

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

FRANKLIN RESOURCES INC
Form 13F-HR
February 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: December 31, 2010

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

Institutional Investment Manager Filing this Report:

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

Form 13F File Number: 028-00734

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

Person Signing this Report on Behalf of Reporting Manager:

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

Signature, Place, and Date of Signing:

/s/ROBERT C. ROSSELOT Fort Lauderdale, FL February 3, 2011
[Signature] [City,State] [Date]

Report Type (Check only one.):

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

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 14
 Form 13F Information Table Entry Total: 3763
 Form 13F Information Table Value Total: 141,813,436

(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 12/31/2010
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST MENT DISCRE TION
3M CO	COM	88579Y101	3607	41800	SH		DEFINE
3M CO	COM	88579Y101	103702	1201650	SH		DEFINE
3M CO	COM	88579Y101	27059	313549	SH		DEFINE
3M CO	COM	88579Y101	17390	201465	SH		DEFINE

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

3M CO	COM	88579Y101	1363	15795	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	36094	1607770	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	14732	656212	SH	DEFINE
ABBOTT LABS	COM	002824100	273175	5701840	SH	DEFINE
ABBOTT LABS	COM	002824100	58282	1216496	SH	DEFINE
ABBOTT LABS	COM	002824100	43124	900104	SH	DEFINE
ABBOTT LABS	COM	002824100	934	19500	SH	DEFINE
ABBOTT LABS	COM	002824100	53	1100	SH	DEFINE
ABBOTT LABS	COM	002824100	19650	410171	SH	DEFINE
ABBOTT LABS	COM	002824100	1811	37803	SH	DEFINE
ABBOTT LABS	COM	002824100	1396	29130	SH	DEFINE
ABBOTT LABS	COM	002824100	8015	167290	SH	DEFINE
ABBOTT LABS	COM	002824100	72777	1519040	SH	DEFINE
ABBOTT LABS	COM	002824100	13926	290670	SH	DEFINE
ABINGTON BANCORP INC	COM	00350L109	1835	153814	SH	DEFINE
ABM INDS INC	COM	000957100	124619	4738367	SH	DEFINE
ABOVENET INC	COM	00374N107	284806	4871810	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	13195	272110	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	19623	404686	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	5568	114825	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	8099	167021	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	36183	746204	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	989	20405	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	9046	186560	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	938615	19356885	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	23252	479530	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	167	3440	SH	DEFINE
ACE LTD	SHS	H0023R105	10513	168884	SH	DEFINE
ACE LTD	SHS	H0023R105	1064	17100	SH	DEFINE
ACE LTD	SHS	H0023R105	714434	11476855	SH	DEFINE
ACE LTD	SHS	H0023R105	18033	289690	SH	DEFINE
ACE LTD	SHS	H0023R105	4979	79991	SH	DEFINE
ACE LTD	SHS	H0023R105	10442	167750	SH	DEFINE
ACE LTD	SHS	H0023R105	472	7590	SH	DEFINE
ACE LTD	SHS	H0023R105	49952	802436	SH	DEFINE
ACE LTD	SHS	H0023R105	16029	257488	SH	DEFINE
ACE LTD	SHS	H0023R105	4388	70490	SH	DEFINE
ACE LTD	SHS	H0023R105	334726	5377132	SH	DEFINE
ACE LTD	SHS	H0023R105	244216	3923148	SH	DEFINE
ACE LTD	SHS	H0023R105	161	2590	SH	DEFINE
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	3739	900900	SH	DEFINE
ACME PACKET INC	COM	004764106	1329	25000	SH	DEFINE
ACORDA THERAPEUTICS INC	COM	00484M106	9375	343900	SH	DEFINE
ACORDA THERAPEUTICS INC	COM	00484M106	14	500	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	45450	3653540	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	2668	214508	SH	DEFINE
ADMINISTAFF INC	COM	007094105	38140	1301700	SH	DEFINE
ADOBE SYS INC	COM	00724F101	19327	627900	SH	DEFINE
ADOBE SYS INC	COM	00724F101	7983	259372	SH	DEFINE
ADVANCE AUTO PARTS INC	COM	00751Y106	34563	522500	SH	DEFINE
ADVANCE AUTO PARTS INC	COM	00751Y106	4	64	SH	DEFINE
ADVANCED MICRO DEVICES INC	NOTE 6.000% 5/0007903AL1	0007903AL1	21302	21039000	PRN	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	338	12100	SH	DEFINE
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	7481	717260	SH	DEFINE
AEGERION PHARMACEUTICALS INC	COM	00767E102	4242	299400	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	2666	99360	SH	DEFINE
AES CORP	COM	00130H105	1599	131250	SH	DEFINE
AETNA INC NEW	COM	00817Y108	39686	1300740	SH	DEFINE
AETNA INC NEW	COM	00817Y108	1039	34053	SH	DEFINE
AETNA INC NEW	COM	00817Y108	44	1440	SH	DEFINE
AETNA INC NEW	COM	00817Y108	190	6240	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	51803	522100	SH	DEFINE

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

AFFILIATED MANAGERS GROUP	COM	008252108	930	9370	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	2937	29600	SH	DEFINE
AFLAC INC	COM	001055102	64116	1136199	SH	DEFINE
AFLAC INC	COM	001055102	110124	1951520	SH	DEFINE
AFLAC INC	COM	001055102	25528	452392	SH	DEFINE
AFLAC INC	COM	001055102	17	300	SH	DEFINE
AFLAC INC	COM	001055102	3701	65615	SH	DEFINE
AFLAC INC	COM	001055102	2219	39318	SH	DEFINE
AGCO CORP	COM	001084102	774	15285	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	72327	1745769	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	4892	118069	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	17	400	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	1740	42000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	42	1010	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	122	2950	SH	DEFINE
AGL RES INC	COM	001204106	131386	3664870	SH	DEFINE
AGL RES INC	COM	001204106	18	500	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	55999	730100	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	27	350	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	1759	22900	SH	DEFINE
AGRIUM INC	COM	008916108	993	10825	SH	DEFINE
AGRIUM INC	COM	008916108	73	800	SH	DEFINE
AGRIUM INC	COM	008916108	96465	1050628	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	177965	1956730	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	45475	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	15945	175320	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	91	1000	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	1282	14100	SH	DEFINE
AIRGAS INC	COM	009363102	108801	1741937	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	7664	162900	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	291	6195	SH	DEFINE
ALAMO GROUP INC	COM	011311107	7567	272000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	17007	300000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	34014	600000	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	66261	1788900	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	9	250	SH	DEFINE
ALBERTO CULVER CO NEW	COM	013078100	83	2250	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	147	49810	SH	DEFINE
ALCOA INC	COM	013817101	5533	359500	SH	DEFINE
ALCOA INC	COM	013817101	916	59500	SH	DEFINE
ALCOA INC	COM	013817101	1423	92469	SH	DEFINE
ALCOA INC	COM	013817101	11276	732714	SH	DEFINE
ALCOA INC	COM	013817101	19921	1294380	SH	DEFINE
ALCOA INC	COM	013817101	30943	2010590	SH	DEFINE
ALCOA INC	COM	013817101	7639	496370	SH	DEFINE
ALCOA INC	COM	013817101	140873	9153530	SH	DEFINE
ALCOA INC	COM	013817101	836	54340	SH	DEFINE
ALCOA INC	COM	013817101	113	7330	SH	DEFINE
ALCON INC	COM SHS	H01301102	1608	9840	SH	DEFINE
ALCON INC	COM SHS	H01301102	311	1904	SH	DEFINE
ALCON INC	COM SHS	H01301102	419523	2567458	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	4942	123465	SH	DEFINE
ALEXANDERS INC	COM	014752109	224181	543758	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	11418	155860	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	278	3800	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	19090	237000	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	25	315	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	41	133	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	261118	852297	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	26664	1100000	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	38	1559	SH	DEFINE
ALLEGHENY ENERGY INC	COM	017361106	9955	410700	SH	DEFINE

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

ALLEGIANT TRAVEL CO	COM	01748X102	38264	777100	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	981	19922	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	3855	78300	SH	DEFINE
ALLEGIANT TRAVEL CO	COM	01748X102	3593	72963	SH	DEFINE
ALLERGAN INC	COM	018490102	89295	1300353	SH	DEFINE
ALLERGAN INC	COM	018490102	25831	376162	SH	DEFINE
ALLERGAN INC	COM	018490102	1176	17120	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	57115	804100	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	274	3864	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	80993	1140259	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE	1.750% 8/0018581AD0	18318	17000000	PRN	DEFINE
ALLIANCE ONE INTL INC	COM	018772103	8154	1923000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	646	27675	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	58280	1585000	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	59	1600	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	54129	2809000	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	147	7619	SH	DEFINE
ALLSTATE CORP	COM	020002101	3985	125000	SH	DEFINE
ALLSTATE CORP	COM	020002101	15243	478139	SH	DEFINE
ALLSTATE CORP	COM	020002101	3545	111191	SH	DEFINE
ALLSTATE CORP	COM	020002101	32	1010	SH	DEFINE
ALLSTATE CORP	COM	020002101	95	2970	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	110440	1839750	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	356	5935	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	266	4434	SH	DEFINE
ALTERA CORP	COM	021441100	17	475	SH	DEFINE
ALTERA CORP	COM	021441100	1354	38050	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	7964	323467	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	761161	30916381	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	3939	160000	SH	DEFINE
ALZA CORP	SDCV	7/202261WAB5	13294	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	5247	289900	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	6297	767000	SH	DEFINE
AMAZON COM INC	COM	023135106	93579	519890	SH	DEFINE
AMAZON COM INC	COM	023135106	16291	90507	SH	DEFINE
AMAZON COM INC	COM	023135106	4896	27200	SH	DEFINE
AMAZON COM INC	COM	023135106	918	5100	SH	DEFINE
AMAZON COM INC	COM	023135106	15804	87800	SH	DEFINE
AMAZON COM INC	COM	023135106	1800	10000	SH	DEFINE
AMAZON COM INC	COM	023135106	221	1225	SH	DEFINE
AMAZON COM INC	COM	023135106	1098	6100	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	16331	515020	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	279	8800	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	19742	344300	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	27140	473315	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	509163	8879716	SH	DEFINE
AMERICAN CAMPUS CMNTYS INC	COM	024835100	6828	215000	SH	DEFINE
AMERICAN CAMPUS CMNTYS INC	COM	024835100	121	3800	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	538965	14979580	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	6686	185815	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	36	1000	SH	OTHER
AMERICAN EXPRESS CO	COM	025816109	19316	450050	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	32275	751989	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	43	1000	SH	OTHER
AMERICAN EXPRESS CO	COM	025816109	12959	301933	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	4585	106820	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	8031	187106	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	360	8380	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	13415	312565	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	2887	67260	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	327799	7637453	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	16813	391720	SH	DEFINE

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

AMERICAN EXPRESS CO	COM	025816109	73	1690	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	225	3897	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	5569	295300	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	917	48600	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	3855	204400	SH	DEFINE
AMERICAN MED SYS HLDGS INC	COM	02744M108	6830	362116	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE 3.250% 7/002744MAA6		2217	2048000	PRN	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE 4.000% 9/102744MAB4		15866	12952000	PRN	DEFINE
AMERICAN NATL INS CO	COM	028591105	73616	859801	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	4600	800000	SH	DEFINE
AMERICAN SUPERCONDUCTOR CORP	COM	030111108	240	8400	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	127566	2470300	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	33707	652727	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	4906	95000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1033	20000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	16205	313800	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1807	35000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	497	9628	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1172	22700	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	32179	1311300	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	63225	2500000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	2183	86325	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	2181	37894	SH	DEFINE
AMERIS BANCORP	COM	03076K108	1059	100476	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	1260	36918	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	754	22100	SH	DEFINE
AMETEK INC NEW	COM	031100100	74948	1909500	SH	DEFINE
AMETEK INC NEW	COM	031100100	1946	49589	SH	DEFINE
AMGEN INC	COM	031162100	95300	1735880	SH	DEFINE
AMGEN INC	COM	031162100	6363	115910	SH	DEFINE
AMGEN INC	COM	031162100	279654	5093881	SH	DEFINE
AMGEN INC	COM	031162100	21622	393845	SH	DEFINE
AMGEN INC	COM	031162100	6060	110389	SH	DEFINE
AMGEN INC	COM	031162100	54536	993377	SH	DEFINE
AMGEN INC	COM	031162100	664	12100	SH	DEFINE
AMGEN INC	COM	031162100	98336	1791190	SH	DEFINE
AMGEN INC	COM	031162100	3420	62302	SH	DEFINE
AMGEN INC	COM	031162100	6373	116080	SH	DEFINE
AMGEN INC	COM	031162100	832720	15167937	SH	DEFINE
AMGEN INC	COM	031162100	66590	1212925	SH	DEFINE
AMGEN INC	COM	031162100	187	3400	SH	DEFINE
AMR CORP	NOTE 6.250%10/1001765BC9		11399	10000000	PRN	DEFINE
AMTRUST FINANCIAL SERVICES I	COM	032359309	3326	190046	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	3113	211600	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	8	562	SH	DEFINE
ANACOR PHARMACEUTICALS INC	COM	032420101	2843	529456	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	74053	972350	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	8147	106971	SH	DEFINE
ANADYS PHARMACEUTICALS INC	COM	03252Q408	776	546471	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	64938	1723860	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	3555	94366	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	15	400	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	101	2690	SH	DEFINE
ANGIOTECH PHARMACEUTICALS IN	COM	034918102	481	1501981	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	110960	2000000	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	3445	62090	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	44	800	SH	OTHER
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	1039	18732	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	300574	6105503	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	244	4950	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	845	47132	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	931	51975	SH	DEFINE

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

ANSYS INC	COM	03662Q105	87628	1682890	SH	DEFINE
ANSYS INC	COM	03662Q105	757	14541	SH	DEFINE
ANSYS INC	COM	03662Q105	3157	60628	SH	DEFINE
AOL INC	COM	00184X105	8	333	SH	DEFINE
AOL INC	COM	00184X105	487	20545	SH	DEFINE
AOL INC	COM	00184X105	727	30674	SH	DEFINE
AOL INC	COM	00184X105	4927	207810	SH	DEFINE
AON CORP	COM	037389103	3	75	SH	DEFINE
AON CORP	COM	037389103	30006	652170	SH	DEFINE
AON CORP	COM	037389103	39965	868625	SH	DEFINE
AON CORP	COM	037389103	2295	49870	SH	DEFINE
AON CORP	COM	037389103	12990	282340	SH	DEFINE
AON CORP	COM	037389103	58	1260	SH	DEFINE
APACHE CORP	COM	037411105	3994	33500	SH	DEFINE
APACHE CORP	COM	037411105	22012	184615	SH	DEFINE
APACHE CORP	COM	037411105	30437	255277	SH	DEFINE
APACHE CORP	COM	037411105	1564	13120	SH	DEFINE
APACHE CORP	COM	037411105	1335	11195	SH	DEFINE
APACHE CORP	COM	037411105	894	7500	SH	DEFINE
APARTMENT INVT & MGMT CO	CL A	03748R101	7972	308500	SH	DEFINE
APARTMENT INVT & MGMT CO	CL A	03748R101	140	5400	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	36141	2683050	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	18275	462770	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	10	250	SH	DEFINE
APPLE INC	COM	037833100	625370	1938780	SH	DEFINE
APPLE INC	COM	037833100	169186	524513	SH	DEFINE
APPLE INC	COM	037833100	65	200	SH	OTHER
APPLE INC	COM	037833100	14838	46000	SH	DEFINE
APPLE INC	COM	037833100	81	250	SH	DEFINE
APPLE INC	COM	037833100	968	3000	SH	DEFINE
APPLE INC	COM	037833100	471	1460	SH	DEFINE
APPLE INC	COM	037833100	16961	52584	SH	DEFINE
APPLE INC	COM	037833100	1935	6000	SH	DEFINE
APPLE INC	COM	037833100	1407	4362	SH	DEFINE
APPLE INC	COM	037833100	1161	3600	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	45725	1407800	SH	DEFINE
APPLIED MATLS INC	COM	038222105	2119	150785	SH	DEFINE
APTARGROUP INC	COM	038336103	39885	838450	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	2026	340000	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	1958	51338	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NOTE 5.000% 5/1	03938LAK0	24650	17000000	PRN	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	10837	123079	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	660	7500	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	15250	173200	SH	DEFINE
ARCH COAL INC	COM	039380100	12366	352700	SH	DEFINE
ARCH COAL INC	COM	039380100	18	500	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	111347	3701700	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	3346	111247	SH	DEFINE
ARCHER DANIELS MIDLAND CO	UNIT 99/99/9999	039483201	15532	400000	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	9843	378584	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	367	14100	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	1297	49900	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	6567	175352	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	13710	500000	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	33	1200	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	42981	1567500	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	2585	94290	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	18675	900000	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	17	800	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	30960	720000	SH	DEFINE
ARQULE INC	COM	04269E107	18915	3222300	SH	DEFINE
ARQULE INC	COM	04269E107	233	39700	SH	DEFINE

