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	677845	21512060	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4786	151883	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	16	510	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	99	3150	SH	DEFINE
PULSE ELECTRONICS CORP	COM	74586W106	62	10200	SH	DEFINE
PULTE GROUP INC	COM	745867101	13949	1885000	SH	DEFINE
PULTE GROUP INC	COM	745867101	95	12771	SH	DEFINE
QEP RES INC	COM	74733V100	2063	50893	SH	DEFINE
QIAGEN N V	ORD	N72482107	7957	396920	SH	DEFINE
QIAGEN N V	ORD	N72482107	6436	321150	SH	DEFINE
QIAGEN N V	ORD	N72482107	5113	255000	SH	DEFINE
QIAGEN N V	ORD	N72482107	1002	50000	SH	DEFINE
QIAGEN N V	ORD	N72482107	46999	2349800	SH	DEFINE
QIAGEN N V	ORD	N72482107	2478	123698	SH	DEFINE
QIAGEN N V	ORD	N72482107	1090	54600	SH	DEFINE
QIAGEN N V	ORD	N72482107	1253	62500	SH	DEFINE
QLIK TECHNOLOGIES INC	COM	74733T105	3250	125000	SH	DEFINE
QUALCOMM INC	COM	747525103	213443	3892805	SH	DEFINE
QUALCOMM INC	COM	747525103	65872	1201390	SH	DEFINE
QUALCOMM INC	COM	747525103	1760	32100	SH	DEFINE
QUALCOMM INC	COM	747525103	49	890	SH	DEFINE
QUALCOMM INC	COM	747525103	287	5230	SH	DEFINE
QUALCOMM INC	COM	747525103	1689	30806	SH	DEFINE
QUALITY SYS INC	COM	747582104	4659	55900	SH	DEFINE
QUALITY SYS INC	COM	747582104	775	9300	SH	DEFINE
QUALITY SYS INC	COM	747582104	3017	36200	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	2510	111885	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	28860	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	5800	100492	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	34967	605800	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	584	10120	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	11254	194970	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2122	36769	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	5291	91670	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	168028	2911082	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	44965	779025	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	101	1750	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	7712	303745	SH	DEFINE
QUESTAR CORP	COM	748356102	17450	1000000	SH	DEFINE

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

QUESTAR CORP	COM	748356102	923	52912	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	9787	679200	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	357	24800	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	1673	116100	SH	DEFINE
QUINSTREET INC	COM	74874Q100	4494	197700	SH	DEFINE
QUINSTREET INC	COM	74874Q100	739	32500	SH	DEFINE
QUINSTREET INC	COM	74874Q100	2984	131300	SH	DEFINE
RACKSPACE HOSTING INC	COM	750086100	2143	50000	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	232944	2856802	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	96	1180	SH	DEFINE
RANGE RES CORP	COM	75281A109	7578	129630	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	30522	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	3498	68763	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	3273	64350	SH	DEFINE
RC2 CORP	COM	749388104	8216	292400	SH	DEFINE
REALD INC	COM	75604L105	18068	660383	SH	DEFINE
REALD INC	COM	75604L105	610	22300	SH	DEFINE
REALD INC	COM	75604L105	2438	89100	SH	DEFINE
REALD INC	COM	75604L105	2127	77744	SH	DEFINE
REALTY INCOME CORP	COM	756109104	70	2000	SH	DEFINE
REALTY INCOME CORP	COM	756109104	6290	179960	SH	DEFINE
REALTY INCOME CORP	COM	756109104	140	4000	SH	DEFINE
RED HAT INC	COM	756577102	167724	3695170	SH	DEFINE
RED HAT INC	COM	756577102	522	11492	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	13859	536539	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	7398	547964	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	217	5000	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	9241	212543	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	222	5100	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	184	4100	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	5186	115390	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	863	19210	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	451	10040	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	14263	317380	SH	DEFINE
REGIS CORP MINN	COM	758932107	52846	2978901	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	120494	2085385	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	576	8350	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	28	400	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	2008	29105	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	2657	38510	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	187539	2718350	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	22872	761400	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	107	3566	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	1414	47057	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	85729	1515450	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	1481	26180	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	11	200	SH	OTHER
RESEARCH IN MOTION LTD	COM	760975102	29	520	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	77777	1373861	SH	DEFINE
RESMED INC	COM	761152107	750	25000	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	311	8750	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	603184	16976750	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	3394	95525	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COM NEW	766559603	92	13000	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	9512	303897	SH	DEFINE
RIGNET INC	COM	766582100	4752	261400	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	22460	315800	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	4815	67702	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	5222	138700	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	30	800	SH	DEFINE
RLI CORP	COM	749607107	106124	1840833	SH	DEFINE
RLI CORP	COM	749607107	88	1525	SH	DEFINE

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

ROBBINS & MYERS INC	COM	770196103	7966	173202	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	395	12900	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	41426	1353800	SH	DEFINE
ROCK-TENN CO	CL A	772739207	223	3215	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	211209	2231470	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	1555	16425	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	591	6240	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	78759	1214860	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	735	11330	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	58083	1470460	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	157	4325	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	62	1700	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	261585	7190430	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	325741	3767530	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	29068	336200	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	198	2287	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	104	1200	SH	DEFINE
ROVI CORP	COM	779376102	18812	350641	SH	DEFINE
ROWAN COS INC	COM	779382100	144341	3267117	SH	DEFINE
ROWAN COS INC	COM	779382100	14455	327180	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	217	3500	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	819	13211	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	380453	6147151	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1862	30200	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	6267	85574	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	21900	299014	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	8079	110306	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	172166	2350707	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	20401	280000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	31723	435396	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	2	30	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	5379	73825	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	12519	171817	SH	DEFINE
ROYAL GOLD INC	COM	780287108	23517	448800	SH	DEFINE
RPM INTL INC	COM	749685103	70569	2973851	SH	DEFINE
RPM INTL INC	COM	749685103	5689	239754	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	32630	1047500	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	20893	751556	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	500	17997	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1798	39000	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	70	1525	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	362	15387	SH	DEFINE
SAIA INC	COM	78709Y105	4098	250000	SH	DEFINE
SAIC INC	COM	78390X101	2137	126300	SH	DEFINE
SAIC INC	COM	78390X101	10654	629660	SH	DEFINE
SAIC INC	COM	78390X101	2820	166640	SH	DEFINE
SAIC INC	COM	78390X101	32314	1909840	SH	DEFINE
SAIC INC	COM	78390X101	357	21110	SH	DEFINE
SAIC INC	COM	78390X101	12075	713633	SH	DEFINE
SAIC INC	COM	78390X101	1400	82734	SH	DEFINE
SAIC INC	COM	78390X101	3497	206660	SH	DEFINE
SAIC INC	COM	78390X101	13873	819940	SH	DEFINE
SAIC INC	COM	78390X101	34307	2027580	SH	DEFINE
SAIC INC	COM	78390X101	80	4740	SH	DEFINE
SAKS INC	COM	79377W108	27936	2470058	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	107476	804580	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	5682	42540	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	267	2000	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	336	2518	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	99527	2841170	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	596	17000	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	2431	69400	SH	DEFINE

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

SALIX PHARMACEUTICALS INC	COM	795435106	231	6583	SH	DEFINE
SALIX PHARMACEUTICALS INC	NOTE 2.750% 5/1	1795435AC0	21625	20000000	PRN	DEFINE
SANDERSON FARMS INC	COM	800013104	2264	49300	SH	DEFINE
SANDISK CORP	COM	80004C101	971	21071	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	4706	402200	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	499	14160	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	21055	597804	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	252	7160	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	249	7073	SH	DEFINE
SAP AG	SPON ADR	803054204	2307	37597	SH	DEFINE
SAP AG	SPON ADR	803054204	29195	475799	SH	DEFINE
SAP AG	SPON ADR	803054204	412	6720	SH	DEFINE
SAP AG	SPON ADR	803054204	71986	1173170	SH	DEFINE
SAPIENT CORP	COM	803062108	5735	500876	SH	DEFINE
SAPIENT CORP	COM	803062108	961	83900	SH	DEFINE
SAPIENT CORP	COM	803062108	3827	334200	SH	DEFINE
SARA LEE CORP	COM	803111103	2343	132587	SH	DEFINE
SARA LEE CORP	COM	803111103	30	1700	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	18	306	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	38361	661970	SH	DEFINE
SAUL CTRS INC	COM	804395101	223	5000	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	11787	1112020	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	219	20700	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	27297	2575210	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	858	80900	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	NOTE 4.750% 2/0	80517QAA8	11669	9839000	PRN	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	151096	3807830	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	888	22374	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	3349	84400	SH	DEFINE
SCANA CORP NEW	COM	80589M102	35433	900000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	799	20285	SH	DEFINE
SCANSOURCE INC	COM	806037107	4403	115890	SH	DEFINE
SCHAWK INC	CL A	806373106	2686	138181	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	234	3328	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	276467	2964473	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	140636	1507999	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	19	200	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	7815	83800	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	58	620	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1212	13000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	642	6875	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	19398	208000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	2238	24000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	354	3797	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1380	14800	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	235	8700	SH	DEFINE
SCHULMAN A INC	COM	808194104	6936	280573	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	760	42152	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	306	35000	SH	DEFINE
SCORPIO TANKERS INC	SHS	Y7542C106	2362	228850	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	42722	738500	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	1159	20037	SH	DEFINE
SEACOAST BKG CORP FLA	COM	811707306	316	200000	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	300	8298	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	4598	126885	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	243	6700	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	66933	1851400	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	821	56988	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	150652	10461938	SH	DEFINE
SEALY CORP	COM	812139301	20027	7884645	SH	DEFINE
SEALY CORP	SR SECD 3RD 8%	812139400	46080	606511	PRN	DEFINE
SEATTLE GENETICS INC	COM	812578102	1216	78100	SH	DEFINE

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

SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	28	345	SH	DEFINE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	87935	1101810	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	26716	1544300	SH	DEFINE
SEMPRA ENERGY	COM	816851109	4494	84000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	710238	13275482	SH	DEFINE
SEMPRA ENERGY	COM	816851109	191	3576	SH	DEFINE
SEMPRA ENERGY	COM	816851109	28	520	SH	DEFINE
SEMPRA ENERGY	COM	816851109	738	13770	SH	DEFINE
SEMPRA ENERGY	COM	816851109	900	16819	SH	DEFINE
SEMTECH CORP	COM	816850101	6755	270000	SH	DEFINE
SEMTECH CORP	COM	816850101	5720	228600	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	3626	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	17417	583094	SH	DEFINE
SENSATA TECHNOLOGIES HLDG BV	SHS	N7902X106	89207	2568600	SH	DEFINE
SENSATA TECHNOLOGIES HLDG BV	SHS	N7902X106	740	21300	SH	DEFINE
SENSIENT TECHNOLOGIES CORP	COM	81725T100	32913	918320	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	1680	265348	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	36	5730	SH	DEFINE
SEQUENOM INC	COM NEW	817337405	99	15620	SH	DEFINE
SERVICE CORP INTL	COM	817565104	572	51700	SH	DEFINE
SERVICE CORP INTL	COM	817565104	35917	3247470	SH	DEFINE
SERVICE CORP INTL	COM	817565104	453	40971	SH	DEFINE
SERVICE CORP INTL	COM	817565104	590	53330	SH	DEFINE
SFN GROUP INC	COM	784153108	14021	995082	SH	DEFINE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	321	15075	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	1398	16650	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	1999	22070	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	8415	300000	SH	DEFINE
SHORETEL INC	COM	825211105	4475	543700	SH	DEFINE
SHORETEL INC	COM	825211105	537	65200	SH	DEFINE
SHORETEL INC	COM	825211105	2091	254100	SH	DEFINE
SHORETEL INC	COM	825211105	3949	479813	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	4626	433100	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	739	69200	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	2934	274700	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	16076	1505258	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	7360	53588	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	16939	123334	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	408	2970	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	71392	519820	SH	DEFINE
SIERRA WIRELESS INC	COM	826516106	6674	610600	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1725	27100	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	55685	875000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	4719	74156	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	60482	1072370	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	688	12200	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	2937	52081	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	133856	3097808	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	3328	77015	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	25	590	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	124	2880	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	2657	61500	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	168	3879	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	5905	977660	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	3731	617660	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	11390	1885770	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	356	59020	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	909	150500	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	14470	2395637	SH	DEFINE
SILVER STD RES INC	COM	82823L106	1222	39000	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	43266	997860	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	104	2405	SH	DEFINE