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

ARQULE INC	COM	04269E107	864	147200	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	9	270	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	3748	109440	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	1827	53340	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	4378	732100	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	805	134580	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	3748	626700	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	3131	523507	SH	DEFINE
ASHLAND INC NEW	COM	044209104	16784	330000	SH	DEFINE
ASML HOLDING N V	NY REG SHS	N07059186	1309	34136	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	57082	1994480	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	3659	127860	SH	DEFINE
ASSOCIATED BANC CORP	COM	045487105	81626	5387858	SH	DEFINE
ASSURANT INC	COM	04621X108	30843	800700	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	2322	131165	SH	DEFINE
ASTEC INDS INC	COM	046224101	40914	1262400	SH	DEFINE
ASTORIA FINL CORP	COM	046265104	229	16453	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	754	16321	SH	DEFINE
AT&T INC	COM	00206R102	730538	24865149	SH	DEFINE
AT&T INC	COM	00206R102	37438	1274280	SH	DEFINE
AT&T INC	COM	00206R102	34	1156	SH	DEFINE
AT&T INC	COM	00206R102	17351	590560	SH	DEFINE
AT&T INC	COM	00206R102	660	22450	SH	DEFINE
AT&T INC	COM	00206R102	12073	410921	SH	DEFINE
AT&T INC	COM	00206R102	2583	87900	SH	DEFINE
AT&T INC	COM	00206R102	5340	181770	SH	DEFINE
AT&T INC	COM	00206R102	83740	2850230	SH	DEFINE
AT&T INC	COM	00206R102	14854	505580	SH	DEFINE
AT&T INC	COM	00206R102	32	1080	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	2169	52918	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	4015	97965	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	78791	2193525	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	665	18500	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	21	590	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	119	3320	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	2701	75200	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	2716	70836	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	21	550	SH	DEFINE
ATMEL CORP	COM	049513104	6777	550100	SH	DEFINE
ATMEL CORP	COM	049513104	152	12300	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	596	19100	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	1404	45000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	19	600	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	60218	1611400	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	93	2500	SH	DEFINE
AURIZON MINES LTD	COM	05155P106	7403	1014000	SH	DEFINE
AUTODESK INC	COM	052769106	30560	800000	SH	DEFINE
AUTODESK INC	COM	052769106	5156	134976	SH	DEFINE
AUTODESK INC	COM	052769106	4966	130000	SH	DEFINE
AUTODESK INC	COM	052769106	1070	28000	SH	DEFINE
AUTODESK INC	COM	052769106	19234	503500	SH	DEFINE
AUTODESK INC	COM	052769106	1910	50000	SH	DEFINE
AUTODESK INC	COM	052769106	1241	32500	SH	DEFINE
AUTOLIV INC	COM	052800109	97207	1231400	SH	DEFINE
AUTOLIV INC	COM	052800109	14217	180100	SH	DEFINE
AUTOLIV INC	COM	052800109	215	2725	SH	DEFINE
AUTOLIV INC	COM	052800109	2823	35760	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	32396	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	21242	458981	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	93	2000	SH	OTHER
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	4895	232000	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	27519	966600	SH	DEFINE

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

AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	2054	72155	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	288	2558	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	13799	122601	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	239	2126	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	19561	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	13	300	SH	DEFINE
AVISTA CORP	COM	05379B107	16406	728500	SH	DEFINE
AVISTA CORP	COM	05379B107	73	3225	SH	DEFINE
AVIVA PLC	ADR	05382A104	10478	844291	SH	DEFINE
AVON PRODS INC	COM	054303102	10484	360790	SH	DEFINE
AVON PRODS INC	COM	054303102	15783	543117	SH	DEFINE
AVON PRODS INC	COM	054303102	12	400	SH	OTHER
AVON PRODS INC	COM	054303102	13963	480490	SH	DEFINE
AVON PRODS INC	COM	054303102	86920	2991041	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	1437	40040	SH	DEFINE
AXIS CAPITAL HOLDINGS	SHS	G0692U109	16767	467320	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	40221	416670	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	6820	70648	SH	DEFINE
BAKER HUGHES INC	COM	057224107	46762	817948	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1259	22019	SH	DEFINE
BAKER HUGHES INC	COM	057224107	134629	2354888	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1207	21110	SH	DEFINE
BAKER HUGHES INC	COM	057224107	2867	50140	SH	DEFINE
BAKER HUGHES INC	COM	057224107	68806	1203530	SH	DEFINE
BAKER HUGHES INC	COM	057224107	579	10120	SH	DEFINE
BAKER HUGHES INC	COM	057224107	83605	1462397	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1389	24303	SH	DEFINE
BAKER HUGHES INC	COM	057224107	8103	141740	SH	DEFINE
BAKER HUGHES INC	COM	057224107	456812	7990420	SH	DEFINE
BAKER HUGHES INC	COM	057224107	35406	619310	SH	DEFINE
BAKER HUGHES INC	COM	057224107	99	1740	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	6659	283000	SH	DEFINE
BALL CORP	COM	058498106	924	13584	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	20	1000	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	519479	25602728	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	26391	1300687	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	1466	72257	SH	DEFINE
BANCO SANTANDER BRASIL S A	ADS REP 1 UNIT	05967A107	1728	127080	SH	DEFINE
BANCO SANTANDER CHILE NEW	SP ADR REP COM	05965X109	4248	45447	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	11	1000	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	1378	129400	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	1	51	SH	DEFINE
BANK HAWAII CORP	COM	062540109	402	8525	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	611	10569	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	750	13025	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	125702	2183230	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	2453	42400	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	166	2900	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	4744	82854	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1034	18000	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	298858	5219097	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	27001	471500	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1018	17778	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1832	32000	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	2233	167400	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	509224	38172781	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3358	251706	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	591252	44321723	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3356	251550	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3039	227816	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	26636	1996718	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	370	27750	SH	DEFINE

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

BANK OF AMERICA CORPORATION	COM	060505104	60501	4535340	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	4990	374070	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	223173	16729617	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	18891	1416130	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	86	6470	SH	DEFINE
BANK OF AMERICA CORPORATION	7.25%CNV PFD L	060505682	801623	837668	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	2706	89600	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	13683	453064	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	12843	425280	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	5033	166670	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	48419	1603279	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	517	17120	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	70983	2350414	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1564	51781	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	3074	101790	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	10076	333649	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	41526	1375039	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	100	3310	SH	DEFINE
BANRO CORP	COM	066800103	27901	6956500	SH	DEFINE
BANRO CORP	-W EXP 09/17/201	066800111	1080	600000	SH	DEFINE
BAR HBR BANKSHARES	COM	066849100	4387	151000	SH	DEFINE
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	1003	39475	SH	DEFINE
BARCLAYS BK PLC	DJUBS CMDT ETN360	06738C778	1179	24000	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	4	250	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	1559	94355	SH	DEFINE
BARD C R INC	COM	067383109	51309	559100	SH	DEFINE
BARD C R INC	COM	067383109	1061	11557	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	17470	424760	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	831	20200	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	3290	80000	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	3374	82035	SH	DEFINE
BARRETT BILL CORP	NOTE 5.000% 3/1	06846NAA2	361	350000	PRN	DEFINE
BARRICK GOLD CORP	COM	067901108	311573	5858833	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	821	15439	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	17219	323246	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	35347	663561	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	2127	506460	SH	DEFINE
BAXTER INTL INC	COM	071813109	37354	737930	SH	DEFINE
BAXTER INTL INC	COM	071813109	4095	80896	SH	DEFINE
BAXTER INTL INC	COM	071813109	25	500	SH	DEFINE
BAXTER INTL INC	COM	071813109	179	3530	SH	DEFINE
BAYTEX ENERGY TR	TRUST UNIT	073176109	34597	739151	SH	DEFINE
BB&T CORP	COM	054937107	154	5842	SH	DEFINE
BB&T CORP	COM	054937107	3623	137810	SH	DEFINE
BB&T CORP	COM	054937107	2189	83260	SH	DEFINE
BB&T CORP	COM	054937107	435	16560	SH	DEFINE
BCE INC	COM NEW	05534B760	1407	39676	SH	DEFINE
BCE INC	COM NEW	05534B760	92132	2595367	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	462	6145	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	166435	2212350	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	258501	3058454	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	13163	155739	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1875	22180	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	110	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	409	8318	SH	DEFINE
BEMIS INC	COM	081437105	96211	2945849	SH	DEFINE
BEMIS INC	COM	081437105	5633	172482	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	109425	6025580	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1774	64800	SH	DEFINE
BERKLEY W R CORP	COM	084423102	31270	1142060	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1111	40586	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1325	11	SH	DEFINE

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

BERKSHIRE HATHAWAY INC DEL	CL A	084670108	22163	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	8552	71	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	111657	927	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	241	2	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	7571	94510	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	34580	431656	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	33837	422384	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	14	180	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	201	2520	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	80	1000	SH	DEFINE
BEST BUY INC	COM	086516101	24341	709843	SH	DEFINE
BEST BUY INC	COM	086516101	11201	326659	SH	DEFINE
BEST BUY INC	COM	086516101	21	600	SH	DEFINE
BEST BUY INC	COM	086516101	794	23170	SH	DEFINE
BEST BUY INC	COM	086516101	664	19367	SH	DEFINE
BEST BUY INC	COM	086516101	3012	87830	SH	DEFINE
BEST BUY INC	SDCV 2.250% 1/10	086516AF8	17020	16000000	PRN	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	13257	142669	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	18540	230310	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	6857	449048	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	40795	608422	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	549	8189	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	10612	158268	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	2516	37520	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	9413	140387	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	9128	136130	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	1017	15175	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	4655	69430	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	188596	2812770	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	11803	176030	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	9463	351378	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	22	810	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	14845	10300000	PRN	DEFINE
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	4768	186250	SH	DEFINE
BLACKROCK DEFINED OPPRTY CR	COM	09255Q105	163	12100	SH	DEFINE
BLACKROCK INC	COM	09247X101	146700	769767	SH	DEFINE
BLACKROCK INC	COM	09247X101	18510	97125	SH	DEFINE
BLACKROCK INC	COM	09247X101	1467	7700	SH	DEFINE
BLACKROCK INC	COM	09247X101	11	60	SH	DEFINE
BLACKROCK INC	COM	09247X101	139	730	SH	DEFINE
BLACKROCK INC	COM	09247X101	234	1229	SH	DEFINE
BLACKROCK INTL GRWTH & INC T	COM BENE INTER	092524107	256	25200	SH	DEFINE
BLACKROCK MUNI N Y INTER DUR	COM	09255F109	251	19500	SH	DEFINE
BLACKROCK MUNIHOLDNGS QLTY I	COM	09254A101	157	13000	SH	DEFINE
BLACKROCK MUNIYIELD NY QLTY	COM	09255E102	148	11922	SH	DEFINE
BLACKROCK NY MUNI INC QLTY T	COM	09249U105	480	36750	SH	DEFINE
BLOCK H & R INC	COM	093671105	362	30400	SH	DEFINE
BLUE NILE INC	COM	09578R103	35640	624600	SH	DEFINE
BLUE NILE INC	COM	09578R103	862	15100	SH	DEFINE
BLUE NILE INC	COM	09578R103	3464	60700	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	452	9582	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	10433	335137	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	218	7000	SH	DEFINE
BOEING CO	COM	097023105	101170	1550260	SH	DEFINE
BOEING CO	COM	097023105	3300	50570	SH	DEFINE
BOEING CO	COM	097023105	26	400	SH	DEFINE
BOEING CO	COM	097023105	863	13232	SH	DEFINE
BOEING CO	COM	097023105	1172	17952	SH	DEFINE
BORGWARNER INC	COM	099724106	73641	1017700	SH	DEFINE
BORGWARNER INC	COM	099724106	11073	153029	SH	DEFINE
BORGWARNER INC	COM	099724106	1903	26300	SH	DEFINE
BORGWARNER INC	NOTE 3.500% 4/10	099724AF3	15128	6750000	PRN	DEFINE

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

BOSTON PROPERTIES INC	COM	101121101	202	2350	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	33361	387463	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	706	8200	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	126	16600	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	361623	47770533	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	44531	2051204	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	1398	64400	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	5200	239500	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	15062	693762	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	1767	40000	SH	CALL DEFINE
BP PLC	SPONSORED ADR	055622104	527668	11946300	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	4518	102287	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3033	68660	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	13605	308006	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	16141	365430	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	2	15	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	14639	115690	SH	DEFINE
BRADY CORP	CL A	104674106	201512	6179447	SH	DEFINE
BRADY CORP	CL A	104674106	65	2000	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	31	709	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	5268	121100	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	104	2400	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	35069	1781049	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	7	365	SH	DEFINE
BRIGHAM EXPLORATION CO	COM	109178103	30000	1101330	SH	DEFINE
BRINKER INTL INC	COM	109641100	25	1200	SH	DEFINE
BRINKER INTL INC	COM	109641100	50520	2419550	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	18018	680454	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	19	700	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	29575	1116870	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	644	24330	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	132509	2798495	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	659	13915	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	94	1210	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	5816	74850	SH	DEFINE
BROADCOM CORP	CL A	111320107	34788	798800	SH	DEFINE
BROADCOM CORP	CL A	111320107	392	9006	SH	DEFINE
BROADCOM CORP	CL A	111320107	211	4851	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	293	13349	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	1825	83200	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	4033	762300	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	4959	937353	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	461	87160	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	30078	5685770	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	1352	255574	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	2922	552400	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	188552	35643150	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	8567	1619560	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	74	14000	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	1194	35770	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	29	875	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	172480	5186122	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	2918	165093	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	7894	448300	SH	DEFINE
BROOKFIELD PPTYS CORP	COM	112900105	3052	173300	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	44105	634509	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	128317	1843101	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	45656	3277518	SH	DEFINE
BRUNSWICK CORP	COM	117043109	37145	1982100	SH	DEFINE
BT GROUP PLC	ADR	05577E101	219	7675	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	509	7612	SH	DEFINE

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

BUFFALO WILD WINGS INC	COM	119848109	36132	824000	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	715	16300	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	2898	66100	SH	DEFINE
BUNGE LIMITED	COM	G16962105	5792	88394	SH	DEFINE
BUNGE LIMITED	COM	G16962105	23307	355730	SH	DEFINE
BUNGE LIMITED	COM	G16962105	13842	211265	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	81305	1013900	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1760	21950	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	184	2295	SH	DEFINE
CA INC	COM	12673P105	759	31036	SH	DEFINE
CABOT CORP	COM	127055101	51144	1358400	SH	DEFINE
CABOT CORP	COM	127055101	496	13165	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	3072	406856	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	313	41402	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	1224	162110	SH	DEFINE
CAE INC	COM	124765108	8557	741396	SH	DEFINE
CAL DIVE INTL INC	NOTE 3.250%12/1	1127914AB5	9700	10000000	PRN	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	7672	443981	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	12912	1600000	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	80	9900	SH	DEFINE
CALLON PETE CO DEL	COM	13123X102	32186	5436818	SH	DEFINE
CALPINE CORP	COM NEW	131347304	25109	1882200	SH	DEFINE
CALPINE CORP	COM NEW	131347304	6	443	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	74	1365	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	6205	114950	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	124	2300	SH	DEFINE
CAMECO CORP	COM	13321L108	708	17523	SH	DEFINE
CAMECO CORP	COM	13321L108	966	23900	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	213013	4198970	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	95	1875	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	492	9699	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	402	11576	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	13628	306204	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	477	10730	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	185548	4172172	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	1277	28600	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	841	18900	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	33371	502050	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	7527	113235	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	150143	2255599	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	32405	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	302	4661	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	15069	232542	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	702	10800	SH	DEFINE
CANON INC	ADR	138006309	1201	23390	SH	DEFINE
CANON INC	ADR	138006309	2949	57438	SH	DEFINE
CAPE BANCORP INC	COM	139209100	21	2500	SH	DEFINE
CAPE BANCORP INC	COM	139209100	2250	264663	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	391	9197	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	1368	32150	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	235	33100	SH	DEFINE
CAPITALSOURCE INC	SDCV 4.000% 7/1	114055XAE2	148396	148582000	PRN	DEFINE
CAPITALSOURCE INC	NOTE 7.250% 7/1	114055XAG7	13025	12676000	PRN	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	11493	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	723	18883	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	3025	78950	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	2365	368428	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	239	11525	SH	DEFINE
CAREFUSION CORP	COM	14170T101	3855	150000	SH	DEFINE
CAREFUSION CORP	COM	14170T101	287	11160	SH	DEFINE
CARLISLE COS INC	COM	142339100	86760	2183194	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	49107	1065000	SH	DEFINE

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

CARNIVAL CORP	PAIRED CTF	143658300	80	1730	SH	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	12253	1728221	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	26803	630500	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	2946	69300	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	642	15100	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	1883	44300	SH	DEFINE
CATALYST HEALTH SOLUTIONS IN	COM	14888B103	596	12820	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	62717	669620	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	31630	337709	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	21	220	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	835	8875	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	2083	22240	SH	DEFINE
CATO CORP NEW	CL A	149205106	12191	444750	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1345	17064	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	625	7975	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	237892	3027657	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	2182	53000	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	280703	6818169	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	9397	228255	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	62	1500	SH	OTHER
CELANESE CORP DEL	COM SER A	150870103	73	1780	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	308	7490	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	517	12561	SH	DEFINE
CELGENE CORP	COM	151020104	170067	2875672	SH	DEFINE
CELGENE CORP	COM	151020104	70765	1196569	SH	DEFINE
CELGENE CORP	COM	151020104	24	400	SH	OTHER
CELGENE CORP	COM	151020104	1366	23100	SH	DEFINE
CELGENE CORP	COM	151020104	51	860	SH	DEFINE
CELGENE CORP	COM	151020104	350	5910	SH	DEFINE
CELGENE CORP	COM	151020104	361	6096	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	706	171300	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	118	11047	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	1070	99884	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	68	2050	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	73	2200	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	876	26350	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	73428	2205100	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	854	25500	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	171452	10906600	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	16	1000	SH	DEFINE
CENTRAL EUROPEAN DIST CORP	COM	153435102	48956	2137816	SH	DEFINE
CENTRAL GOLDTRUST	TR UNIT	153546106	546	10041	SH	DEFINE
CENTURYLINK INC	COM	156700106	267047	5784000	SH	DEFINE
CENTURYLINK INC	COM	156700106	16315	353374	SH	DEFINE
CEPHALON INC	NOTE 2.500% 5/01	156708AR0	11388	10000000	PRN	DEFINE
CERADYNE INC	COM	156710105	56010	1776403	SH	DEFINE
CERNER CORP	COM	156782104	50335	531300	SH	DEFINE
CERNER CORP	COM	156782104	1411	14890	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	4122	30500	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	15709	4425000	SH	DEFINE
CHARTER COMMUNICATIONS INC D	CL A NEW	16117M305	652375	16753347	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	1823	105700	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	283	16400	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	1139	66000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	9252	200000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	5426	117300	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	34711	750346	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	18998	410680	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	17857	386013	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	104452	2257931	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	4390	585300	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	32405	1462967	SH	DEFINE

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

CHESAPEAKE ENERGY CORP	COM	165167107	2182	84200	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	137846	5320200	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1738	67072	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	17292	667370	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	3137	121090	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	66917	2582686	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	88831	3428449	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	6455	249120	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	3786	146120	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	10848	418680	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	94	3630	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	272395	2985150	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	55831	611848	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	3292	36080	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	25147	275586	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	5670	62141	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	62601	685999	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	725	7940	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	84388	924801	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	4307	47196	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	14317	156900	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	315636	3459020	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	36931	404720	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	173	1900	SH	DEFINE
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	2543	77295	SH	DEFINE
CHICOS FAS INC	COM	168615102	2	200	SH	DEFINE
CHICOS FAS INC	COM	168615102	52717	4382090	SH	DEFINE
CHINA KANGHUI HLDGS	SPONSORED ADR	16890V100	611	33000	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	1	20	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	15439	311137	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	4152	83678	SH	DEFINE
CHINA SEC & SURVE TECH INC	COM	16942J105	17644	3310399	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	2	50	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	3582	117395	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	21	400	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	21047	402582	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	9695	185450	SH	DEFINE
CHINA YUCHAI INTL LTD	COM	G21082105	1951	61555	SH	DEFINE
CHINACACHE INTL HLDG LTD	SPON ADR	16950M107	1156	55600	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	27072	127300	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	816	3835	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	22924	3727450	SH	DEFINE
CHUBB CORP	COM	171232101	39690	665500	SH	DEFINE
CHUBB CORP	COM	171232101	19398	325255	SH	DEFINE
CHUBB CORP	COM	171232101	60	1000	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	3706	53699	SH	DEFINE
CIGNA CORP	COM	125509109	1810	49374	SH	DEFINE
CIGNA CORP	COM	125509109	1372	37425	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	1210	13669	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	1344	15180	SH	DEFINE
CINTAS CORP	COM	172908105	39071	1397398	SH	DEFINE
CINTAS CORP	COM	172908105	187	6700	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	27360	647108	SH	DEFINE
CISCO SYS INC	COM	17275R102	198799	9826940	SH	DEFINE
CISCO SYS INC	COM	17275R102	61626	3046251	SH	DEFINE
CISCO SYS INC	COM	17275R102	24	1200	SH	OTHER
CISCO SYS INC	COM	17275R102	1800	89000	SH	DEFINE
CISCO SYS INC	COM	17275R102	20187	997864	SH	DEFINE
CISCO SYS INC	COM	17275R102	4378	216400	SH	DEFINE
CISCO SYS INC	COM	17275R102	56073	2771784	SH	DEFINE
CISCO SYS INC	COM	17275R102	1357	67090	SH	DEFINE
CISCO SYS INC	COM	17275R102	98680	4877914	SH	DEFINE

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

CISCO SYS INC	COM	17275R102	2922	144433	SH	DEFINE
CISCO SYS INC	COM	17275R102	4783	236450	SH	DEFINE
CISCO SYS INC	COM	17275R102	476672	23562628	SH	DEFINE
CISCO SYS INC	COM	17275R102	50671	2504768	SH	DEFINE
CISCO SYS INC	COM	17275R102	183	9070	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	189695	4027500	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	155	3285	SH	DEFINE
CITI TRENDS INC	COM	17306X102	2052	83600	SH	DEFINE
CITI TRENDS INC	COM	17306X102	336	13700	SH	DEFINE
CITI TRENDS INC	COM	17306X102	1326	54000	SH	DEFINE
CITIGROUP INC	COM	172967101	447	94500	SH	DEFINE
CITIGROUP INC	COM	172967101	184588	39024891	SH	DEFINE
CITIGROUP INC	COM	172967101	1386	293060	SH	DEFINE
CITIGROUP INC	COM	172967101	20810	4399500	SH	DEFINE
CITIGROUP INC	COM	172967101	25817	5458220	SH	DEFINE
CITIGROUP INC	COM	172967101	494	104380	SH	DEFINE
CITIGROUP INC	COM	172967101	32702	6913752	SH	DEFINE
CITIGROUP INC	COM	172967101	5	1100	SH	DEFINE
CITIGROUP INC	COM	172967101	295	62400	SH	DEFINE
CITIGROUP INC	COM	172967101	2010	424870	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	69398	507700	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	3841	28100	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	55	400	SH	OTHER
CITIGROUP INC	UNIT 99/99/9999	172967416	1101	8052	SH	DEFINE
CITIZENS CMNTY BANCORP INC M	COM	174903104	520	131700	SH	DEFINE
CITRIX SYS INC	COM	177376100	237948	3478290	SH	DEFINE
CITRIX SYS INC	COM	177376100	17505	255881	SH	DEFINE
CITRIX SYS INC	COM	177376100	1303	19050	SH	DEFINE
CITRIX SYS INC	COM	177376100	510	7454	SH	DEFINE
CLARCOR INC	COM	179895107	3842	89589	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	5104	60700	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	1071	12735	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	3700	44000	SH	DEFINE
CLECO CORP NEW	COM	12561W105	30760	1000000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	13909	178300	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	101	1300	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	1610	20640	SH	DEFINE
CLOROX CO DEL	COM	189054109	5580	88187	SH	DEFINE
CME GROUP INC	COM	12572Q105	8044	25000	SH	DEFINE
CME GROUP INC	COM	12572Q105	793	2464	SH	DEFINE
CME GROUP INC	COM	12572Q105	837	2600	SH	DEFINE
CMS ENERGY CORP	COM	125896100	26040	1400000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	28	1500	SH	DEFINE
CMS ENERGY CORP	NOTE 5.500% 6/1	125896BD1	21113	1500000	PRN	DEFINE
CNA SURETY CORP	COM	12612L108	220	9302	SH	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	41238	863800	SH	DEFINE
CNO FINL GROUP INC	COM	12621E103	39139	5772745	SH	DEFINE
COACH INC	COM	189754104	7951	143757	SH	DEFINE
COAST DISTR SYS	COM	190345108	259	66800	SH	DEFINE
COBALT INTL ENERGY INC	COM	19075F106	6929	567510	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	1728	540000	SH	DEFINE
COCA COLA CO	COM	191216100	28597	434800	SH	DEFINE
COCA COLA CO	COM	191216100	34518	524822	SH	DEFINE
COCA COLA CO	COM	191216100	1569	23850	SH	DEFINE
COCA COLA ENTERPRISES INC NE	COM	19122T109	76	3055	SH	DEFINE
COCA COLA ENTERPRISES INC NE	COM	19122T109	332718	13292781	SH	DEFINE
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	25	300	SH	DEFINE
COCA COLA FEMSA S A B DE C V	SPON ADR REP L	191241108	883	10708	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	11409	806882	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	18139	247500	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1027	14009	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1096	14950	SH	DEFINE

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

COHERENT INC	COM	192479103	37	825	SH	DEFINE
COHERENT INC	COM	192479103	10714	237346	SH	DEFINE
COHU INC	COM	192576106	49754	3000855	SH	DEFINE
COINSTAR INC	COM	19259P300	7315	129600	SH	DEFINE
COINSTAR INC	COM	19259P300	869	15400	SH	DEFINE
COINSTAR INC	COM	19259P300	3302	58500	SH	DEFINE
COINSTAR INC	NOTE 4.000% 9/01	19259PAF9	22313	14000000	PRN	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	11176	139058	SH	DEFINE
COLONIAL PPTYS TR	COM SH BEN INT	195872106	8411	466000	SH	DEFINE
COLONIAL PPTYS TR	COM SH BEN INT	195872106	159	8800	SH	DEFINE
COLONY FINL INC	COM	19624R106	25025	1250000	SH	DEFINE
COLUMBIA BKG SYS INC	COM	197236102	3954	187750	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	54645	2487238	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	3056	139119	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1194	54340	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1979	89825	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1902	86588	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	11387	518310	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	9342	425210	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2518	121020	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	179115	8607171	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	25234	1212613	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1389	66770	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	12872	618550	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	579	27840	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	42222	2028915	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1157	55583	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	3114	149625	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	843521	40534419	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	39974	1920923	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	185	8870	SH	DEFINE
COMMERCE BANCSHARES INC	COM	200525103	203	5110	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	17502	1055000	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	3	200	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	69179	1851200	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	488	13050	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	330680	8848816	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	1771	47400	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	1823	63700	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	929	55970	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	441	26480	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	52375	3141870	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	91	1500	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	17376	287928	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	29606	604703	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	79827	1630460	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	8224	175568	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	49600	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	1048	21130	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	11844	482230	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	648	26400	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	2530	103000	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	3435	139872	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	243	10750	SH	DEFINE
CONCHO RES INC	COM	20605P101	182764	2084690	SH	DEFINE
CONCHO RES INC	COM	20605P101	547	6245	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	27594	531365	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1241	23895	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1708	32900	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	163	3143	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	12530	184000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	767390	11268570	SH	DEFINE

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

CONOCOPHILLIPS	COM	20825C104	29949	439773	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	52	760	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	9095	133538	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2507	36815	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	8476	173900	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	1392	28565	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	372495	7514520	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1253	25285	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	7853	158414	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	901	18177	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	981	19800	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	11891	239890	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	1020	46037	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	64323	2100000	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	58	1892	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	2794	130000	SH	DEFINE
CON-WAY INC	COM	205944101	1122	30670	SH	DEFINE
COOPER INDUSTRIES PLC	SHS	G24140108	23607	405000	SH	DEFINE
COOPER INDUSTRIES PLC	SHS	G24140108	26	445	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	386	6565	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	84188	1430792	SH	DEFINE
CORCEPT THERAPEUTICS INC	COM	218352102	3958	1025300	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	22586	491000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	1124	24435	SH	DEFINE
CORNING INC	COM	219350105	6486	335740	SH	DEFINE
CORNING INC	COM	219350105	21910	1134036	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	9211	949612	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	21369	295933	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	38275	530052	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	44	610	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	238	3290	SH	DEFINE
COUNTRY STYLE COOKING RESTAU	SPONSORED ADR	22238M109	355	15450	SH	DEFINE
COVANCE INC	COM	222816100	10282	200000	SH	DEFINE
COVANCE INC	COM	222816100	54	1050	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	23307	882830	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	37	1400	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	7767	294200	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	1009	22100	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	15981	350000	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	6629	145190	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	9	200	SH	OTHER
COVIDIEN PLC	SHS	G2554F105	2880	63075	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	1095	23977	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	9982	218605	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	1137	24893	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	1619	35455	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	516115	11303435	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	14193	310832	SH	DEFINE
COVIDIEN PLC	SHS	G2554F105	87	1916	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	156747	1318200	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	289	7150	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	687	17000	SH	DEFINE
CREE INC	COM	225447101	91707	1391830	SH	DEFINE
CREE INC	COM	225447101	31690	480953	SH	DEFINE
CREE INC	COM	225447101	138	2100	SH	DEFINE
CREE INC	COM	225447101	17	260	SH	DEFINE
CREE INC	COM	225447101	96	1460	SH	DEFINE
CREE INC	COM	225447101	172	2614	SH	DEFINE
CRH PLC	ADR	12626K203	9332	448667	SH	DEFINE
CROSS A T CO	CL A	227478104	7527	800000	SH	DEFINE
CSX CORP	COM	126408103	2704	41847	SH	DEFINE
CTC MEDIA INC	COM	12642X106	109079	4655537	SH	DEFINE

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

CTRIP COM INTL LTD	AMERICAN DEP SHS22943F100	5963	147420	SH	DEFINE
CTRIP COM INTL LTD	AMERICAN DEP SHS22943F100	6097	150720	SH	DEFINE
CTRIP COM INTL LTD	AMERICAN DEP SHS22943F100	2427	60000	SH	DEFINE
CTRIP COM INTL LTD	AMERICAN DEP SHS22943F100	178	4400	SH	DEFINE
CULLEN FROST BANKERS INC	COM 229899109	443	7250	SH	DEFINE
CUMMINS INC	COM 231021106	188710	1715400	SH	DEFINE
CUMMINS INC	COM 231021106	27813	252821	SH	DEFINE
CUMMINS INC	COM 231021106	220	2000	SH	DEFINE
CUMMINS INC	COM 231021106	584	5311	SH	DEFINE
CURIS INC	COM 231269101	1688	852600	SH	DEFINE
CVR ENERGY INC	COM 12662P108	9270	610690	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	52452	1508534	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	15995	460032	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	1379798	39683565	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	15315	440453	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	3888	111810	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	27367	787077	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	362	10400	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	40080	1152720	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	1717	49387	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	6638	190900	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	445418	12810423	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	56208	1616570	SH	DEFINE
CVS CAREMARK CORPORATION	COM 126650100	133	3830	SH	DEFINE
CYMER INC	COM 232572107	11452	254100	SH	DEFINE
CYMER INC	COM 232572107	1041	23100	SH	DEFINE
CYMER INC	COM 232572107	4119	91400	SH	DEFINE
CYTEC INDS INC	COM 232820100	988	18620	SH	DEFINE
CYTOKINETICS INC	COM 23282W100	511	244500	SH	DEFINE
D R HORTON INC	COM 23331A109	39829	3338600	SH	DEFINE
D R HORTON INC	COM 23331A109	71	5973	SH	DEFINE
DANAHER CORP DEL	COM 235851102	71948	1525300	SH	DEFINE
DANAHER CORP DEL	COM 235851102	24471	518787	SH	DEFINE
DANAHER CORP DEL	COM 235851102	5660	120000	SH	DEFINE
DANAHER CORP DEL	COM 235851102	1179	25000	SH	DEFINE
DANAHER CORP DEL	COM 235851102	19481	413000	SH	DEFINE
DANAHER CORP DEL	COM 235851102	2123	45000	SH	DEFINE
DANAHER CORP DEL	COM 235851102	313	6640	SH	DEFINE
DANAHER CORP DEL	COM 235851102	1344	28500	SH	DEFINE
DAVITA INC	COM 23918K108	64612	929800	SH	DEFINE
DAVITA INC	COM 23918K108	135	1940	SH	DEFINE
DEAN FOODS CO NEW	COM 242370104	786	88900	SH	DEFINE
DEAN FOODS CO NEW	COM 242370104	531	60080	SH	DEFINE
DEAN FOODS CO NEW	COM 242370104	7	790	SH	DEFINE
DEERE & CO	COM 244199105	8305	100000	SH	DEFINE
DEERE & CO	COM 244199105	6497	78229	SH	DEFINE
DEL MONTE FOODS CO	COM 24522P103	879	46753	SH	DEFINE
DELL INC	COM 24702R101	8200	605190	SH	DEFINE
DELL INC	COM 24702R101	427	31525	SH	DEFINE
DELL INC	COM 24702R101	29353	2166299	SH	DEFINE
DELL INC	COM 24702R101	11805	871203	SH	DEFINE
DELL INC	COM 24702R101	3478	256690	SH	DEFINE
DELL INC	COM 24702R101	31131	2297503	SH	DEFINE
DELL INC	COM 24702R101	455	33580	SH	DEFINE
DELL INC	COM 24702R101	69516	5130331	SH	DEFINE
DELL INC	COM 24702R101	1347	99394	SH	DEFINE
DELL INC	COM 24702R101	5040	371990	SH	DEFINE
DELL INC	COM 24702R101	170264	12565580	SH	DEFINE
DELL INC	COM 24702R101	30804	2273330	SH	DEFINE
DELL INC	COM 24702R101	129	9490	SH	DEFINE
DELTA APPAREL INC	COM 247368103	10463	775000	SH	DEFINE
DENBURY RES INC	COM NEW 247916208	12696	665080	SH	DEFINE

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

DENDREON CORP	COM	24823Q107	52359	1499400	SH	DEFINE
DENDREON CORP	COM	24823Q107	5509	157750	SH	DEFINE
DENDREON CORP	COM	24823Q107	5797	166000	SH	DEFINE
DENDREON CORP	COM	24823Q107	1152	33000	SH	DEFINE
DENDREON CORP	COM	24823Q107	18770	537500	SH	DEFINE
DENDREON CORP	COM	24823Q107	2270	65000	SH	DEFINE
DENDREON CORP	COM	24823Q107	128	3659	SH	DEFINE
DENDREON CORP	COM	24823Q107	1344	38500	SH	DEFINE
DENISON MINES CORP	COM	248356107	60	17690	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	297	8700	SH	DEFINE
DEPOMED INC	COM	249908104	2351	369600	SH	DEFINE
DESCARTES SYSTEMS GROUP INC	COM	249906108	12059	1713000	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	86	1650	SH	DEFINE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	452	8650	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	11149	791288	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	172	12190	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	2952	37600	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	104560	1331800	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	30175	384352	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	16	200	SH	OTHER
DEVON ENERGY CORP NEW	COM	25179M103	1052	13400	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	57	720	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	382	4870	SH	DEFINE
DEX ONE CORP	COM	25212W100	109546	14684389	SH	DEFINE
DEX ONE CORP	COM	25212W100	15	2000	SH	DEFINE
DEX ONE CORP	COM	25212W100	37	5000	SH	DEFINE
DEX ONE CORP	COM	25212W100	151	20281	SH	DEFINE
DEXCOM INC	COM	252131107	8796	644400	SH	DEFINE
DEXCOM INC	COM	252131107	1067	78200	SH	DEFINE
DEXCOM INC	COM	252131107	4233	310100	SH	DEFINE
DHT HOLDINGS INC	COM	Y2065G105	2080	447310	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	24150	324900	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	38462	517453	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	52	700	SH	OTHER
DIAGEO P L C	SPON ADR NEW	25243Q205	1390	18700	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	8200	110340	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	1348	18137	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	1337	20000	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	304	4550	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	40639	1083700	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	68	1800	SH	DEFINE
DIGI INTL INC	COM	253798102	1610	145076	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	7474	145021	SH	DEFINE
DILLARDS INC	CL A	254067101	10673	281300	SH	DEFINE
DIRECTV	COM CL A	25490A101	1086	27192	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	446	24082	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	31759	761600	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	275	6606	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	65374	1781800	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	288	7844	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	430	11707	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	1133	57640	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	113559	3027422	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	53540	1427354	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	83	2200	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	9123	243207	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	10695	285114	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	23800	634510	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	299	7967	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	266136	7095056	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	13639	363620	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	1723	480000	SH	DEFINE