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

SILVER WHEATON CORP	COM	828336107	11521	265275	SH	DEFINE
SILVERCORP METALS INC	COM	82835P103	799	54900	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	6059	56543	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	56666	528796	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	1163	10857	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	50256	1705918	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	44	1500	SH	DEFINE
SINA CORP	ORD	G81477104	5352	50000	SH	DEFINE
SINA CORP	ORD	G81477104	75	700	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	9	496	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	55603	2956030	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	188	10012	SH	DEFINE
SKYWEST INC	COM	830879102	58647	3466136	SH	DEFINE
SKYWORKS SOLUTIONS INC	COM	83088M102	6738	207842	SH	DEFINE
SKYWORKS SOLUTIONS INC	COM	83088M102	1884	58110	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	113	1500	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	15528	206490	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	331	4400	SH	DEFINE
SLM CORP	COM	78442P106	4000	261450	SH	DEFINE
SM ENERGY CO	COM	78454L100	255901	3449260	SH	DEFINE
SM ENERGY CO	COM	78454L100	357	4807	SH	DEFINE
SMART TECHNOLOGIES INC	CL A SUB VTG S	83172R108	33117	3243600	SH	DEFINE
SMITH A O	COM	831865209	31386	707850	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	44971	1869100	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	3794	53147	SH	DEFINE
SOHU COM INC	COM	83408W103	48082	538067	SH	DEFINE
SONIC AUTOMOTIVE INC	CL A	83545G102	49308	3519520	SH	DEFINE
SONOCO PRODS CO	COM	835495102	50	1390	SH	DEFINE
SONY CORP	ADR NEW	835699307	4619	145114	SH	DEFINE
SONY CORP	ADR NEW	835699307	703	22100	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	426	7611	SH	DEFINE
SOUTHERN CO	COM	842587107	1148307	30131390	SH	DEFINE
SOUTHERN CO	COM	842587107	3049	80007	SH	DEFINE
SOUTHERN CO	COM	842587107	22	590	SH	DEFINE
SOUTHERN CO	COM	842587107	591	15494	SH	DEFINE
SOUTHERN CO	COM	842587107	1252	32864	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	1004	24932	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	4003	547560	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	823	65200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	871	68986	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	20253	471340	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	591	13743	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	221	5600	SH	DEFINE
SPARTON CORP	COM	847235108	3764	484371	SH	DEFINE
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	257	2090	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	28438	203392	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	783	5600	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	524	3750	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	66575	502414	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	53622	404667	SH	DEFINE
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	2506	13957	SH	DEFINE
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	694	17150	SH	DEFINED
SPDR SERIES TRUST	NUVN BRCLY MUNI	78464A458	5426	246753	SH	DEFINED
SPDR SERIES TRUST	DJ REIT ETF	78464A607	26273	406700	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	408324	15022950	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	2701	99376	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	487	17872	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1795	66045	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	307	66143	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1090	234820	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	7979	1719693	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	51292	11054397	SH	DEFINE