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

DOLBY LABORATORIES INC	COM	25659T107	24151	362090	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	1706	25580	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	76378	2490327	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	275	8953	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	620178	14517270	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	4663	109146	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	125367	1651298	SH	DEFINE
DONALDSON INC	COM	257651109	50228	861836	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	4069	245100	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	76	4600	SH	DEFINE
DOVER CORP	COM	260003108	218611	3740136	SH	DEFINE
DOVER CORP	COM	260003108	2608	44618	SH	DEFINE
DOVER CORP	COM	260003108	23	400	SH	OTHER
DOVER CORP	COM	260003108	47	800	SH	DEFINE
DOW CHEM CO	COM	260543103	3848	112700	SH	DEFINE
DOW CHEM CO	COM	260543103	7034	206038	SH	DEFINE
DOW CHEM CO	COM	260543103	3027	88660	SH	DEFINE
DOW CHEM CO	COM	260543103	9568	280270	SH	DEFINE
DOW CHEM CO	COM	260543103	4230	123910	SH	DEFINE
DOW CHEM CO	COM	260543103	267	7830	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	448	12754	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	298814	8498687	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	1412	40157	SH	DEFINE
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	20617	699600	SH	DEFINE
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	70	2390	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	7921	185990	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	51	1200	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	9502	418200	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	2463	108400	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	432	19009	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	1568	69000	SH	DEFINE
DRIL-QUIP INC	COM	262037104	15797	203260	SH	DEFINE
DRIL-QUIP INC	COM	262037104	459	5900	SH	DEFINE
DRIL-QUIP INC	COM	262037104	1858	23900	SH	DEFINE
DRIL-QUIP INC	COM	262037104	737	9480	SH	DEFINE
DRYSHIPS INC	SHS	Y2109Q101	99	18000	SH	DEFINE
DST SYS INC DEL	COM	233326107	46292	1043782	SH	DEFINE
DTE ENERGY CO	COM	233331107	920	20300	SH	DEFINE
DTE ENERGY CO	COM	233331107	152955	3375000	SH	DEFINE
DTE ENERGY CO	COM	233331107	203	4475	SH	DEFINE
DTS INC	COM	23335C101	3566	72700	SH	DEFINE
DTS INC	COM	23335C101	623	12700	SH	DEFINE
DTS INC	COM	23335C101	2384	48600	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	31664	634800	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	48293	968188	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	9519	190837	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	540	10828	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	6874	137813	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	2142	42935	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	4526	90730	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	14652	293750	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	190	3800	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	2999	238000	SH	DEFINE
DUCOMMUN INC DEL	COM	264147109	3006	138000	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	812093	45597590	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	9988	560835	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	36	2000	SH	OTHER
DUKE ENERGY CORP NEW	COM	26441C105	0	7	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	10015	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	125	1517	SH	DEFINE
E M C CORP MASS	COM	268648102	196376	8575390	SH	DEFINE
E M C CORP MASS	COM	268648102	40083	1750343	SH	DEFINE

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

E M C CORP MASS	COM	268648102	1642	71700	SH	DEFINE
E M C CORP MASS	COM	268648102	49	2140	SH	DEFINE
E M C CORP MASS	COM	268648102	281	12250	SH	DEFINE
E M C CORP MASS	COM	268648102	626	27333	SH	DEFINE
E M C CORP MASS	NOTE	1.750%12/0268648AM4	18891	12500000	PRN	DEFINE
EASTMAN CHEM CO	COM	277432100	137	1629	SH	DEFINE
EASTMAN CHEM CO	COM	277432100	1324	15750	SH	DEFINE
EASTMAN KODAK CO	NOTE	7.000% 4/0277461BJ7	4945	4715000	PRN	DEFINE
EATON CORP	COM	278058102	5847	57600	SH	DEFINE
EATON CORP	COM	278058102	5023	49483	SH	DEFINE
EATON VANCE CORP	COM NON VTG	278265103	732	24200	SH	DEFINE
EATON VANCE TAX MNG GBL DV E	COM	27829F108	124	11796	SH	DEFINE
EBAY INC	COM	278642103	1	50	SH	DEFINE
EBAY INC	COM	278642103	16842	605166	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	2639	219200	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	401	33300	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	1507	125200	SH	DEFINE
ECOLAB INC	COM	278865100	127448	2527740	SH	DEFINE
ECOLAB INC	COM	278865100	874	17330	SH	DEFINE
ECOLAB INC	COM	278865100	508	10085	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	2987	199811	SH	DEFINE
E-COMMERCE CHINA DANGDANG IN	SPN ADS COM A	26833A105	2810	103800	SH	DEFINE
EDISON INTL	COM	281020107	106150	2750000	SH	DEFINE
EDISON INTL	COM	281020107	39	1000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	156964	1941670	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	1649	20401	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	267	3309	SH	DEFINE
EGA EMERGING GLOBAL SHS TR	BRAZIL INFRSTR	268461829	799	32650	SH	DEFINE
EL PASO CORP	COM	28336L109	804	58426	SH	DEFINE
EL PASO ENERGY CAP TR I	PFD CV TR SECS	283678209	272	7000	SH	DEFINE
ELAN PLC	ADR	284131208	19	3400	SH	DEFINE
ELAN PLC	ADR	284131208	37	6520	SH	DEFINE
ELAN PLC	ADR	284131208	47442	8279504	SH	DEFINE
ELAN PLC	ADR	284131208	39744	6936207	SH	DEFINE
ELAN PLC	ADR	284131208	49381	8617890	SH	DEFINE
ELAN PLC	ADR	284131208	31353	5471720	SH	DEFINE
ELBIT SYS LTD	ORD	M3760D101	239	4525	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	45606	2458300	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	16	850	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	8602	536615	SH	DEFINE
EMBRAER S A	SP ADR REP 4 COM	29082A107	94	3200	SH	DEFINE
EMBRAER S A	SP ADR REP 4 COM	29082A107	2122	72170	SH	DEFINE
EMBRAER S A	SP ADR REP 4 COM	29082A107	521	17710	SH	DEFINE
EMBRAER S A	SP ADR REP 4 COM	29082A107	3979	135339	SH	DEFINE
EMBRAER S A	SP ADR REP 4 COM	29082A107	16545	562743	SH	DEFINE
EMBRAER S A	SP ADR REP 4 COM	29082A107	182904	6221217	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	30754	1061200	SH	DEFINE
EMERSON ELEC CO	COM	291011104	58811	1028700	SH	DEFINE
EMERSON ELEC CO	COM	291011104	43611	762826	SH	DEFINE
EMERSON ELEC CO	COM	291011104	17	300	SH	OTHER
EMERSON ELEC CO	COM	291011104	3995	69880	SH	DEFINE
ENBRIDGE INC	COM	29250N105	11	200	SH	DEFINE
ENBRIDGE INC	COM	29250N105	119139	2107735	SH	DEFINE
ENCANA CORP	COM	292505104	31	1075	SH	DEFINE
ENCANA CORP	COM	292505104	1553	53328	SH	DEFINE
ENCANA CORP	COM	292505104	66475	2281172	SH	DEFINE
ENCANA CORP	COM	292505104	2559	87400	SH	DEFINE
ENCANA CORP	COM	292505104	584	20003	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1486	41600	SH	DEFINE
ENER1 INC	COM NEW	29267A203	841	221900	SH	DEFINE
ENER1 INC	COM NEW	29267A203	4	1000	SH	DEFINE
ENERGEN CORP	COM	29265N108	43569	902800	SH	DEFINE

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

ENERGEN CORP	COM	29265N108	188	3900	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	1112	15250	SH	DEFINE
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	586	15000	SH	DEFINE
ENERGY TRANSFER PRTRNS L P	UNIT LTD PARTN	29273R109	234	4525	SH	DEFINE
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	641	20787	SH	DEFINE
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	6392	207385	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	417	9537	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	11022	251998	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	24757	463796	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	1368	25636	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	9567	113109	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	2281	32200	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	485594	6855770	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	1639	23137	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	100713	1421899	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	22	310	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	171	2420	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	8744	210146	SH	DEFINE
ENVESTNET INC	COM	29404K106	2121	124300	SH	DEFINE
ENVESTNET INC	COM	29404K106	384	22500	SH	DEFINE
ENVESTNET INC	COM	29404K106	1428	83700	SH	DEFINE
EOG RES INC	COM	26875P101	12944	141600	SH	DEFINE
EOG RES INC	COM	26875P101	982	10744	SH	DEFINE
EQUIFAX INC	COM	294429105	14240	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	96	2700	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	3328	59500	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	56	1000	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2	33	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	12433	239318	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	32039	616719	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	686	13200	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	5143	446058	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	22163	1922214	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	50127	4347550	SH	DEFINE
ERIE INDY CO	CL A	29530P102	225857	3449773	SH	DEFINE
ERIE INDY CO	CL A	29530P102	52	800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	42154	1114000	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	3118	132699	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	5951	52100	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	114	1000	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	15604	227490	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	679	9900	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	2805	40900	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	14020	700650	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	3305	97200	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	585	17220	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	2173	63900	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	560	6600	SH	DEFINE
EXAMWORKS GROUP INC	COM	30066A105	2057	111300	SH	DEFINE
EXAMWORKS GROUP INC	COM	30066A105	338	18300	SH	DEFINE
EXAMWORKS GROUP INC	COM	30066A105	1321	71500	SH	DEFINE
EXELON CORP	COM	30161N101	87794	2108410	SH	DEFINE
EXELON CORP	COM	30161N101	4958	119066	SH	DEFINE
EXELON CORP	COM	30161N101	598729	14378691	SH	DEFINE
EXELON CORP	COM	30161N101	21	510	SH	DEFINE
EXELON CORP	COM	30161N101	141	3375	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	39439	1571900	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	1633	65080	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	99007	3946089	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	137041	2509934	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	4183	76603	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	29	540	SH	DEFINE

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

EXPEDITORS INTL WASH INC	COM	302130109	171	3130	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	307	5619	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	117633	2176380	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	17429	322461	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	30	560	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	142	2620	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	474	8772	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	24501	1023000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	146042	6097799	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	3312	45300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	1486837	20334200	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	261479	3576022	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2340	32000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	102	1390	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	10634	145396	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2298	31434	SH	DEFINE
F M C CORP	COM NEW	302491303	1149	14378	SH	DEFINE
F M C CORP	COM NEW	302491303	4599	57564	SH	DEFINE
F5 NETWORKS INC	COM	315616102	76258	585886	SH	DEFINE
F5 NETWORKS INC	COM	315616102	15814	121493	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	101092	1078200	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	1329	14170	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	268	2855	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	252522	5079900	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	104	2100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	134	2700	SH	DEFINE
FARMER BROS CO	COM	307675108	36317	2040293	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	7419	225900	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	1166	35500	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	4557	138761	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	9481	288691	SH	DEFINE
FASTENAL CO	COM	311900104	15637	261000	SH	DEFINE
FASTENAL CO	COM	311900104	1353	22583	SH	DEFINE
FASTENAL CO	COM	311900104	839	14000	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	17403	606994	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	623	8000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	12219	156800	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	249	3200	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	7	1000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	32517	4740079	SH	DEFINE
FEDEX CORP	COM	31428X106	120611	1296760	SH	DEFINE
FEDEX CORP	COM	31428X106	14334	154114	SH	DEFINE
FEDEX CORP	COM	31428X106	3023	32500	SH	DEFINE
FEDEX CORP	COM	31428X106	15781	169671	SH	DEFINE
FEDEX CORP	COM	31428X106	281	3020	SH	DEFINE
FEDEX CORP	COM	31428X106	651	7000	SH	DEFINE
FEDEX CORP	COM	31428X106	14960	160843	SH	DEFINE
FEDEX CORP	COM	31428X106	365	3926	SH	DEFINE
FEDEX CORP	COM	31428X106	6317	67913	SH	DEFINE
FEDEX CORP	COM	31428X106	286193	3077012	SH	DEFINE
FEDEX CORP	COM	31428X106	11584	124550	SH	DEFINE
FEDEX CORP	COM	31428X106	107	1150	SH	DEFINE
FEI CO	COM	30241L109	4347	164600	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	1787	253800	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	243	34500	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	924	131200	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	97147	3901500	SH	DEFINE
FERRO CORP	COM	315405100	163	11137	SH	DEFINE
FIBRIA CELULOSE S A	SP ADR REP COM	31573A109	969	60564	SH	DEFINE
FIDELITY NATL INFORMATION SV	COM	31620M106	248	9072	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	153	10400	SH	DEFINE
FIRST CALIFORNIA FINANCIAL G	COM NEW	319395109	2537	906100	SH	DEFINE

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

FIRST CLOVER LEAF FIN CORP	COM	31969M105	2970	436070	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	2797	235000	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	23751	1698900	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	140	10000	SH	DEFINE
FIRST REP BK SAN FRAN CALI N	COM	33616C100	294	10100	SH	DEFINE
FIRST SOLAR INC	COM	336433107	115153	884840	SH	DEFINE
FIRST SOLAR INC	COM	336433107	126	965	SH	DEFINE
FIRST SOLAR INC	COM	336433107	20	150	SH	DEFINE
FIRST SOLAR INC	COM	336433107	107	820	SH	DEFINE
FIRST SOLAR INC	COM	336433107	191	1467	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	298541	8064330	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	284	7663	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	12	320	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	73	1980	SH	DEFINE
FISERV INC	COM	337738108	1173	20036	SH	DEFINE
FLEETCOR TECHNOLOGIES INC	COM	339041105	11830	382600	SH	DEFINE
FLEETCOR TECHNOLOGIES INC	COM	339041105	117	3800	SH	DEFINE
FLEETCOR TECHNOLOGIES INC	COM	339041105	417	13500	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	4243	240000	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	339	43235	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	13251	1687969	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4489	571800	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	57911	7377170	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	28238	3597153	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	6478	825258	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4234	539380	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	356121	45365707	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	150283	19144291	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	131	16710	SH	DEFINE
FLIR SYS INC	COM	302445101	129106	4339704	SH	DEFINE
FLIR SYS INC	COM	302445101	40	1350	SH	DEFINE
FLIR SYS INC	COM	302445101	200	6710	SH	DEFINE
FLIR SYS INC	COM	302445101	4797	161236	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	111561	935760	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	212	1775	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	1483	12435	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	253	2125	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	4842	40610	SH	DEFINE
FLUOR CORP NEW	COM	343412102	29923	451600	SH	DEFINE
FLUOR CORP NEW	COM	343412102	14816	223601	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	194409	2186590	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	1005	11300	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	165	1856	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	75325	1347012	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	3392	615541	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	21003	405000	SH	DEFINE
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	218	4200	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	18469	1100000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	2981	177564	SH	DEFINE
FOREST CITY ENTERPRISES INC	CL A	345550107	150	9000	SH	DEFINE
FOREST CITY ENTERPRISES INC	CL A	345550107	1746	104600	SH	DEFINE
FOREST LABS INC	COM	345838106	969	30306	SH	DEFINE
FOREST LABS INC	COM	345838106	1030	32215	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	3	168	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	45719	2368841	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	2464	40900	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	527	8740	SH	DEFINE
FORWARD AIR CORP	COM	349853101	14058	495333	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	12832	608713	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	13553	642942	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	32766	841881	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	35	900	SH	DEFINE

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

FRANKLIN RES INC	COM	354613101	51862	466345	SH	DEFINE
FREDS INC	CL A	356108100	55151	4008057	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	71874	598505	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	26800	223166	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	2087	17403	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	2424	20182	SH	DEFINE
FRESENIUS MED CARE AG&CO KGA	SPONSORED ADR	358029106	1050	18200	SH	DEFINE
FRESH MKT INC	COM	35804H106	1463	35500	SH	DEFINE
FRISCHS RESTAURANTS INC	COM	358748101	3609	161700	SH	DEFINE
FRONTEER GOLD INC	COM	359032109	1684	144500	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	113907	11706783	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	5907	607128	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	11458	636190	SH	DEFINE
FULLER H B CO	COM	359694106	238	11604	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	8911	1289644	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	9982	1942109	SH	DEFINE
GAFISA S A	SPONS ADR	362607301	2377	163600	SH	DEFINE
GAIAM INC	CL A	36268Q103	3147	408700	SH	DEFINE
GAIAM INC	CL A	36268Q103	587	76240	SH	DEFINE
GAIAM INC	CL A	36268Q103	2261	293600	SH	DEFINE
GAIAM INC	CL A	36268Q103	1705	221453	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	76698	2637490	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	61	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	1011	44208	SH	DEFINE
GAMMON GOLD INC	COM	36467T106	14982	1839900	SH	DEFINE
GAP INC DEL	COM	364760108	613	27689	SH	DEFINE
GAP INC DEL	COM	364760108	1613	72870	SH	DEFINE
GAP INC DEL	COM	364760108	1760	79500	SH	DEFINE
GAP INC DEL	COM	364760108	3464	156475	SH	DEFINE
GAP INC DEL	COM	364760108	2859	129120	SH	DEFINE
GAP INC DEL	COM	364760108	36474	1647441	SH	DEFINE
GAP INC DEL	COM	364760108	3229	145860	SH	DEFINE
GAP INC DEL	COM	364760108	40	1795	SH	DEFINE
GARDNER DENVER INC	COM	365558105	71213	1034770	SH	DEFINE
GARDNER DENVER INC	COM	365558105	36915	536400	SH	DEFINE
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	1828	126970	SH	DEFINE
GENCORP INC	COM	368682100	16189	3131390	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	64843	913800	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	121496	1712175	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	10115	142541	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	71	1000	SH	OTHER
GENERAL DYNAMICS CORP	COM	369550108	44	620	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	233	3289	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	1500	21143	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4472	244500	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	575387	31459100	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	110398	6035971	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	55	3000	SH	OTHER
GENERAL ELECTRIC CO	COM	369604103	1659	90700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	12550	686180	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5772	315604	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	59208	3237282	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	668	36550	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	88799	4855076	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	3937	215281	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	7651	418300	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	519581	28407934	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	56289	3077600	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	144	7850	SH	DEFINE
GENERAL MLS INC	COM	370334104	4351	122244	SH	DEFINE

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

GENERAL MLS INC	COM	370334104	190233	5345112	SH	DEFINE
GENERAL MLS INC	COM	370334104	13331	374580	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	42025	1140120	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	238	6460	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	15	400	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	117	3170	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	184986	3418700	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	4989	92206	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	207	3830	SH	DEFINE
GENESEEE & WYO INC	CL A	371559105	64252	1213450	SH	DEFINE
GENON ENERGY INC	COM	37244E107	3	788	SH	DEFINE
GENON ENERGY INC	COM	37244E107	65768	17262023	SH	DEFINE
GENTEX CORP	COM	371901109	79400	2686050	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	3667	537720	SH	DEFINE
GENUINE PARTS CO	COM	372460105	266	5183	SH	DEFINE
GENUINE PARTS CO	COM	372460105	10164	197965	SH	DEFINE
GENUINE PARTS CO	COM	372460105	1045	20357	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	19753	1503300	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	84	6360	SH	DEFINE
GENZYME CORP	COM	372917104	26842	377000	SH	DEFINE
GENZYME CORP	COM	372917104	720	10111	SH	DEFINE
GENZYME CORP	COM	372917104	596966	8384357	SH	DEFINE
GIBRALTAR INDS INC	COM	374689107	49414	3641421	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	59	2075	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	66090	2323723	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	2403	66300	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	125229	3455570	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	40562	1119248	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	14	400	SH	OTHER
GILEAD SCIENCES INC	COM	375558103	6661	183800	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	46	1260	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1051	29000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	337	9310	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	16772	462800	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1993	55000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	200	5525	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1254	34600	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/0	375558AH6	16613	15000000	PRN	DEFINE
GLATFELTER	COM	377316104	13474	1098127	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1078	27476	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	2388	60880	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	14032	357772	SH	DEFINE
GLOBAL INDEMNITY PLC	SHS	G39319101	2221	108584	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	40589	5857000	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	56016	1212200	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	4	82	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	54581	3010548	SH	DEFINE
GOLD RESOURCE CORP	COM	38068T105	412	14000	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	172333	3746720	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	1439	31290	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	2618	56900	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	7436	1622600	SH	DEFINE
GOLDEN STAR RES LTD CDA	COM	38119T104	23	5000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	6726	40000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	13418	79793	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	2169	12900	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	1072	6375	SH	DEFINE
GOOGLE INC	CL A	38259P508	207984	350160	SH	DEFINE
GOOGLE INC	CL A	38259P508	36181	60914	SH	DEFINE
GOOGLE INC	CL A	38259P508	74	125	SH	OTHER
GOOGLE INC	CL A	38259P508	2821	4750	SH	DEFINE
GOOGLE INC	CL A	38259P508	58	98	SH	DEFINE

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

GOOGLE INC	CL A	38259P508	475	800	SH	DEFINE
GOOGLE INC	CL A	38259P508	349	588	SH	DEFINE
GRACO INC	COM	384109104	62051	1572900	SH	DEFINE
GRACO INC	COM	384109104	770	19525	SH	DEFINE
GRACO INC	COM	384109104	110	2800	SH	DEFINE
GRAINGER W W INC	COM	384802104	1340	9700	SH	DEFINE
GRAINGER W W INC	COM	384802104	75961	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	2689	19470	SH	DEFINE
GRAN TIERRA ENERGY INC	COM	38500T101	10982	1364220	SH	DEFINE
GRANITE CONSTR INC	COM	387328107	53170	1938400	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	49497	16731800	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	9955	513400	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	40137	2070000	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	60	3083	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	194	9950	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	354	18275	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	34069	528200	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	6758	104770	SH	DEFINE
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	45	700	SH	OTHER
GREAT PLAINS ENERGY INC	UNIT 06/15/2042	391164803	392	6084	SH	DEFINE
GREATBATCH INC	COM	39153L106	9196	380806	SH	DEFINE
GREEN DOT CORP	CL A	39304D102	9545	168220	SH	DEFINE
GREENBRIER COS INC	COM	393657101	894	42600	SH	DEFINE
GREENLIGHT CAPITAL RE LTD	CLASS A	G4095J109	938	35000	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	5171	159700	SH	DEFINE
GRIFFON CORP	COM	398433102	2257	177131	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	82740	1981317	SH	DEFINE
GROUPE CGI INC	CL A SUB VTG	39945C109	14093	817060	SH	DEFINE
GSI COMMERCE INC	COM	36238G102	38524	1660500	SH	DEFINE
GSI COMMERCE INC	COM	36238G102	580	25000	SH	DEFINE
GSI COMMERCE INC	COM	36238G102	2276	98100	SH	DEFINE
GTSI CORP	COM	36238K103	2115	450000	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	15144	10740191	SH	DEFINE
GUESS INC	COM	401617105	90187	1905920	SH	DEFINE
GUESS INC	COM	401617105	629	13300	SH	DEFINE
GUESS INC	COM	401617105	20	430	SH	DEFINE
GUESS INC	COM	401617105	119	2520	SH	DEFINE
GUESS INC	COM	401617105	2522	53300	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	3364	124300	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	585	21630	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	2105	77800	SH	DEFINE
HALLIBURTON CO	COM	406216101	100072	2450950	SH	DEFINE
HALLIBURTON CO	COM	406216101	725	17749	SH	DEFINE
HALLIBURTON CO	COM	406216101	21681	531008	SH	DEFINE
HALLIBURTON CO	COM	406216101	2147	52590	SH	DEFINE
HALLIBURTON CO	COM	406216101	41789	1023491	SH	DEFINE
HALLIBURTON CO	COM	406216101	47698	1168220	SH	DEFINE
HALLIBURTON CO	COM	406216101	3418	83710	SH	DEFINE
HALLIBURTON CO	COM	406216101	4393	107590	SH	DEFINE
HALLIBURTON CO	COM	406216101	505188	12372965	SH	DEFINE
HALLIBURTON CO	COM	406216101	11970	293160	SH	DEFINE
HALLIBURTON CO	COM	406216101	96	2350	SH	DEFINE
HALLMARK FINL SVCS INC	EC COM NEW	40624Q203	182	20000	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	2468	70788	SH	DEFINE
HANOVER INS GROUP INC	COM	410867105	29522	631900	SH	DEFINE
HANOVER INS GROUP INC	COM	410867105	72	1545	SH	DEFINE
HANSEN NAT CORP	COM	411310105	100004	1912860	SH	DEFINE
HANSEN NAT CORP	COM	411310105	22870	437459	SH	DEFINE
HANSEN NAT CORP	COM	411310105	878	16800	SH	DEFINE
HANSEN NAT CORP	COM	411310105	21	400	SH	DEFINE
HANSEN NAT CORP	COM	411310105	1919	36700	SH	DEFINE
HANSEN NAT CORP	COM	411310105	166	3181	SH	DEFINE

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

HARDINGE INC	COM	412324303	10422	1070000	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	1227	35400	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	29057	838096	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	278	8005	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	4457	96272	SH	DEFINE
HARRIS & HARRIS GROUP INC	COM	413833104	53	12000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	694	15316	SH	DEFINE
HARTE-HANKS INC	COM	416196103	575	45000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	DEP CONV PFD	416515708	27659	1080000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	DEP CONV PFD	416515708	922	36003	SH	DEFINE
HASBRO INC	COM	418056107	845	17900	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	16744	1290000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	15953	700000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	46	2000	SH	DEFINE
HCC INS HLDGS INC	COM	404132102	32786	1132900	SH	DEFINE
HCP INC	COM	40414L109	55	1500	SH	DEFINE
HCP INC	COM	40414L109	17952	487971	SH	DEFINE
HCP INC	COM	40414L109	280	7600	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	24	500	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	6070	127410	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	124	2600	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	10657	655000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	8010	500000	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	37670	430177	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	403	4600	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	1594	18200	SH	DEFINE
HEARTWARE INTL INC	NOTE	3.500%12/1422368AA8	11088	10000000	PRN	DEFINE
HEICO CORP NEW	COM	422806109	24716	484347	SH	DEFINE
HEICO CORP NEW	COM	422806109	1112	21799	SH	DEFINE
HEICO CORP NEW	COM	422806109	4423	86675	SH	DEFINE
HEINZ H J CO	COM	423074103	15323	309805	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	37803	3113900	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	4409	363200	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	601	12400	SH	DEFINE
HERSHA HOSPITALITY TR	SH BEN INT A	427825104	3864	585400	SH	DEFINE
HERSHA HOSPITALITY TR	SH BEN INT A	427825104	42	6300	SH	DEFINE
HERSHEY CO	COM	427866108	1447	30690	SH	DEFINE
HESS CORP	COM	42809H107	22243	290600	SH	DEFINE
HESS CORP	COM	42809H107	1572	20543	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	80982	1923565	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	25701	610471	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	579234	13758522	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	45	1080	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	1529	36330	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	68726	1862500	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	1119	55300	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	204	10100	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	736	36393	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	6247	196150	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	127	4000	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	51857	1317175	SH	DEFINE
HILLENBRAND INC	COM	431571108	81114	3897836	SH	DEFINE
HILLENBRAND INC	COM	431571108	65	3100	SH	DEFINE
HILLENBRAND INC	COM	431571108	42	2000	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	63902	1046880	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	49	800	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	2014	31100	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	3015	46544	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	1205	18600	SH	DEFINE
HOLLY CORP	COM PAR \$0.01	435758305	11798	289370	SH	DEFINE
HOLLYSYS AUTOMATION TECHNOLO	SHS	G45667105	518	34140	SH	DEFINE
HOLLYSYS AUTOMATION TECHNOLO	SHS	G45667105	684	45159	SH	DEFINE

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

HOLOGIC INC	COM	436440101	795	42250	SH	DEFINE
HOME DEPOT INC	COM	437076102	4158	118600	SH	DEFINE
HOME DEPOT INC	COM	437076102	104256	2973658	SH	DEFINE
HOME DEPOT INC	COM	437076102	32927	939168	SH	DEFINE
HOME DEPOT INC	COM	437076102	21	600	SH	OTHER
HOME DEPOT INC	COM	437076102	17165	489597	SH	DEFINE
HOME DEPOT INC	COM	437076102	3686	105140	SH	DEFINE
HOME DEPOT INC	COM	437076102	7215	205830	SH	DEFINE
HOME DEPOT INC	COM	437076102	738	21040	SH	DEFINE
HOME DEPOT INC	COM	437076102	23028	656820	SH	DEFINE
HOME DEPOT INC	COM	437076102	2912	83057	SH	DEFINE
HOME DEPOT INC	COM	437076102	8649	246680	SH	DEFINE
HOME DEPOT INC	COM	437076102	261989	7472584	SH	DEFINE
HOME DEPOT INC	COM	437076102	42869	1222730	SH	DEFINE
HOME DEPOT INC	COM	437076102	120	3410	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	3017	76378	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	31215	587190	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	20906	1479534	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	5721	273990	SH	DEFINE
HOSPIRA INC	COM	441060100	2498	44847	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	34503	1930751	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	686	38401	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	4143	308276	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	17159	336193	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	7972	156196	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	20034	392525	SH	DEFINE
HSN INC	COM	404303109	1839	60020	SH	DEFINE
HUB GROUP INC	CL A	443320106	492	14000	SH	DEFINE
HUB GROUP INC	CL A	443320106	137	3903	SH	DEFINE
HUB GROUP INC	CL A	443320106	323	9200	SH	DEFINE
HUBBELL INC	CL B	443510201	715	11899	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	48544	2693800	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	4249	235800	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	80621	6328140	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	4172	327453	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	968	76000	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	77964	3263480	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	52	2160	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	131	5504	SH	DEFINE
HUMANA INC	COM	444859102	11	200	SH	DEFINE
HUMANA INC	COM	444859102	1330	24300	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	1183	29000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	41936	1027600	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	204	5000	SH	DEFINE
HUNTSMAN CORP	COM	447011107	2342	150000	SH	DEFINE
HURCO COMPANIES INC	COM	447324104	9509	402071	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	4227	159800	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	671	25370	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	2545	96232	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	NOTE 3.250% 1/1	448407AF3	1443	2000000	PRN	DEFINE
HYATT HOTELS CORP	COM CL A	448579102	53	1150	SH	DEFINE
HYATT HOTELS CORP	COM CL A	448579102	6476	141520	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	4306	150050	SH	DEFINE
IAMGOLD CORP	COM	450913108	98791	5550080	SH	DEFINE
IAMGOLD CORP	COM	450913108	6378	358300	SH	DEFINE
ICF INTL INC	COM	44925C103	5211	202600	SH	DEFINE
ICF INTL INC	COM	44925C103	514	20000	SH	DEFINE
ICF INTL INC	COM	44925C103	2001	77800	SH	DEFINE
ICICI BK LTD	ADR	45104G104	8711	172022	SH	DEFINE
ICICI BK LTD	ADR	45104G104	6618	130679	SH	DEFINE
ICICI BK LTD	ADR	45104G104	2169	42840	SH	DEFINE
ICICI BK LTD	ADR	45104G104	601	11870	SH	DEFINE

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

ICICI BK LTD	ADR	45104G104	8086	159670	SH	DEFINE
ICICI BK LTD	ADR	45104G104	20323	401314	SH	DEFINE
ICICI BK LTD	ADR	45104G104	248704	4911215	SH	DEFINE
ICICI BK LTD	ADR	45104G104	112127	2214206	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	3906	202300	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	620	32100	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	2470	127900	SH	DEFINE
IDACORP INC	COM	451107106	19984	540400	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	4251	79600	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	53400	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	3368	63072	SH	DEFINE
ILLUMINA INC	COM	452327109	3167	50000	SH	DEFINE
ILLUMINA INC	COM	452327109	149	2350	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	4054	201600	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	704	35000	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	2785	138500	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	6069	301771	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	719	17751	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	27216	668801	SH	DEFINE
INCYTE CORP	COM	45337C102	5490	331500	SH	DEFINE
INDIA FD INC	COM	454089103	2158	61468	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	61426	1395100	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	235	5339	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	152	2000	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	56101	737400	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	39	3971	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	2042	208599	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	15501	1583302	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	4789	489175	SH	DEFINE
INGERSOLL-RAND GLOBAL HLDG C	NOTE 4.500% 4/1	45687AAD4	21260	8000000	PRN	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	47184	1002000	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	892	18942	SH	DEFINE
INPHI CORP	COM	45772F107	4076	202900	SH	DEFINE
INPHI CORP	COM	45772F107	418	20800	SH	DEFINE
INPHI CORP	COM	45772F107	1649	82100	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	2759	328500	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1433	114723	SH	DEFINE
INTEL CORP	COM	458140100	463577	22043585	SH	DEFINE
INTEL CORP	COM	458140100	73388	3489665	SH	DEFINE
INTEL CORP	COM	458140100	32	1500	SH	OTHER
INTEL CORP	COM	458140100	58	2770	SH	DEFINE
INTEL CORP	COM	458140100	1087	51614	SH	DEFINE
INTEL CORP	COM	458140100	2184	103837	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	2003	2000000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	26749	224500	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	392	3290	SH	DEFINE
INTERMEC INC	COM	458786100	2977	235140	SH	DEFINE
INTERMUNE INC	COM	45884X103	6588	181000	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	254602	1734820	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	190282	1296550	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	180139	1227439	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1600	10900	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	82	560	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	5503	37483	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	2197	14973	SH	DEFINE
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	679	12209	SH	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	9119	359000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	417	39276	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	969	60020	SH	DEFINE
INTL PAPER CO	COM	460146103	662	24308	SH	DEFINE
INTL PAPER CO	COM	460146103	396069	14539965	SH	DEFINE
INTUIT	COM	461202103	2465	50000	SH	DEFINE

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

INTUIT	COM	461202103	2045	41490	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	48289	187350	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	2759	10705	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	115	446	SH	DEFINE
INVACARE CORP	COM	461203101	543	18000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	11763	488920	SH	DEFINE
INVESCO LTD	SHS	G491BT108	8901	369970	SH	DEFINE
INVESCO LTD	SHS	G491BT108	864	35915	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1203	50000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	219	9120	SH	DEFINE
INVESCO LTD	SHS	G491BT108	890	37000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	5885	244600	SH	DEFINE
INVESCO LTD	SHS	G491BT108	4195	174340	SH	DEFINE
INVESCO LTD	SHS	G491BT108	63998	2659914	SH	DEFINE
INVESCO LTD	SHS	G491BT108	16955	704706	SH	DEFINE
INVESCO LTD	SHS	G491BT108	489	20317	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	28	1740	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	5037	307682	SH	DEFINE
IRON MTN INC	COM	462846106	344	13760	SH	DEFINE
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	3665	354100	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	1508	108520	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	387990	27912963	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	5309	208695	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	10747	138844	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	2663	34410	SH	DEFINE
ISHARES INC	MSCI CDA INDEX	464286509	385	12415	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	380	10768	SH	DEFINE
ISHARES INC	MSCI PAC J IDX	464286665	1644	35000	SH	DEFINE
ISHARES INC	MSCI S KOREA	464286772	762	12448	SH	DEFINE
ISHARES INC	MSCI STH AFRCA	464286780	687	9200	SH	DEFINE
ISHARES INC	MSCI MEX INVEST	464286822	417	6742	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	96	8800	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	24447	2240750	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	512	27100	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	854	28300	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	5	150	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	2951	59188	SH	DEFINE
ISHARES TR	BARCLYS TIPS BD	464287176	20218	188043	SH	DEFINE
ISHARES TR	FTSE XNHUA IDX	464287184	14768	342729	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	78784	624030	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	5937	47025	SH	DEFINE
ISHARES TR	BARCLY USAGG B	464287226	69941	661385	SH	DEFINE
ISHARES TR	BARCLY USAGG B	464287226	372	3521	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	104483	2194092	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	95	2000	SH	OTHER
ISHARES TR	MSCI EMERG MKT	464287234	4791	100600	SH	DEFINE
ISHARES TR	IBOXX INV CPBD	464287242	16341	150690	SH	DEFINE
ISHARES TR	S&P NA NAT RES	464287374	608	14575	SH	DEFINE
ISHARES TR	S&P LTN AM 40	464287390	240	4450	SH	DEFINE
ISHARES TR	BARCLYS 7-10 YR	464287440	1207	12861	SH	DEFINE
ISHARES TR	BARCLYS 1-3 YR	464287457	1002	11930	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	31747	545195	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	60469	1038456	SH	DEFINE
ISHARES TR	RUSSELL MIDCAP	464287499	537	5279	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	595	6561	SH	DEFINE
ISHARES TR	NASDAQ BIO INDX	464287556	271	2900	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	725	11173	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	11	169	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	2018	35241	SH	DEFINE
ISHARES TR	RUSSELL 1000	464287622	1655	23692	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	9472	121081	SH	DEFINE
ISHARES TR	RUSSELL 3000	464287689	316	4220	SH	DEFINE