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

SPRINT NEXTEL CORP	COM SER 1	852061100	1418	305683	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	2490	536550	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	318028	68540523	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	20849	4493230	SH	DEFINE
SPROTT RESOURCE LENDING CORP	UNIT	85207J100	3484	1898400	SH	DEFINE
SPX CORP	COM	784635104	249	3133	SH	DEFINE
SPX CORP	COM	784635104	453	5700	SH	DEFINE
SPX CORP	COM	784635104	848	10680	SH	DEFINE
SPX CORP	COM	784635104	1442	18160	SH	DEFINE
SPX CORP	COM	784635104	1406	17710	SH	DEFINE
ST JUDE MED INC	COM	790849103	1501	29277	SH	DEFINE
ST JUDE MED INC	COM	790849103	621	12120	SH	DEFINE
STAMPS COM INC	COM NEW	852857200	2276	170500	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	108603	2354800	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	3447	44997	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	246428	3217072	SH	DEFINE
STANLEY BLACK & DECKER INC	UNIT 99/99/9999	854502309	23948	200000	SH	DEFINE
STANTEC INC	COM	85472N109	6898	230522	SH	DEFINE
STAPLES INC	COM	855030102	3095	159380	SH	DEFINE
STAPLES INC	COM	855030102	58	3000	SH	OTHER
STARBUCKS CORP	COM	855244109	1436	38863	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	98758	1699200	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	7	112	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	10398	178900	SH	DEFINE
STATE STR CORP	COM	857477103	40616	903791	SH	DEFINE
STATE STR CORP	COM	857477103	20359	453027	SH	DEFINE
STATE STR CORP	COM	857477103	4497	100066	SH	DEFINE
STATE STR CORP	COM	857477103	49	1100	SH	DEFINE
STATE STR CORP	COM	857477103	347	7720	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	140	5080	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	19522	706289	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	54690	2913700	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	60048	1298057	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	18959	409837	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	13112	3388100	SH	DEFINE
STERICYCLE INC	COM	858912108	81155	915250	SH	DEFINE
STERICYCLE INC	COM	858912108	1922	21680	SH	DEFINE
STERICYCLE INC	COM	858912108	530	5974	SH	DEFINE
STERIS CORP	COM	859152100	57644	1668900	SH	DEFINE
STERIS CORP	COM	859152100	166	4800	SH	DEFINE
STIFEL FINL CORP	COM	860630102	5155	71800	SH	DEFINE
STIFEL FINL CORP	COM	860630102	689	9600	SH	DEFINE
STIFEL FINL CORP	COM	860630102	2793	38900	SH	DEFINE
STR HLDGS INC	COM	78478V100	19782	1031400	SH	DEFINE
STR HLDGS INC	COM	78478V100	925	48250	SH	DEFINE
STR HLDGS INC	COM	78478V100	3694	192600	SH	DEFINE
STR HLDGS INC	COM	78478V100	3479	181377	SH	DEFINE
STRATASYS INC	COM	862685104	4625	98400	SH	DEFINE
STRATASYS INC	COM	862685104	710	15100	SH	DEFINE
STRATASYS INC	COM	862685104	2923	62200	SH	DEFINE
STRYKER CORP	COM	863667101	109860	1806915	SH	DEFINE
STRYKER CORP	COM	863667101	6080	100000	SH	DEFINE
STRYKER CORP	COM	863667101	11386	187267	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	1337	42659	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	77	2447	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	163249	5196535	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	999	22352	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	2390	53300	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	40	900	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	154952	3457834	SH	DEFINE
SUNOPTA INC	COM	8676EP108	17368	2340758	SH	DEFINE
SUNPOWER CORP	COM CL B	867652307	800	48000	SH	DEFINE

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

SUNTRUST BKS INC	COM	867914103	419	14514	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	39	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	26725	651830	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	1193	29100	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	4871	118800	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	4082	99549	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	5298	456300	SH	DEFINE
SUPERVALU INC	COM	868536103	92	10301	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	3637	66700	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	9156	167088	SH	DEFINE
SYMANTEC CORP	COM	871503108	1121	60460	SH	DEFINE
SYMANTEC CORP	COM	871503108	314121	16942894	SH	DEFINE
SYMANTEC CORP	COM	871503108	837	45160	SH	DEFINE
SYMANTEC CORP	COM	871503108	2082	112320	SH	DEFINE
SYMANTEC CORP	COM	871503108	2683	144695	SH	DEFINE
SYMANTEC CORP	COM	871503108	1021	55096	SH	DEFINE
SYMANTEC CORP	COM	871503108	5816	313686	SH	DEFINE
SYMANTEC CORP	COM	871503108	68977	3720420	SH	DEFINE
SYMANTEC CORP	COM	871503108	33894	1828160	SH	DEFINE
SYMANTEC CORP	COM	871503108	101	5470	SH	DEFINE
SYMETRA FINL CORP	COM	87151Q106	122496	9007063	SH	DEFINE
SYMS CORP	COM	871551107	9610	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	12408	190402	SH	DEFINE
SYNOVUS FINL CORP	COM	87161C105	310	129100	SH	DEFINE
SYNTEL INC	COM	87162H103	4810	92100	SH	DEFINE
SYNTEL INC	COM	87162H103	1763	33750	SH	DEFINE
SYSCO CORP	COM	871829107	5698	205719	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	146	11982	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	28710	2357117	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1636	134300	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	23586	1936468	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	619	50857	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	3040	249609	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	24772	2033841	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	344	28235	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	47744	3919886	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	123734	10158763	SH	DEFINE
TALECRIS BIOTHERAPEUTICS HLD	COM	874227101	28544	1065070	SH	DEFINE
TALEO CORP	CL A	87424N104	53614	1503894	SH	DEFINE
TALEO CORP	CL A	87424N104	460	12900	SH	DEFINE
TALEO CORP	CL A	87424N104	1925	54000	SH	DEFINE
TALEO CORP	CL A	87424N104	1861	52200	SH	DEFINE
TALEO CORP	CL A	87424N104	207	5808	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	777	31513	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	27799	1127543	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	34625	1400909	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	944	38200	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	6597	267114	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	11910	482204	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	10550	428100	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	185742	7514930	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	414076	16753615	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	72	2900	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	1544	540000	SH	DEFINE
TARGACEPT INC	COM	87611R306	2659	100000	SH	DEFINE
TARGET CORP	COM	87612E106	285941	5717680	SH	DEFINE
TARGET CORP	COM	87612E106	14280	285538	SH	DEFINE
TARGET CORP	COM	87612E106	60	1200	SH	OTHER
TARGET CORP	COM	87612E106	12400	247952	SH	DEFINE
TARGET CORP	COM	87612E106	1645	32900	SH	DEFINE
TARGET CORP	COM	87612E106	434	8670	SH	DEFINE
TARGET CORP	COM	87612E106	2618	52344	SH	DEFINE

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

TARGET CORP	COM	87612E106	33	660	SH	DEFINE
TARGET CORP	COM	87612E106	192563	3850492	SH	DEFINE
TARGET CORP	COM	87612E106	37051	740864	SH	DEFINE
TARGET CORP	COM	87612E106	11	210	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	54	1000	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	9998	186600	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	182	3400	SH	DEFINE
TE CONNECTIVITY LTD	SHS	H84989104	607	17435	SH	DEFINE
TE CONNECTIVITY LTD	SHS	H84989104	239889	6889411	SH	DEFINE
TE CONNECTIVITY LTD	SHS	H84989104	15691	450645	SH	DEFINE
TE CONNECTIVITY LTD	SHS	H84989104	3210	92199	SH	DEFINE
TE CONNECTIVITY LTD	SHS	H84989104	2997	86080	SH	DEFINE
TE CONNECTIVITY LTD	SHS	H84989104	16604	476861	SH	DEFINE
TE CONNECTIVITY LTD	SHS	H84989104	3541	101695	SH	DEFINE
TE CONNECTIVITY LTD	SHS	H84989104	216179	6208485	SH	DEFINE
TE CONNECTIVITY LTD	SHS	H84989104	383	11000	SH	DEFINE
TE CONNECTIVITY LTD	SHS	H84989104	75	2166	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	19871	375167	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	129	2442	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	12228	230750	SH	DEFINE
TECO ENERGY INC	COM	872375100	270625	14425650	SH	DEFINE
TECO ENERGY INC	COM	872375100	2288	121956	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	3003	322227	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	11022	1100000	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	79782	2160353	SH	DEFINE
TELECOM ARGENTINA S A	SPON ADR REP B	879273209	28470	1147988	SH	DEFINE
TELECOMUNICACOES DE SAO PAUL	SPON ADR PFD	87929A102	2300	93392	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	520	10050	SH	DEFINE
TELEFLEX INC	COM	879369106	160047	2760386	SH	DEFINE
TELEFLEX INC	COM	879369106	28990	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	209	3600	SH	DEFINE
TELEFLEX INC	COM	879369106	75	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	466	18494	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	113819	4513035	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	2836	112431	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	20046	794841	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	320	12690	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	15970	633225	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	257687	10217554	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	853	46700	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	19	400	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	178482	3679051	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	419	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	141	8466	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	309	18532	SH	SOLE
TEMPLETON GLOBAL INCOME FD	COM	880198106	282	26910	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	267	11143	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	10	210	SH	DEFINE
TENARIS S A	SPONSORED ADR	88031M109	97230	1965840	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	394	52900	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	376271	50506219	SH	DEFINE
TENNECO INC	COM	880349105	50885	1198700	SH	DEFINE
TENNECO INC	COM	880349105	679	16000	SH	DEFINE
TENNECO INC	COM	880349105	2780	65500	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	35361	697450	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	29961	590949	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	2753	54300	SH	DEFINE
TERADYNE INC	COM	880770102	324	18200	SH	DEFINE
TEREX CORP NEW	COM	880779103	185	5000	SH	DEFINE
TEREX CORP NEW	COM	880779103	83754	2261150	SH	DEFINE
TEREX CORP NEW	COM	880779103	1615	43600	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	108031	3005871	SH	DEFINE

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

TESCO CORP	COM	88157K101	7175	326865	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	78213	1558950	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	51283	1022185	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	15	300	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	4188	83480	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	39	770	SH	DEFINE
TEXAS INDS INC	COM	882491103	26731	591000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	10717	310100	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	14265	412769	SH	DEFINE
TEXTRON INC	COM	883203101	105618	3856070	SH	DEFINE
TEXTRON INC	COM	883203101	249	9100	SH	DEFINE
TFS FINL CORP	COM	87240R107	1612	151800	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	6944	125000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	6195	111528	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	29735	500000	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	196	5000	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	381	9703	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	295694	7520132	SH	DEFINE
THOR INDS INC	COM	885160101	94080	2819300	SH	DEFINE
THORATEC CORP	COM NEW	885175307	26555	1024110	SH	DEFINE
THORATEC CORP	COM NEW	885175307	602	23200	SH	DEFINE
THORATEC CORP	COM NEW	885175307	29	1130	SH	DEFINE
THORATEC CORP	COM NEW	885175307	169	6520	SH	DEFINE
THORATEC CORP	COM NEW	885175307	2391	92200	SH	DEFINE
THQ INC	COM NEW	872443403	2623	575183	SH	DEFINE
THQ INC	COM NEW	872443403	317	69464	SH	DEFINE
THQ INC	COM NEW	872443403	1299	284900	SH	DEFINE
THRESHOLD PHARMACEUTICAL INC	COM NEW	885807206	152	98400	SH	DEFINE
TIBCO SOFTWARE INC	COM	88632Q103	3406	125000	SH	DEFINE
TIDEWATER INC	COM	886423102	126706	2117066	SH	DEFINE
TIDEWATER INC	COM	886423102	1133	18927	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	2584	42056	SH	DEFINE
TIM HORTONS INC	COM	88706M103	9456	208550	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	2212	31000	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1090	15276	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	613834	8604345	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	26650	373565	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	5284	74062	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	56692	794669	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	34774	487437	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	3235	45349	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	9554	133917	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	411009	5761266	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	55281	774893	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	187	2615	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1151	32239	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	518566	14525668	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	895	25076	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1329	37226	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	12144	340192	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	535	14990	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	18973	531453	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1414	39614	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	476	13326	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	326734	9152205	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	26772	749902	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	108	3030	SH	DEFINE
TIMKEN CO	COM	887389104	36207	692300	SH	DEFINE
TIVO INC	COM	888706108	475	54200	SH	DEFINE
TJX COS INC NEW	COM	872540109	9102	183035	SH	DEFINE
TJX COS INC NEW	COM	872540109	1164	23400	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	68062	3442672	SH	DEFINE