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

ISHARES TR	DJ US UTILS	464287697	389	5050	SH	DEFINE
ISHARES TR	S&P SMLCAP 600	464287804	1407	20542	SH	DEFINE
ISHARES TR	S&P EURO PLUS	464287861	2043	52000	SH	DEFINE
ISHARES TR	S&P SMLCP VALU	464287879	2307	32072	SH	DEFINE
ISHARES TR	S&P SMLCP GROW	464287887	2449	33734	SH	DEFINE
ISHARES TR	MSCI ACWI EX	464288240	43	975	SH	DEFINE
ISHARES TR	MSCI ACWI EX	464288240	330	7500	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	1466	31381	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	37	791	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	39	922	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	4817	114110	SH	DEFINE
ISHARES TR	S&P NTL AMTFREE	464288414	5	51	SH	DEFINE
ISHARES TR	S&P NTL AMTFREE	464288414	1141	11509	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	11448	126787	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	424	4700	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	51897	493408	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	158	1500	SH	OTHER
ISHARES TR	BARCLYS 1-3YR CR	464288646	9023	86525	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	19596	504673	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	672	17300	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	30	3000	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1943	191960	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1393	137603	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	4330	427910	SH	DEFINE
ISOFTSTONE HLDGS LTD	SPONSORED ADS	46489B108	1016	55900	SH	DEFINE
ISTAR FINL INC	COM	45031U101	121	15500	SH	DEFINE
ISTAR FINL INC	FRNT	10/045031UBF7	275633	309700000	PRN	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	1852	77115	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	971441	40459836	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	1683	70082	SH	DEFINE
ITRON INC	COM	465741106	1500	27050	SH	DEFINE
ITT CORP NEW	COM	450911102	1277	24500	SH	DEFINE
ITT CORP NEW	COM	450911102	2626	50397	SH	DEFINE
ITT EDUCATIONAL SERVICES INC	COM	45068B109	1280	20100	SH	DEFINE
ITURAN LOCATION AND CONTROL	SHS	M6158M104	4084	234172	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	88068	3836635	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	12773	553800	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	718	31200	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	727	31500	SH	DEFINE
IXIA	COM	45071R109	4433	264200	SH	DEFINE
IXIA	COM	45071R109	790	47100	SH	DEFINE
IXIA	COM	45071R109	3082	183700	SH	DEFINE
IXIA	COM	45071R109	6298	375298	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	4373	95367	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	116	2520	SH	DEFINE
JAKKS PAC INC	COM	47012E106	42183	2315210	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	37525	2893198	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	861	66400	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	19	1490	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	3702	285400	SH	DEFINE
JARDEN CORP	COM	471109108	40541	1313290	SH	DEFINE
JARDEN CORP	COM	471109108	0	1	SH	DEFINE
JAZZ PHARMACEUTICALS INC	COM	472147107	6883	349731	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	191836	3101640	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	904886	14630325	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	136720	2210511	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	87	1400	SH	OTHER
JOHNSON & JOHNSON	COM	478160104	1299	21000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	55	890	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	21617	349460	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	2307	37307	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	214699	5620420	SH	DEFINE

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

JOHNSON CTLS INC	COM	478366107	1609	42121	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	537	14070	SH	DEFINE
JOHNSON OUTDOORS INC	CL A	479167108	601	47985	SH	DEFINE
JOY GLOBAL INC	COM	481165108	44208	509600	SH	DEFINE
JOY GLOBAL INC	COM	481165108	11342	130738	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	773147	18226010	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	55783	1315008	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	17	400	SH	OTHER
JPMORGAN CHASE & CO	COM	46625H100	1548	36500	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	16043	378187	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	35750	842782	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	602	14200	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	40854	963092	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	4847	114259	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	5682	133950	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	210781	4968906	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	40836	962670	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	29	680	SH	DEFINE
JPMORGAN CHASE & CO	-W EXP 10/28/201	46634E114	569	39350	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	125848	3408700	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	1183	32051	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	268	7256	SH	DEFINE
KAISER ALUMINUM CORP	COM PAR \$0.01	483007704	31882	636500	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	7504	227189	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	48276	1008700	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	214	4468	SH	DEFINE
KAYDON CORP	COM	486587108	3543	87000	SH	DEFINE
KAYDON CORP	COM	486587108	611	15000	SH	DEFINE
KAYDON CORP	COM	486587108	2363	58021	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1007	19040	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	11898	224965	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	3776	71391	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	16116	304717	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1416	26781	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	98778	1867620	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	249819	4723375	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	63	1200	SH	DEFINE
KELLOGG CO	COM	487836108	2043	40000	SH	DEFINE
KELLOGG CO	COM	487836108	5001	97901	SH	DEFINE
KELLOGG CO	COM	487836108	996	19500	SH	DEFINE
KELLOGG CO	COM	487836108	1831	35840	SH	DEFINE
KELLY SVCS INC	CL A	488152208	44996	2393400	SH	DEFINE
KENNAMETAL INC	COM	489170100	66809	1693071	SH	DEFINE
KENNAMETAL INC	COM	489170100	63	1600	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	19529	1504590	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	395	30400	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	1513	116600	SH	DEFINE
KEYW HLDG CORP	COM	493723100	6455	440013	SH	DEFINE
KEYW HLDG CORP	COM	493723100	795	54187	SH	DEFINE
KEYW HLDG CORP	COM	493723100	3192	217600	SH	DEFINE
KID BRANDS INC	COM	49375T100	7355	860200	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	6656	182500	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	117	3200	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	2837	45000	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4743	75241	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	1	67	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	9580	531054	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	206	11400	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	16154	229914	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	42	600	SH	OTHER
KINGSWAY FINL SVCS INC	COM	496904103	645	462700	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	81568	4301412	SH	DEFINE

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

KINROSS GOLD CORP	COM NO PAR	496902404	153	8090	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	3516	185400	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	1551	109200	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	28	2000	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	275965	19434148	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	16401	1155000	SH	DEFINE
KKR FINANCIAL HLDGS LLC	COM	48248A306	651	70000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	31	800	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	1368	35395	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	21690	1141600	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	443	23300	SH	DEFINE
KNIGHT TRANSN INC	COM	499064103	1771	93200	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	5190	744567	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	2868	411449	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	138481	2548430	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	316	5820	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	58	1060	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	341	6270	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	214	3935	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	3070	100000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	405	13186	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	2862	93210	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	10227	333142	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	13747	447794	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	731	23200	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	7015	222627	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	1117640	35469385	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	12542	398041	SH	DEFINE
KROGER CO	COM	501044101	320	14330	SH	DEFINE
KROGER CO	COM	501044101	368602	16484882	SH	DEFINE
KROGER CO	COM	501044101	5421	242437	SH	DEFINE
KROGER CO	COM	501044101	285	12760	SH	DEFINE
K-SWISS INC	CL A	482686102	39074	3133440	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	215776	10373823	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	10142	487590	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	818	11600	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	722	10245	SH	DEFINE
LA Z BOY INC	COM	505336107	39406	4368700	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2242	25500	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	6542	74409	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1521	17300	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	116003	2240300	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	62	1200	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	350	6764	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	53596	937000	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	57	1000	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	3551	43998	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	1788	51945	SH	DEFINE
LAZARD LTD	SHS A	G54050102	106245	2690436	SH	DEFINE
LAZARD LTD	SHS A	G54050102	8537	216169	SH	DEFINE
LAZARD LTD	SHS A	G54050102	298	7551	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	29167	5255380	SH	DEFINE
LEGG CORP	COM	523234102	1653	1198036	SH	DEFINE
LEGG MASON INC	COM	524901105	2536	69930	SH	DEFINE
LEGG MASON INC	COM	524901105	204	5615	SH	DEFINE
LEGG MASON INC	COM	524901105	1121	30900	SH	DEFINE
LEGG MASON INC	COM	524901105	14427	397780	SH	DEFINE
LEGG MASON INC	COM	524901105	12750	351535	SH	DEFINE
LEGG MASON INC	COM	524901105	1	16	SH	DEFINE
LEGG MASON INC	COM	524901105	2428	66950	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	44538	1956834	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	50	2200	SH	DEFINE

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

LENDER PROCESSING SVCS INC	COM	52602E102	1771	60000	SH	DEFINE
LENDER PROCESSING SVCS INC	COM	52602E102	17	585	SH	DEFINE
LENNAR CORP	CL B	526057302	8221	528000	SH	DEFINE
LEUCADIA NATL CORP	NOTE	3.750% 4/1527288AX2	5063	3600000	PRN	DEFINE
LEXICON PHARMACEUTICALS INC	COM	528872104	1076	747200	SH	DEFINE
LEXMARK INTL NEW	CL A	529771107	324	9300	SH	DEFINE
LIBERTY GLOBAL INC	COM SER A	530555101	1189	33616	SH	DEFINE
LIBERTY MEDIA CORP	DEB	3.500% 1/1530715AN1	4360	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB	3.250% 3/1530715AR2	6900	10000000	PRN	DEFINE
LIBERTY MEDIA CORP NEW	INT COM SER A	53071M104	178	11292	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	3110	97425	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	32	1000	SH	OTHER
LIBERTY PPTY TR	SH BEN INT	531172104	3774	118240	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	73	2300	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	30093	542230	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	1071	19300	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	592	16100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	131	3555	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	1501	40850	SH	DEFINE
LILLY ELI & CO	COM	532457108	14016	400000	SH	DEFINE
LILLY ELI & CO	COM	532457108	6194	176765	SH	DEFINE
LILLY ELI & CO	COM	532457108	707501	20191240	SH	DEFINE
LILLY ELI & CO	COM	532457108	1026	29275	SH	DEFINE
LILLY ELI & CO	COM	532457108	7	200	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	63058	2052000	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	109	3547	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	761	24766	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	48271	739558	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	4480	161105	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB	536020100	1447	38600	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB	536020100	37	1000	SH	OTHER
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	9057	2454546	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	3489	535900	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	609	93600	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW	535919203	2311	355047	SH	DEFINE
LIVE NATION ENTERTAINMENT IN	COM	538034109	1011	88491	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1072	149750	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	14575	2035599	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	34955	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	3925	56147	SH	DEFINE
LOEWS CORP	COM	540424108	1095	28140	SH	DEFINE
LOEWS CORP	COM	540424108	702	18050	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	2783	150000	SH	DEFINE
LOGMEIN INC	COM	54142L109	4913	110800	SH	DEFINE
LOGMEIN INC	COM	54142L109	747	16850	SH	DEFINE
LOGMEIN INC	COM	54142L109	1264	28500	SH	DEFINE
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	2414	66710	SH	DEFINE
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	4750	131285	SH	DEFINE
LONGTOP FINL TECHNOLOGIES LT	ADR	54318P108	720	19915	SH	DEFINE
LORILLARD INC	COM	544147101	341	4150	SH	DEFINE
LORILLARD INC	COM	544147101	611206	7448284	SH	DEFINE
LOWES COS INC	COM	548661107	3842	153175	SH	DEFINE
LSI CORPORATION	COM	502161102	2	358	SH	DEFINE
LSI CORPORATION	COM	502161102	283219	47282012	SH	DEFINE
LUBRIZOL CORP	COM	549271104	283	2650	SH	DEFINE
LUBRIZOL CORP	COM	549271104	1318	12335	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	1260	18410	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	2003	65400	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	9	300	SH	OTHER
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	836	27300	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1115	36400	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	337	11000	SH	DEFINE

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

LYDALL INC DEL	COM	550819106	3788	470600	SH	DEFINE
M & T BK CORP	COM	55261F104	369963	4250000	SH	DEFINE
M & T BK CORP	COM	55261F104	542	6225	SH	DEFINE
M D C HLDGS INC	COM	552676108	40616	1411750	SH	DEFINE
M/I HOMES INC	COM	55305B101	22872	1487150	SH	DEFINE
MACERICH CO	COM	554382101	17508	369593	SH	DEFINE
MACERICH CO	COM	554382101	354	7473	SH	DEFINE
MACYS INC	COM	55616P104	279	11017	SH	DEFINE
MAG SILVER CORP	COM	55903Q104	20474	1647800	SH	DEFINE
MAGELLAN MIDSTREAM PRTRNS LP	COM UNIT RP LP	559080106	311	5500	SH	DEFINE
MAGNA INTL INC	COM	559222401	22341	429175	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	1814	230850	SH	DEFINE
MANPOWER INC	COM	56418H100	1184	18860	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	13383	779000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	2210	128066	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	313	18203	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	93553	5440452	SH	DEFINE
MAP PHARMACEUTICALS INC	COM	56509R108	4734	282800	SH	DEFINE
MAP PHARMACEUTICALS INC	COM	56509R108	203	12126	SH	DEFINE
MAP PHARMACEUTICALS INC	COM	56509R108	835	49900	SH	DEFINE
MARATHON OIL CORP	COM	565849106	31421	848530	SH	DEFINE
MARATHON OIL CORP	COM	565849106	1243	33558	SH	DEFINE
MARATHON OIL CORP	COM	565849106	380988	10288635	SH	DEFINE
MARATHON OIL CORP	COM	565849106	13	360	SH	DEFINE
MARATHON OIL CORP	COM	565849106	1411	38115	SH	DEFINE
MARKEL CORP	COM	570535104	9069	23984	SH	DEFINE
MARKEL CORP	COM	570535104	1399	3700	SH	DEFINE
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	842	13700	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	303	5650	SH	DEFINE
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	1838	31871	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	83507	2010270	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	271	6528	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	24	570	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	167	4030	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	475	11423	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	18211	666100	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	943	34505	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	18131	663131	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	6273	229445	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2747	100483	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2041	74650	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	5066	185300	SH	DEFINE
MARSHALL & ILSLEY CORP NEW	COM	571837103	170	24514	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	16843	787791	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	791	36981	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	2993	140000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	11991	130000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	931	10091	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	232	12491	SH	DEFINE
MASCO CORP	COM	574599106	1736	137100	SH	DEFINE
MASCO CORP	COM	574599106	33	2600	SH	DEFINE
MASIMO CORP	COM	574795100	1858	63900	SH	DEFINE
MASIMO CORP	COM	574795100	317	10900	SH	DEFINE
MASIMO CORP	COM	574795100	1230	42300	SH	DEFINE
MASSEY ENERGY COMPANY	COM	576206106	215	4000	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	168872	753530	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	11654	52003	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	1636	7300	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	47	210	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	238	1060	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	420	1874	SH	DEFINE
MATTEL INC	COM	577081102	788	31004	SH	DEFINE

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

MATTEL INC	COM	577081102	181163	7123980	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	77766	3292370	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	1622	68685	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	201595	8534931	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	3906	225500	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	662	38200	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	2617	151100	SH	DEFINE
MCAFEE INC	COM	579064106	245325	5297456	SH	DEFINE
MCAFEE INC	COM	579064106	1146	24750	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	178577	3837882	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	522	11209	SH	DEFINE
MCDONALDS CORP	COM	580135101	36215	471800	SH	DEFINE
MCDONALDS CORP	COM	580135101	39817	518719	SH	DEFINE
MCDONALDS CORP	COM	580135101	16088	209583	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	10813	296983	SH	DEFINE
MCKESSON CORP	COM	58155Q103	7038	100000	SH	DEFINE
MCKESSON CORP	COM	58155Q103	552	7839	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	96056	1543080	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	20973	336915	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	1077	17300	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	223	3576	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	13203	504700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	47	1800	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	203389	7774813	SH	DEFINE
MECHEL OAO	SPONSORED ADR	583840103	11198	383105	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	5911	96480	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	24963	407419	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	368	6000	SH	DEFINE
MEDTRONIC INC	COM	585055106	95889	2585310	SH	DEFINE
MEDTRONIC INC	COM	585055106	33443	901684	SH	DEFINE
MEDTRONIC INC	COM	585055106	7952	214403	SH	DEFINE
MEDTRONIC INC	COM	585055106	468829	12640295	SH	DEFINE
MEDTRONIC INC	COM	585055106	12862	346779	SH	DEFINE
MEDTRONIC INC	COM	585055106	5396	145480	SH	DEFINE
MEDTRONIC INC	COM	585055106	34669	934721	SH	DEFINE
MEDTRONIC INC	COM	585055106	28278	762423	SH	DEFINE
MEDTRONIC INC	COM	585055106	833	22449	SH	DEFINE
MEDTRONIC INC	COM	585055106	3834	103380	SH	DEFINE
MEDTRONIC INC	COM	585055106	292594	7888760	SH	DEFINE
MEDTRONIC INC	COM	585055106	27528	742200	SH	DEFINE
MEDTRONIC INC	COM	585055106	74	2000	SH	DEFINE
MEDTRONIC INC	NOTE	1.500% 4/1585055AL0	1005	1000000	PRN	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	132	11765	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	55611	2226217	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	6665	100000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	8985	134810	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	6532	98000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1366	20500	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	51960	779600	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	2333	35000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1173	17600	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	3566	53500	SH	DEFINE
MERCER INS GROUP INC	COM	587902107	5092	181914	SH	DEFINE
MERCER INTL INC	NOTE	8.500% 1/1588056AK7	12221	5170000	PRN	DEFINE
MERCK & CO INC NEW	COM	58933Y105	4289	119000	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1333234	36993165	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	90012	2497546	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	86	2400	SH	OTHER
MERCK & CO INC NEW	COM	58933Y105	1373	38100	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	15777	437776	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	4978	138117	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	46114	1279485	SH	DEFINE

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

MERCK & CO INC NEW	COM	58933Y105	105339	2922842	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	4602	127695	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	5940	164830	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	515129	14293248	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	41656	1155831	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	184	5095	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	20142	468309	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	23	525	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	86	2000	SH	DEFINE
METHANEX CORP	COM	59151K108	289	9500	SH	DEFINE
METHANEX CORP	COM	59151K108	92558	3049458	SH	DEFINE
METHODE ELECTRS INC	COM	591520200	2341	180463	SH	DEFINE
METLIFE INC	COM	59156R108	27877	627300	SH	DEFINE
METLIFE INC	COM	59156R108	494	11122	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	57762	382000	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	85079	562654	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	6388	42245	SH	DEFINE
MF GLOBAL HLDGS LTD	COM	55277J108	61395	7343880	SH	DEFINE
MI DEVS INC	CL A SUB VTG	55304X104	48120	1774600	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	96431	2818800	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	24468	715243	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	268	7775	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	2623	76664	SH	DEFINE
MICRON TECHNOLOGY INC	COM	595112103	70	8785	SH	DEFINE
MICRON TECHNOLOGY INC	COM	595112103	1371	170900	SH	DEFINE
MICROSEMI CORP	COM	595137100	4285	187125	SH	DEFINE
MICROSOFT CORP	COM	594918104	5732	205300	SH	DEFINE
MICROSOFT CORP	COM	594918104	71701	2568070	SH	DEFINE
MICROSOFT CORP	COM	594918104	69097	2474809	SH	DEFINE
MICROSOFT CORP	COM	594918104	42	1500	SH	OTHER
MICROSOFT CORP	COM	594918104	1031064	36929214	SH	DEFINE
MICROSOFT CORP	COM	594918104	23983	858993	SH	DEFINE
MICROSOFT CORP	COM	594918104	8316	297846	SH	DEFINE
MICROSOFT CORP	COM	594918104	74994	2686008	SH	DEFINE
MICROSOFT CORP	COM	594918104	731	26180	SH	DEFINE
MICROSOFT CORP	COM	594918104	132774	4755533	SH	DEFINE
MICROSOFT CORP	COM	594918104	5776	206893	SH	DEFINE
MICROSOFT CORP	COM	594918104	14952	535540	SH	DEFINE
MICROSOFT CORP	COM	594918104	1029025	36856194	SH	DEFINE
MICROSOFT CORP	COM	594918104	65743	2354680	SH	DEFINE
MICROSOFT CORP	COM	594918104	293	10490	SH	DEFINE
MILLER INDS INC TENN	COM NEW	600551204	5144	361500	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	9897	103527	SH	DEFINE
MILLICOM INTL CELLULAR S A	SHS NEW	L6388F110	3922	41020	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	173	6570	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	1133	42930	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	317	12036	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	41820	1343390	SH	DEFINE
MINEFINDERS LTD	COM	602900102	43202	3913257	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	3441	52600	SH	DEFINE
MINUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	3377	624145	SH	DEFINE
MINUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	3189	589480	SH	DEFINE
MOBILE MINI INC	COM	60740F105	6256	317700	SH	DEFINE
MOBILE MINI INC	COM	60740F105	939	47700	SH	DEFINE
MOBILE MINI INC	COM	60740F105	3712	188500	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	331	15875	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	70932	3398775	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	5971	286100	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	21477	1029090	SH	DEFINE
MOLEX INC	COM	608554101	1624	71483	SH	DEFINE
MOLEX INC	CL A	608554200	2512	133100	SH	DEFINE
MOLYCORP INC DEL	COM	608753109	1040	20840	SH	DEFINE

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

MONSANTO CO NEW	COM	61166W101	6887	98890	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	8286	118987	SH	DEFINE
MONSTER WORLDWIDE INC	COM	611742107	6180	261532	SH	DEFINE
MONSTER WORLDWIDE INC	COM	611742107	30	1280	SH	DEFINE
MONSTER WORLDWIDE INC	COM	611742107	205	8670	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	50644	2539820	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	52	2600	SH	DEFINE
MOODYS CORP	COM	615369105	233	8764	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1374	50500	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	3721	136735	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	663363	24379367	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	2979	109480	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	4174	153416	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1863	68450	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1317	48395	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	3124	114810	SH	DEFINE
MOSAIC CO	COM	61945A107	3542	46380	SH	DEFINE
MOSAIC CO	COM	61945A107	3047	39900	SH	DEFINE
MOTOROLA INC	COM	620076109	1274	140412	SH	DEFINE
MOTOROLA INC	COM	620076109	210388	23196070	SH	DEFINE
MSCI INC	CL A	55354G100	36343	932830	SH	DEFINE
MSCI INC	CL A	55354G100	20	525	SH	DEFINE
MUELLER INDS INC	COM	624756102	95631	2924500	SH	DEFINE
MUELLER INDS INC	COM	624756102	327	10000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	22142	297010	SH	DEFINE
MURPHY OIL CORP	COM	626717102	657	8815	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	3050	48300	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	549	8700	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	1831	29000	SH	DEFINE
MYLAN INC	COM	628530107	4	175	SH	DEFINE
MYLAN INC	COM	628530107	11221	531041	SH	DEFINE
MYLAN INC	COM	628530107	1189	56290	SH	DEFINE
MYLAN INC	NOTE	3.750% 9/1628530AJ6	18181	10500000	PRN	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	509	21700	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	1211	51625	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	436	18400	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	530	22341	SH	SOLE
NASH FINCH CO	COM	631158102	255	6000	SH	DEFINE
NATIONAL CITY CORP	NOTE	4.000% 2/0635405AW3	1912	1900000	PRN	DEFINE
NATIONAL FUEL GAS CO N J	COM	636180101	459	7000	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	43	973	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	2390	53864	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	42926	1140430	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	1389	36900	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	3775	100300	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	2366	62861	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	48076	714890	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	16911	251461	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	2287	34000	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	3481	51760	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	30895	459402	SH	DEFINE
NATIONAL PRESTO INDS INC	COM	637215104	260	2000	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	9604	362400	SH	DEFINE
NATIONAL RETAIL PROPERTIES I	COM	637417106	172	6500	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	28843	173000	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	673	18503	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	11263	194490	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	2104	36327	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	14135	244080	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	24402	421371	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	2723	47020	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	9412	162530	SH	DEFINE

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

NAVISTAR INTL CORP NEW	COM		63934E108	8353	144240	SH	DEFINE
NAVISTAR INTL CORP NEW	COM		63934E108	78	1340	SH	DEFINE
NEKTAR THERAPEUTICS	COM		640268108	3201	249100	SH	DEFINE
NETAPP INC	COM		64110D104	154206	2805790	SH	DEFINE
NETAPP INC	COM		64110D104	14886	270847	SH	DEFINE
NETAPP INC	COM		64110D104	47	850	SH	DEFINE
NETAPP INC	COM		64110D104	192	3500	SH	DEFINE
NETAPP INC	COM		64110D104	566	10299	SH	DEFINE
NETAPP INC	NOTE	1.750% 6/0	64110DAB0	26813	15000000	PRN	DEFINE
NETFLIX INC	COM		64110L106	7028	40000	SH	DEFINE
NETFLIX INC	COM		64110L106	202	1150	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM		64118B100	86596	2756980	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM		64118B100	1037	33000	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM		64118B100	4152	132200	SH	DEFINE
NETSPEND HLDGS INC	COM		64118V106	4302	335600	SH	DEFINE
NETSPEND HLDGS INC	COM		64118V106	714	55700	SH	DEFINE
NETSPEND HLDGS INC	COM		64118V106	2822	220100	SH	DEFINE
NEVSUN RES LTD	COM		64156L101	77047	10340740	SH	DEFINE
NEVSUN RES LTD	COM		64156L101	140076	18800000	SH	DEFINE
NEW GOLD INC CDA	COM		644535106	16734	1723900	SH	DEFINE
NEW JERSEY RES	COM		646025106	258	5975	SH	DEFINE
NEW ORIENTAL ED & TECH GRP I	SPON ADR		647581107	2105	20000	SH	DEFINE
NEW ORIENTAL ED & TECH GRP I	SPON ADR		647581107	10254	97439	SH	DEFINE
NEW YORK TIMES CO	CL A		650111107	35022	3573665	SH	DEFINE
NEWELL RUBBERMAID INC	COM		651229106	252	13860	SH	DEFINE
NEWLEAD HOLDINGS LTD	SHS		G64626115	75	32321	SH	DEFINE
NEWMONT MINING CORP	COM		651639106	177282	2885914	SH	DEFINE
NEWMONT MINING CORP	COM		651639106	1914	31164	SH	DEFINE
NEWMONT MINING CORP	NOTE	3.000% 2/1	651639AK2	10472	7500000	PRN	DEFINE
NEWS CORP	CL A		65248E104	1721	118194	SH	DEFINE
NEWS CORP	CL A		65248E104	317327	21794430	SH	DEFINE
NEWS CORP	CL A		65248E104	17585	1207767	SH	DEFINE
NEWS CORP	CL A		65248E104	37314	2562780	SH	DEFINE
NEWS CORP	CL A		65248E104	530	36390	SH	DEFINE
NEWS CORP	CL A		65248E104	61384	4215964	SH	DEFINE
NEWS CORP	CL A		65248E104	1094	75134	SH	DEFINE
NEWS CORP	CL A		65248E104	471	32360	SH	DEFINE
NEWS CORP	CL A		65248E104	666801	45796794	SH	DEFINE
NEWS CORP	CL A		65248E104	39965	2744846	SH	DEFINE
NEWS CORP	CL A		65248E104	168	11542	SH	DEFINE
NEWS CORP	CL B		65248E203	358	21780	SH	DEFINE
NEWS CORP	CL B		65248E203	4338	264211	SH	DEFINE
NEWS CORP	CL B		65248E203	1366	83176	SH	DEFINE
NEXEN INC	COM		65334H102	1163	50687	SH	DEFINE
NEXEN INC	COM		65334H102	5816	254324	SH	DEFINE
NEXTERA ENERGY INC	COM		65339F101	587032	11291250	SH	DEFINE
NEXTERA ENERGY INC	COM		65339F101	17412	334914	SH	DEFINE
NII HLDGS INC	CL B NEW		62913F201	72711	1628120	SH	DEFINE
NII HLDGS INC	CL B NEW		62913F201	85	1900	SH	DEFINE
NII HLDGS INC	CL B NEW		62913F201	324	7253	SH	DEFINE
NIKE INC	CL B		654106103	3724	43600	SH	DEFINE
NIKE INC	CL B		654106103	95053	1112785	SH	DEFINE
NIKE INC	CL B		654106103	72213	845390	SH	DEFINE
NIKE INC	CL B		654106103	1666	19500	SH	DEFINE
NIKE INC	CL B		654106103	2099	24575	SH	DEFINE
NIKE INC	CL B		654106103	465	5443	SH	DEFINE
NIKE INC	CL B		654106103	2161	25300	SH	DEFINE
NISOURCE INC	COM		65473P105	87571	4970000	SH	DEFINE
NISOURCE INC	COM		65473P105	65	3700	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	17148	479400	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	8531	238500	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	4744	132627	SH	DEFINE

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

NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	12961	362350	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	26126	730390	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	3797	106140	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	113520	3173610	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	7530	210510	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	85	2390	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	37819	439350	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	257	2984	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	110693	1285932	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	2882	279305	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	8	800	SH	OTHER
NORDSON CORP	COM	655663102	83345	907105	SH	DEFINE
NORDSTROM INC	COM	655664100	4814	113600	SH	DEFINE
NORDSTROM INC	COM	655664100	3261	76958	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	29186	464600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	8516	135565	SH	DEFINE
NORTHEAST UTILS	COM	664397106	37638	1180600	SH	DEFINE
NORTHEAST UTILS	COM	664397106	28692	900000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	169	5300	SH	DEFINE
NORTHERN TR CORP	COM	665859104	2859	51600	SH	DEFINE
NORTHERN TR CORP	COM	665859104	64463	1163380	SH	DEFINE
NORTHERN TR CORP	COM	665859104	5551	100179	SH	DEFINE
NORTHERN TR CORP	COM	665859104	17	300	SH	OTHER
NORTHERN TR CORP	COM	665859104	57	1020	SH	DEFINE
NORTHERN TR CORP	COM	665859104	314	5670	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	64780	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	6028	93052	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	3410	290000	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	553	47000	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	2152	183000	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	4458	185500	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	3688	62555	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	2196	37245	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	12796	217063	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	6615	112210	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	3388	30100	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	8683	77135	SH	DEFINE
NPS PHARMACEUTICALS INC	COM	62936P103	1905	241200	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	11	548	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	420010	21494903	SH	DEFINE
NSTAR	COM	67019E107	206	4880	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	145021	7976973	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	46437	2554281	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	36	2000	SH	OTHER
NUANCE COMMUNICATIONS INC	COM	67020Y100	3036	167000	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1796	98800	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	374	20545	SH	DEFINE
NUANCE COMMUNICATIONS INC	DBCV 2.750% 8/16	67020YAB6	5882	4990000	PRN	DEFINE
NUCOR CORP	COM	670346105	103856	2370069	SH	DEFINE
NUCOR CORP	COM	670346105	23531	537000	SH	DEFINE
NUCOR CORP	COM	670346105	14433	329360	SH	DEFINE
NUCOR CORP	COM	670346105	13	300	SH	OTHER
NUCOR CORP	COM	670346105	79	1800	SH	DEFINE
NUPATHE INC	COM	67059M100	3141	346700	SH	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	508	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	129901	9245650	SH	DEFINE
NV ENERGY INC	COM	67073Y106	82614	5880000	SH	DEFINE
NV ENERGY INC	COM	67073Y106	2	120	SH	DEFINE
NYSE EURONEXT	COM	629491101	1656	55249	SH	DEFINE
NYSE EURONEXT	COM	629491101	1191	39730	SH	DEFINE
OASIS PETE INC NEW	COM	674215108	8419	310420	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	4287	43700	SH	DEFINE

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

OCCIDENTAL PETE CORP DEL	COM	674599105	75117	765720	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	7263	74038	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	10828	147060	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	581	107500	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	53	9800	SH	DEFINE
OIL STS INTL INC	COM	678026105	67993	1060900	SH	DEFINE
OIL STS INTL INC	COM	678026105	14690	229210	SH	DEFINE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	46	325	SH	DEFINE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	2951	21000	SH	DEFINE
OLD REP INTL CORP	COM	680223104	246329	18072562	SH	DEFINE
OLD REP INTL CORP	COM	680223104	174964	12836711	SH	DEFINE
OLD REP INTL CORP	COM	680223104	241	17550	SH	DEFINE
OLD REP INTL CORP	COM	680223104	7813	573217	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	10149	1252933	SH	DEFINE
OMNICARE INC	COM	681904108	21368	841591	SH	DEFINE
OMNICARE INC	COM	681904108	460	18100	SH	DEFINE
OMNICARE INC	NOTE	3.750%12/1681904AN8	16800	15000000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	3829	83610	SH	DEFINE
ONCOLYTICS BIOTECH INC	COM	682310107	5275	781600	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	656	8250	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	28692	778200	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	3139	85150	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	3905	105920	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	1840	49900	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	3396	92095	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	8630	234060	SH	DEFINE
ONYX PHARMACEUTICALS INC	NOTE	4.000% 8/1683399AB5	18019	15000000	PRN	DEFINE
OPEN TEXT CORP	COM	683715106	36303	788172	SH	DEFINE
OPEN TEXT CORP	COM	683715106	21925	478111	SH	DEFINE
OPKO HEALTH INC	COM	68375N103	147	40000	SH	DEFINE
OPTIMER PHARMACEUTICALS INC	COM	68401H104	232	20500	SH	DEFINE
ORACLE CORP	COM	68389X105	142541	4554020	SH	DEFINE
ORACLE CORP	COM	68389X105	32486	1037900	SH	DEFINE
ORACLE CORP	COM	68389X105	4406	140760	SH	DEFINE
ORACLE CORP	COM	68389X105	16385	523492	SH	DEFINE
ORACLE CORP	COM	68389X105	6630	211818	SH	DEFINE
ORACLE CORP	COM	68389X105	13933	445159	SH	DEFINE
ORACLE CORP	COM	68389X105	490	15650	SH	DEFINE
ORACLE CORP	COM	68389X105	64472	2059793	SH	DEFINE
ORACLE CORP	COM	68389X105	2693	86024	SH	DEFINE
ORACLE CORP	COM	68389X105	13223	422450	SH	DEFINE
ORACLE CORP	COM	68389X105	940248	30039875	SH	DEFINE
ORACLE CORP	COM	68389X105	37670	1203519	SH	DEFINE
ORACLE CORP	COM	68389X105	157	5025	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	606	75000	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	70853	2000360	SH	DEFINE
OWENS CORNING NEW	COM	690742101	169644	5446029	SH	DEFINE
OWENS ILL INC	COM NEW	690768403	1087	35395	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	327	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	5614	500401	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	5738	838915	SH	DEFINE
PACIFIC BIOSCIENCES CALIF IN	COM	69404D108	1709	107400	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	1886	72975	SH	DEFINE
PALL CORP	COM	696429307	24790	500000	SH	DEFINE
PALL CORP	COM	696429307	954	19235	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	2227	22000	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	630	6225	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	1731	17100	SH	DEFINE
PAR PHARMACEUTICAL COS INC	COM	69888P106	2864	74366	SH	DEFINE
PARAGON SHIPPING INC	CL A	69913R309	179	52050	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	5503	259200	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	930	43800	SH	DEFINE

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

PAREXEL INTL CORP	COM	699462107	3649	171900	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	3452	40000	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	2045	23701	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	1325	15350	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	386	4800	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	269649	3355934	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	9888	123061	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	823	10243	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	1260	15680	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	75376	938090	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	65892	820061	SH	DEFINE
PATTERSON COMPANIES INC	COM	703395103	322	10500	SH	DEFINE
PATTERSON UTI ENERGY INC	COM	703481101	9220	427840	SH	DEFINE
PAYCHEX INC	COM	704326107	18376	594500	SH	DEFINE
PAYCHEX INC	COM	704326107	15019	485901	SH	DEFINE
PAYCHEX INC	COM	704326107	1262	40839	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	19661	307300	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	48787	762540	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	23265	363632	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	909	14200	SH	DEFINE
PEABODY ENERGY CORP	SDCV 4.750%12/1	704549AG9	2890	2225000	PRN	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	30	1900	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	8644	544009	SH	DEFINE
PEBBLEBROOK HOTEL TR	COM	70509V100	3158	155390	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	47809	1145410	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	968	23200	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	3815	91400	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	1381	33076	SH	DEFINE
PENGROWTH ENERGY TRUST	TR UNIT NEW	706902509	171	13250	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	1184	41800	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	42	1500	SH	OTHER
PENNEY J C INC	COM	708160106	68504	2120200	SH	DEFINE
PENNEY J C INC	COM	708160106	778	24080	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	11150	712461	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	19	1200	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	368	26275	SH	DEFINE
PEPSICO INC	COM	713448108	165108	2527287	SH	DEFINE
PEPSICO INC	COM	713448108	518885	7942530	SH	DEFINE
PEPSICO INC	COM	713448108	92434	1414873	SH	DEFINE
PEPSICO INC	COM	713448108	124	1900	SH	OTHER
PEPSICO INC	COM	713448108	1091	16700	SH	DEFINE
PEPSICO INC	COM	713448108	173410	2654367	SH	DEFINE
PEPSICO INC	COM	713448108	14	220	SH	DEFINE
PEPSICO INC	COM	713448108	3214	49200	SH	DEFINE
PEPSICO INC	COM	713448108	1215	18602	SH	DEFINE
PERKINELMER INC	COM	714046109	215	8332	SH	DEFINE
PERRIGO CO	COM	714290103	15070	237967	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	2	15	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	15963	121400	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	133158	7296377	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	6346	347733	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	38	2070	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	212	11620	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	202	11085	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	18494	541229	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	203	5930	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	17571	514236	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	3460	101270	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	74532	2181226	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	503	14720	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	50302	1472113	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	14454	422996	SH	DEFINE