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

TORCHMARK CORP	COM	891027104	615	9255	SH	DEFINE
TORCHMARK CORP	COM	891027104	5324	80080	SH	DEFINE
TORCHMARK CORP	COM	891027104	19273	289907	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	150	1700	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	14616	165022	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	295843	3339439	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	37283	611490	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	3477	57023	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	25443	417296	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	1168	19150	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	21255	348607	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	234	3840	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	3041	49870	SH	DEFINE
TOTAL SYS SVCS INC	COM	891906109	1813	100600	SH	DEFINE
TOWER GROUP INC	COM	891777104	57507	2393116	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	2408	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	82	1021	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	363	4525	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	14897	185630	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	59765	744730	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	2730	45600	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	494	8260	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	1814	30300	SH	DEFINE
TRANSALTA CORP	COM	89346D107	1158	55000	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	79544	1634348	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	714	14666	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	141	3475	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	5708	140840	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	226055	5581319	SH	DEFINE
TRANSCEPT PHARMACEUTICALS IN	COM	89354M106	3109	379600	SH	DEFINE
TRANSCEPT PHARMACEUTICALS IN	COM	89354M106	205	25000	SH	DEFINE
TRANSCEPT PHARMACEUTICALS IN	COM	89354M106	770	94000	SH	DEFINE
TRANSGLOBE ENERGY CORP	COM	893662106	9883	651100	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	1187	15222	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	1560	20010	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	671306	8612006	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	35510	597000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2670	44893	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	76057	1337370	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	2112	37130	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	4123	72500	SH	DEFINE
TRIANGLE PETE CORP	COM NEW	89600B201	13622	1641264	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	228804	4527175	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	16842	333245	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	15	300	SH	OTHER
TRIMBLE NAVIGATION LTD	COM	896239100	1703	33700	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	3826	75700	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	642	12695	SH	DEFINE
TRINITY INDS INC	COM	896522109	179580	4897200	SH	DEFINE
TRINITY INDS INC	COM	896522109	258	7025	SH	DEFINE
TRIQUINT SEMICONDUCTOR INC	COM	89674K103	3486	270000	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	40155	6771487	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	36	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	173	15800	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	7602	1551514	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	23	1500	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	16969	1129033	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1425	94801	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	43854	2917788	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	8806	585916	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	7158	476229	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	2526	168059	SH	DEFINE

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

TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	178810	11896888	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	53531	3561593	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	30	1250	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	57018	2340650	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	1520	33948	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	10596	236673	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	2002	44712	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	751	16769	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	5408	120785	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	367976	8219244	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	14351	320540	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	100	2226	SH	DEFINE
TYSON FOODS INC	CL A	902494103	3146	163925	SH	DEFINE
UBS AG	SHS NEW	H89231338	4	215	SH	DEFINE
UBS AG	SHS NEW	H89231338	767391	42758196	SH	DEFINE
UBS AG	SHS NEW	H89231338	576	32106	SH	DEFINE
UBS AG	SHS NEW	H89231338	2307	128085	SH	DEFINE
UBS AG	SHS NEW	H89231338	16342	910606	SH	DEFINE
UBS AG	SHS NEW	H89231338	251	13997	SH	DEFINE
UBS AG	SHS NEW	H89231338	21207	1180848	SH	DEFINE
UBS AG	SHS NEW	H89231338	195	10840	SH	DEFINE
UBS AG	SHS NEW	H89231338	98838	5507355	SH	DEFINE
UBS AG	SHS NEW	H89231338	126684	7041658	SH	DEFINE
UBS AG	SHS NEW	H89231338	64	3587	SH	DEFINE
UDR INC	COM	902653104	13458	552221	SH	DEFINE
UDR INC	COM	902653104	288	11826	SH	DEFINE
UIL HLDG CORP	COM	902748102	42728	1400000	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	45495	945240	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	284	5900	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	1107	23000	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	1364	23215	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	17942	3531985	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	51289	753700	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	558	8200	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	1973	29000	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	19613	625400	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	972	30999	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	566	18080	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	18795	599335	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	607	19370	SH	DEFINE
UNION PAC CORP	COM	907818108	70132	713230	SH	DEFINE
UNION PAC CORP	COM	907818108	34701	352900	SH	DEFINE
UNION PAC CORP	COM	907818108	20	200	SH	DEFINE
UNION PAC CORP	COM	907818108	221	2250	SH	DEFINE
UNIT CORP	COM	909218109	73370	1184350	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	24140	1050000	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	5865	255120	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	1841	41080	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	24756	333100	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	25934	348947	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	74	1000	SH	OTHER
UNITED PARCEL SERVICE INC	CL B	911312106	1538	20700	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	22477	302441	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	3292	44290	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	754	10150	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	11000	148014	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2364	31809	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	3418	45990	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	459523	6183039	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	34775	467911	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	111	1490	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	6636	123030	SH	DEFINE

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

UNITED STATES STL CORP NEW	COM	912909108	9400	174270	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	440	8150	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	281591	3326534	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	138712	1638650	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	86094	1017063	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	1549	18300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	25	300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	1142	13485	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	462	5461	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	11762	175500	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	4520	100000	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	4785	105862	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	1122526	24834640	SH	DEFINE
UNIVERSAL CORP VA	COM	913456109	5834	134000	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	64200	1751718	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	39034	790000	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	277	5600	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	268	5426	SH	DEFINE
UNIVERSAL STAINLESS & ALLOY	COM	913837100	6746	200000	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	6295	323655	SH	DEFINE
UNUM GROUP	COM	91529Y106	8002	304830	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	86040	2884350	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	165	5525	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	38	1260	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	219	7340	SH	DEFINE
URS CORP NEW	COM	903236107	212	4600	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	12577	475854	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	39555	1496587	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	7585	286990	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	56	2130	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	832	31369	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	861	32572	SH	DEFINE
USA TRUCK INC	COM	902925106	3640	280000	SH	DEFINE
V F CORP	COM	918204108	49265	500000	SH	DEFINE
V F CORP	COM	918204108	17661	179240	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	19504	400000	SH	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	862	9100	PRN	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	7495	79100	PRN	DEFINE
VALE S A	ADR	91912E105	4215	126399	SH	DEFINE
VALE S A	ADR	91912E105	1844	55300	SH	DEFINE
VALE S A	ADR	91912E105	3751	112480	SH	DEFINE
VALE S A	ADR	91912E105	389	11675	SH	DEFINE
VALE S A	ADR	91912E105	235	7050	SH	DEFINE
VALE S A	ADR	91912E105	62965	1888020	SH	DEFINE
VALE S A	ADR	91912E105	18933	567704	SH	DEFINE
VALE S A	ADR	91912E105	8668	259900	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	13739	465400	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	15803	535337	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	3556	120450	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	108403	3672195	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	295	9990	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	30573	1035675	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	15070	510515	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	1408836	47724794	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	342624	11606514	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	217766	7376884	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	142	4802	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	448	9000	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	20071	402168	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	1444	48421	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	25610	858805	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	15914	533655	SH	DEFINE

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

VALERO ENERGY CORP NEW	COM	91913Y100	540	18100	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	872	29250	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	107930	3238227	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	5956	178684	SH	DEFINE
VANGUARD BD INDEX FD INC	SHORT TRM BOND	921937827	789	9840	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	70094	1432835	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	31265	403787	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	64	830	SH	OTHER
VANGUARD SCOTTSDALE FDS	INT-TERM GOV	92206C706	359	5937	SH	DEFINE
VANGUARD TAX-MANAGED FD	MSCI EAFE ETF	921943858	5410	145006	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	80011	1182900	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	12499	184786	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	173	2554	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	49016	1007100	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	1980	40675	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	4142	85100	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	38543	2807230	SH	DEFINE
VCA ANTECH INC	COM	918194101	3389	134600	SH	DEFINE
VCA ANTECH INC	COM	918194101	526	20900	SH	DEFINE
VCA ANTECH INC	COM	918194101	2233	88700	SH	DEFINE
VECTREN CORP	COM	92240G101	24480	900000	SH	DEFINE
VECTREN CORP	COM	92240G101	364	13381	SH	DEFINE
VENTAS INC	COM	92276F100	13723	252717	SH	DEFINE
VENTAS INC	COM	92276F100	418	7700	SH	DEFINE
VEOLIA ENVIRONNEMENT	SPONSORED ADR	92334N103	1890	60630	SH	DEFINE
VERIGY LTD	SHS	Y93691106	4	285	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	9828	300000	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	46	1400	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	485305	12592233	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	60946	1581379	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	39	1000	SH	OTHER
VERIZON COMMUNICATIONS INC	COM	92343V104	971	25190	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	9596	200200	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	144	3000	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	250	4700	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	993	21345	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	97631	2098694	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	12308	264581	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	28311	608580	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	18402	395582	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	549	11810	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	411793	8851962	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	14390	309340	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	160	3430	SH	DEFINE
VIASAT INC	COM	92552V100	72673	1824100	SH	DEFINE
VIASAT INC	COM	92552V100	904	22700	SH	DEFINE
VIASAT INC	COM	92552V100	3586	90000	SH	DEFINE
VIASAT INC	COM	92552V100	4579	114946	SH	DEFINE
VIEWPOINT FINL GROUP INC MD	COM	92672A101	6627	509798	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	8554	293953	SH	DEFINE
VIMPELCOM LTD	SPONSORED ADR	92719A106	3447	244100	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	161311	5804644	SH	DEFINE
VISA INC	COM CL A	92826C839	89203	1211670	SH	DEFINE
VISA INC	COM CL A	92826C839	31306	425241	SH	DEFINE
VISA INC	COM CL A	92826C839	5890	80000	SH	DEFINE
VISA INC	COM CL A	92826C839	32	440	SH	DEFINE
VISA INC	COM CL A	92826C839	1141	15500	SH	DEFINE
VISA INC	COM CL A	92826C839	298	4050	SH	DEFINE
VISA INC	COM CL A	92826C839	17765	241300	SH	DEFINE
VISA INC	COM CL A	92826C839	2209	30000	SH	DEFINE
VISA INC	COM CL A	92826C839	266	3618	SH	DEFINE
VISA INC	COM CL A	92826C839	1303	17700	SH	DEFINE

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

VISIONCHINA MEDIA INC	SPONS ADR	92833U103	221	51061	SH	DEFINE
VISTAPRINT N V	SHS	N93540107	875	16860	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	2280	67400	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	362	10700	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	1455	43000	SH	DEFINE
VMWARE INC	CL A COM	928563402	8154	100000	SH	DEFINE
VMWARE INC	CL A COM	928563402	8453	103670	SH	DEFINE
VMWARE INC	CL A COM	928563402	2361	28950	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	20372	708580	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	36548	1271251	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	797	27501	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	27766	965778	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	148433	5162877	SH	DEFINE
VOLCOM INC	COM	92864N101	21193	1143720	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	8810	354800	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	802	32300	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	3258	131200	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	334	3818	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	29628	338603	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	600	6859	SH	DEFINE
W P CAREY & CO LLC	COM	92930Y107	582	16300	SH	DEFINE
WABASH NATL CORP	COM	929566107	34386	2969469	SH	DEFINE
WABTEC CORP	COM	929740108	471	6950	SH	DEFINE
WAL MART STORES INC	COM	931142103	303816	5837000	SH	DEFINE
WAL MART STORES INC	COM	931142103	14753	283440	SH	DEFINE
WAL MART STORES INC	COM	931142103	17958	345015	SH	DEFINE
WAL MART STORES INC	COM	931142103	146397	2812630	SH	DEFINE
WAL MART STORES INC	COM	931142103	31	600	SH	DEFINE
WAL MART STORES INC	COM	931142103	4010	77035	SH	DEFINE
WAL MART STORES INC	COM	931142103	57	1100	SH	DEFINE
WALGREEN CO	COM	931422109	18041	449454	SH	DEFINE
WALGREEN CO	COM	931422109	8210	204527	SH	DEFINE
WALGREEN CO	COM	931422109	53	1310	SH	DEFINE
WALGREEN CO	COM	931422109	296	7380	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	38737	677344	SH	DEFINE
WARNER CHILCOTT PLC IRELAND	SHS A	G94368100	9733	418100	SH	DEFINE
WARNER CHILCOTT PLC IRELAND	SHS A	G94368100	33	1400	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	270	616	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	880	23580	SH	DEFINE
WATERS CORP	COM	941848103	174702	2010380	SH	DEFINE
WATERS CORP	COM	941848103	5834	67138	SH	DEFINE
WATERS CORP	COM	941848103	289	3326	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	46175	824400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	129	2310	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	22586	403242	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	743	13270	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	42630	761122	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	518	9250	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	28967	517182	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2264	40418	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	5105	91140	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	18098	323119	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	56612	1010751	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	125	2240	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	39233	1027319	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	19	500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	61	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	121387	5371080	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	1938	85740	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	1383	61200	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	5342	100000	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	24	455	SH	DEFINE

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

WELLPOINT INC	COM	94973V107	216	3093	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1018302	32123090	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	27161	856819	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	48	1500	SH	OTHER
WELLS FARGO & CO NEW	COM	949746101	1896	59800	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	833438	26291411	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	63	1980	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1057	33221	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	2242	70737	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	648673	626616	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	11912	450000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	12229	462000	SH	DEFINE
WESCO INTL INC	DBCV 6.000% 9/1	95082PAH8	36176	15200000	PRN	DEFINE
WEST COAST BANCORP ORE NEW	COM	952145100	29616	8535000	SH	DEFINE
WEST MARINE INC	COM	954235107	20962	2009750	SH	DEFINE
WEST MARINE INC	COM	954235107	15158	1453296	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	158803	3547086	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	11889	450000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	44666	1690600	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	11	410	SH	DEFINE
WESTERN LIBERTY BANCORP	COM	961443108	2165	556530	SH	DEFINE
WESTERN UN CO	COM	959802109	19854	955900	SH	DEFINE
WESTERN UN CO	COM	959802109	417	20056	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	4660	514380	SH	DEFINE
WESTLAKE CHEM CORP	COM	960413102	24655	438700	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	127932	5200507	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	904	36732	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	440501	17906534	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	164	449	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	647058	1776656	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	12713	722550	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	3	40	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	20376	309200	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	31183	1000100	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	4453	142815	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	268380	8607430	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	1536	29650	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	7782	604661	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	300	23300	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	24334	1820055	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	1389	94806	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	62220	2040000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	823	26970	SH	DEFINE
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	3413	137675	SH	DEFINE
WMS INDS INC	COM	929297109	15413	436000	SH	DEFINE
WMS INDS INC	COM	929297109	283	8000	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	70414	1888780	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	895	24000	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	3687	98900	SH	DEFINE
WPP PLC	ADR	92933H101	392	6350	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	634	192460	SH	DEFINE
WSFS FINL CORP	COM	929328102	3105	65919	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	6363	50000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	11181	468000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	609070	25494781	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	499	20893	SH	DEFINE
XENOPORT INC	COM	98411C100	2058	347100	SH	DEFINE
XEROX CORP	COM	984121103	6710	630000	SH	DEFINE
XEROX CORP	COM	984121103	75415	7081200	SH	DEFINE
XEROX CORP	COM	984121103	63	5935	SH	DEFINE
XEROX CORP	COM	984121103	904175	84899082	SH	DEFINE
XEROX CORP	COM	984121103	40	3780	SH	DEFINE

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

XEROX CORP	COM	984121103	789	73939	SH	DEFINE
XEROX CORP	COM	984121103	1439	135121	SH	DEFINE
XILINX INC	COM	983919101	153356	4675490	SH	DEFINE
XILINX INC	COM	983919101	1275	38862	SH	DEFINE
XILINX INC	COM	983919101	16	480	SH	DEFINE
XILINX INC	COM	983919101	98	2990	SH	DEFINE
XILINX INC	COM	983919101	477	14541	SH	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	148	62860	SH	DEFINE
XUEDA ED GROUP	SPONSORED ADR	98418W109	788	82400	SH	DEFINE
YAHOO INC	COM	984332106	34133	2050000	SH	DEFINE
YAHOO INC	COM	984332106	4609	276837	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	52054	4213893	SH	DEFINE
YANZHOU COAL MNG CO LTD	SPON ADR H SHS	984846105	9871	272150	SH	DEFINE
YM BIOSCIENCES INC	COM	984238105	1214	456300	SH	DEFINE
YM BIOSCIENCES INC	COM	984238105	13	5000	SH	DEFINE
YOUKU COM INC	SPONSORED ADR	98742U100	2376	50000	SH	DEFINE
YPF SOCIEDAD ANONIMA	SPON ADR CL D	984245100	11979	268948	SH	DEFINE
YUM BRANDS INC	COM	988498101	12489	243070	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	3874	64000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	6251	103279	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	203835	3367502	SH	DEFINE

	GRAND TOTAL			152067382		