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

PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	721602	21118004	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	100144	2930761	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	214434	6275504	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2573	68000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	11279	298062	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2	55	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	41085	1085744	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	7110	187900	SH	DEFINE
PETSMART INC	COM	716768106	2232	56060	SH	DEFINE
PFIZER INC	COM	717081103	101121	5775050	SH	DEFINE
PFIZER INC	COM	717081103	638383	36458200	SH	DEFINE
PFIZER INC	COM	717081103	31733	1812253	SH	DEFINE
PFIZER INC	COM	717081103	898457	51311102	SH	DEFINE
PFIZER INC	COM	717081103	20056	1145379	SH	DEFINE
PFIZER INC	COM	717081103	6343	362240	SH	DEFINE
PFIZER INC	COM	717081103	64508	3684053	SH	DEFINE
PFIZER INC	COM	717081103	730	41690	SH	DEFINE
PFIZER INC	COM	717081103	93097	5316803	SH	DEFINE
PFIZER INC	COM	717081103	3608	206042	SH	DEFINE
PFIZER INC	COM	717081103	10226	584020	SH	DEFINE
PFIZER INC	COM	717081103	757289	43248924	SH	DEFINE
PFIZER INC	COM	717081103	50426	2879865	SH	DEFINE
PFIZER INC	COM	717081103	186	10611	SH	DEFINE
PG&E CORP	COM	69331C108	815491	17046220	SH	DEFINE
PG&E CORP	COM	69331C108	317	6618	SH	DEFINE
PG&E CORP	COM	69331C108	1160	24250	SH	DEFINE
PG&E CORP	COM	69331C108	4085	85390	SH	DEFINE
PG&E CORP	COM	69331C108	29238	611172	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	53574	1974000	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	66094	2435320	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	380	14000	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	5320	196026	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	3315	545200	SH	DEFINE
PHARMASSET INC	COM	71715N106	6138	141397	SH	DEFINE
PHI INC	COM VTG	69336T106	2009	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	17257	915999	SH	DEFINE
PHI INC	COM NON VTG	69336T205	3593	190700	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	11197	191310	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	12797	218633	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	395603	6758977	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	29	490	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	10829	185013	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	2	35	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	1771	30395	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	4352	74691	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	28673	2730800	SH	DEFINE
PIMCO CORPORATE OPP FD	COM	72201B101	289	17000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	292430	7055000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	87	2100	SH	DEFINE
PITNEY BOWES INC	COM	724479100	103	4270	SH	DEFINE
PITNEY BOWES INC	COM	724479100	826	34150	SH	DEFINE
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	30539	11448500	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	2	50	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	8628	230390	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	9934	1156437	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	363	42300	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	24	2740	SH	DEFINE
PMC-SIERRA INC	COM	69344F106	94	10940	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	11222	9500000	PRN	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	1028	16927	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	3697	60892	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	552426	9097928	SH	DEFINE

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

PNC FINL SVCS GROUP INC	COM	693475105	51	846	SH	DEFINE
PNM RES INC	COM	69349H107	67328	5171100	SH	DEFINE
PNM RES INC	COM	69349H107	42966	3300000	SH	DEFINE
PNM RES INC	COM	69349H107	107	8250	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	160103	1443420	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	21798	196523	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	3183	28700	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	485	4374	SH	DEFINE
POLYCOM INC	COM	73172K104	46437	1191300	SH	DEFINE
POLYCOM INC	COM	73172K104	2407	61740	SH	DEFINE
POLYCOM INC	COM	73172K104	2066	53000	SH	DEFINE
POLYCOM INC	COM	73172K104	2384	61163	SH	DEFINE
POPE RES DEL LTD PARTNERSHIP	DEPOSITRY RCPT	732857107	368	10221	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	75950	3500000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	9	760	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	2374	207196	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	82	7162	SH	DEFINE
POSCO	SPONSORED ADR	693483109	11	100	SH	DEFINE
POSCO	SPONSORED ADR	693483109	11	99	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2376	22061	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	1023	6579	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	1347	8700	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	41112	265530	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	8337	53825	SH	DEFINE
POWELL INDS INC	COM	739128106	17208	523369	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	17850	444700	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	975	24300	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	4086	101800	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	5648	140705	SH	DEFINE
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	789	29875	SH	DEFINE
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	364	14300	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1625	29833	SH	DEFINE
PPG INDS INC	COM	693506107	1153	13709	SH	DEFINE
PPL CORP	COM	69351T106	293052	11134200	SH	DEFINE
PPL CORP	COM	69351T106	303	11500	SH	DEFINE
PPL CORP	UNIT 99/99/9999	69351T601	13711	250000	SH	DEFINE
PRAXAIR INC	COM	74005P104	253450	2654761	SH	DEFINE
PRAXAIR INC	COM	74005P104	139775	1464076	SH	DEFINE
PRAXAIR INC	COM	74005P104	47342	495884	SH	DEFINE
PRAXAIR INC	COM	74005P104	5728	60000	SH	DEFINE
PRAXAIR INC	COM	74005P104	1146	12000	SH	DEFINE
PRAXAIR INC	COM	74005P104	17500	183300	SH	DEFINE
PRAXAIR INC	COM	74005P104	2196	23000	SH	DEFINE
PRAXAIR INC	COM	74005P104	788	8258	SH	DEFINE
PRAXAIR INC	COM	74005P104	1002	10500	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	130507	937490	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	24363	175008	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	1559	11200	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	19	140	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	92	660	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	297	2137	SH	DEFINE
PRECISION DRILLING CORP	COM 2010	74022D308	13131	1364000	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	4667	470000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	148160	2295625	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	9573	148322	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	1549	24000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	17	270	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	103	1600	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	1369	21216	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	84552	211620	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	4473	11194	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	4795	12000	SH	DEFINE

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

PRICELINE COM INC	COM NEW	741503403	919	2300	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	15283	38250	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1798	4500	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	278	695	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1139	2850	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	14721	446080	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	137	4150	SH	DEFINE
PRIDE INTL INC DEL	COM	74153Q102	299287	9069294	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	281982	4383360	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	104211	1619945	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	119429	1856499	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	17912	278445	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	36	560	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	25558	397302	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	41054	638172	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	2940	45695	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	12436	193320	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	116536	1811530	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	29169	453420	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	67	1040	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	572056	13156770	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	2537	58350	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	531	26705	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	18808	946557	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	9981	502294	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	10220	514330	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1068	53726	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	2078	104600	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	299104	15053020	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	13508	679810	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	70	3530	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	1	100	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	6225	431064	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	17594	1218390	SH	DEFINE
PROLOGIS	SH BEN INT	743410102	271	18800	SH	DEFINE
PROSHARES TR	PSHS ULTSH 20YRS	74347R297	1186	32002	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	107943	4051923	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	13	500	SH	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	3434	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	56655	965000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	533	9084	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	3671	62530	SH	DEFINE
PSS WORLD MED INC	COM	69366A100	3346	148048	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	332	3275	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	22411	220970	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	355	3500	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	688721	21651080	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	5839	183543	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	42	1330	SH	DEFINE
PULSE ELECTRONICS CORP	COM	74586W106	54	10200	SH	DEFINE
PULTE GROUP INC	COM	745867101	14175	1885000	SH	DEFINE
PULTE GROUP INC	COM	745867101	96	12771	SH	DEFINE
QEP RES INC	COM	74733V100	1912	52645	SH	DEFINE
QIAGEN N V	ORD	N72482107	8320	425540	SH	DEFINE
QIAGEN N V	ORD	N72482107	7027	359380	SH	DEFINE
QIAGEN N V	ORD	N72482107	6061	310000	SH	DEFINE
QIAGEN N V	ORD	N72482107	1173	60000	SH	DEFINE
QIAGEN N V	ORD	N72482107	46121	2357600	SH	DEFINE
QIAGEN N V	ORD	N72482107	2219	113500	SH	DEFINE
QIAGEN N V	ORD	N72482107	1067	54500	SH	DEFINE
QIAGEN N V	ORD	N72482107	3081	157500	SH	DEFINE
QLIK TECHNOLOGIES INC	COM	74733T105	1360	52700	SH	DEFINE

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

QUALCOMM INC	COM	747525103	173734	3510515	SH	DEFINE
QUALCOMM INC	COM	747525103	59067	1193518	SH	DEFINE
QUALCOMM INC	COM	747525103	3435	69400	SH	DEFINE
QUALCOMM INC	COM	747525103	65	1320	SH	DEFINE
QUALCOMM INC	COM	747525103	495	10000	SH	DEFINE
QUALCOMM INC	COM	747525103	339	6850	SH	DEFINE
QUALCOMM INC	COM	747525103	8458	170900	SH	DEFINE
QUALCOMM INC	COM	747525103	891	18000	SH	DEFINE
QUALCOMM INC	COM	747525103	1432	28929	SH	DEFINE
QUALCOMM INC	COM	747525103	534	10800	SH	DEFINE
QUALITY SYS INC	COM	747582104	3833	54900	SH	DEFINE
QUALITY SYS INC	COM	747582104	663	9500	SH	DEFINE
QUALITY SYS INC	COM	747582104	2527	36200	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	3712	186325	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	26985	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	5486	101642	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	38000	704100	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	546	10120	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	39568	733156	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2097	38856	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2966	54960	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	178143	3300775	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	41650	771725	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	94	1750	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	8505	306585	SH	DEFINE
QUESTAR CORP	COM	748356102	13928	800000	SH	DEFINE
QUESTAR CORP	COM	748356102	902	51815	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	13373	907900	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	432	29300	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	1710	116100	SH	DEFINE
QUINSTREET INC	COM	74874Q100	3731	194200	SH	DEFINE
QUINSTREET INC	COM	74874Q100	642	33400	SH	DEFINE
QUINSTREET INC	COM	74874Q100	2522	131300	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	204848	2488130	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	12	150	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	97	1180	SH	DEFINE
RANGE RES CORP	COM	75281A109	6757	150230	SH	DEFINE
RANGE RES CORP	COM	75281A109	29	640	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	27804	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	3218	69438	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	1237	26700	SH	DEFINE
RC2 CORP	COM	749388104	6366	292400	SH	DEFINE
REALD INC	COM	75604L105	980	37800	SH	DEFINE
REALD INC	COM	75604L105	187	7200	SH	DEFINE
REALD INC	COM	75604L105	640	24700	SH	DEFINE
REALTY INCOME CORP	COM	756109104	34	1000	SH	DEFINE
REALTY INCOME CORP	COM	756109104	6141	179560	SH	DEFINE
REALTY INCOME CORP	COM	756109104	137	4000	SH	DEFINE
RED HAT INC	COM	756577102	164543	3604460	SH	DEFINE
RED HAT INC	COM	756577102	449	9825	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	13700	552882	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	6649	566364	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	342	8100	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	8733	206743	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	173	4100	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	135	4110	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	4152	126480	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	4921	149908	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	10379	316150	SH	DEFINE
REGIS CORP MINN	COM	758932107	49646	2990700	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	110335	2159200	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	567	8908	SH	DEFINE

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

RENAISSANCERE HOLDINGS LTD	COM	G7496G103	1922	30175	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	2083	32710	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	173083	2717580	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	234	8385	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	5922	211958	SH	DEFINE
REPSOL YPF S A	SPONSORED ADR	76026T205	5091	182209	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	23234	778100	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	106	3566	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	1428	47817	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	38947	670000	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	2112	36330	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	12	200	SH	OTHER
RESEARCH IN MOTION LTD	COM	760975102	19	330	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	31335	538125	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	288	8832	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	532317	16318744	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	1289	39525	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COM NEW	766559603	98	13000	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	7972	336812	SH	DEFINE
RIGNET INC	COM	766582100	4812	354100	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	11123	155220	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	3947	55082	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	1628	46300	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	28	800	SH	DEFINE
RLI CORP	COM	749607107	96723	1839897	SH	DEFINE
RLI CORP	COM	749607107	80	1525	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	395	12900	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	41200	1346400	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	82566	1151400	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	842	11740	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	225	3136	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	70478	1209710	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	877	15060	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	53088	1497960	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	117	3375	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	59	1700	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	198553	5715838	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	303542	3971499	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	25298	331000	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	10	137	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	162	2120	SH	DEFINE
ROVI CORP	COM	779376102	1091	17600	SH	DEFINE
ROWAN COS INC	COM	779382100	117664	3370500	SH	DEFINE
ROWAN COS INC	COM	779382100	8622	246980	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	151	2875	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	634	12101	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	276688	5276161	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1374	26100	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	903	13546	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	20222	303320	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	6877	103147	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	156688	2350208	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	18698	280000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	28973	433858	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	2	30	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	4753	71177	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	12774	191280	SH	DEFINE
ROYAL GOLD INC	COM	780287108	24365	446000	SH	DEFINE
RPM INTL INC	COM	749685103	66288	2999450	SH	DEFINE
RPM INTL INC	COM	749685103	5389	243852	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	28531	1057500	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	40	1500	SH	DEFINE

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

RYANAIR HLDGS PLC	SPONSORED ADR	783513104	40056	1302206	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	511	16597	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1855	39000	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	73	1525	SH	DEFINE
SAFEGWAY INC	COM NEW	786514208	332	14755	SH	DEFINE
SAIA INC	COM	78709Y105	3318	200000	SH	DEFINE
SAIC INC	COM	78390X101	2003	126300	SH	DEFINE
SAIC INC	COM	78390X101	30	1900	SH	DEFINE
SAIC INC	COM	78390X101	579	36510	SH	DEFINE
SAIC INC	COM	78390X101	2643	166640	SH	DEFINE
SAIC INC	COM	78390X101	30579	1928050	SH	DEFINE
SAIC INC	COM	78390X101	335	21110	SH	DEFINE
SAIC INC	COM	78390X101	37633	2372806	SH	DEFINE
SAIC INC	COM	78390X101	746	47017	SH	DEFINE
SAIC INC	COM	78390X101	2560	161400	SH	DEFINE
SAIC INC	COM	78390X101	13004	819940	SH	DEFINE
SAIC INC	COM	78390X101	22844	1440330	SH	DEFINE
SAIC INC	COM	78390X101	75	4740	SH	DEFINE
SAKS INC	COM	79377W108	26761	2501048	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	52082	394570	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	4817	36495	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	124186	2644530	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	826	17600	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	3259	69400	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	273	5812	SH	DEFINE
SALIX PHARMACEUTICALS INC	NOTE 2.750% 5/1	795435AC0	25575	20000000	PRN	DEFINE
SANDISK CORP	COM	80004C101	1277	25606	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	3089	248298	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	454	14084	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	19911	617787	SH	DEFINE
SANOFI AVENTIS	SPONSORED ADR	80105N105	228	7073	SH	DEFINE
SAP AG	SPON ADR	803054204	1880	37144	SH	DEFINE
SAP AG	SPON ADR	803054204	25518	504207	SH	DEFINE
SAP AG	SPON ADR	803054204	87287	1724700	SH	DEFINE
SAPIENT CORP	COM	803062108	5508	455176	SH	DEFINE
SAPIENT CORP	COM	803062108	962	79500	SH	DEFINE
SAPIENT CORP	COM	803062108	3741	309200	SH	DEFINE
SARA LEE CORP	COM	803111103	2465	140787	SH	DEFINE
SARA LEE CORP	COM	803111103	30	1700	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	16	306	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	48380	929500	SH	DEFINE
SAUL CTRS INC	COM	804395101	237	5000	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	12234	1098220	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	235	21100	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	901	80900	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	154696	3778645	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	941	22974	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	3455	84400	SH	DEFINE
SCANA CORP NEW	COM	80589M102	31465	775000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	846	20835	SH	DEFINE
SCANSOURCE INC	COM	806037107	3724	116733	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	204	3328	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	235206	2816843	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	120265	1440302	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	17	200	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	8250	98800	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	52	620	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1378	16500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	384	4600	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	20833	249500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	2505	30000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	381	4559	SH	DEFINE

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

SCHLUMBERGER LTD	COM	806857108	1561	18700	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	257	8700	SH	DEFINE
SCHULMAN A INC	COM	808194104	2747	120000	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	759	44334	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	448	45000	SH	DEFINE
SCOLR PHARMA INC	COM	78402X107	5	15000	SH	DEFINE
SCORPIO TANKERS INC	SHS	Y7542C106	2205	218150	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	37189	732500	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	226	4450	SH	DEFINE
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	442	8550	SH	DEFINE
SCRIPPS NETWORKS INTERACT IN	CL A COM	811065101	19936	385246	SH	DEFINE
SEACOAST BKG CORP FLA	COM	811707306	292	200000	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	315	9298	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	1203	35290	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	168744	4982383	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	1087	72322	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	157239	10461688	SH	DEFINE
SEALY CORP	COM	812139301	23023	7884645	SH	DEFINE
SEALY CORP	SR SECD 3RD 8%	812139400	52918	606511	PRN	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	28029	1544300	SH	DEFINE
SEMILEDs CORP	COM	816645105	4221	145300	SH	DEFINE
SEMILEDs CORP	COM	816645105	300	10315	SH	DEFINE
SEMPRA ENERGY	COM	816851109	4408	84000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	610341	11629982	SH	DEFINE
SEMPRA ENERGY	COM	816851109	204	3886	SH	DEFINE
SEMPRA ENERGY	COM	816851109	27	520	SH	DEFINE
SEMPRA ENERGY	COM	816851109	665	12667	SH	DEFINE
SEMPRA ENERGY	COM	816851109	898	17119	SH	DEFINE
SEMTECH CORP	COM	816850101	5239	231403	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	3323	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	15597	578094	SH	DEFINE
SENSATA TECHNOLOGIES HLDG BV	SHS	N7902X106	76570	2543000	SH	DEFINE
SENSATA TECHNOLOGIES HLDG BV	SHS	N7902X106	641	21300	SH	DEFINE
SENSIENT TECHNOLOGIES CORP	COM	81725T100	33487	911700	SH	DEFINE
SERVICE CORP INTL	COM	817565104	427	51700	SH	DEFINE
SERVICE CORP INTL	COM	817565104	36639	4441060	SH	DEFINE
SERVICE CORP INTL	COM	817565104	338	40971	SH	DEFINE
SERVICE CORP INTL	COM	817565104	594	71990	SH	DEFINE
SFN GROUP INC	COM	784153108	12642	1295300	SH	DEFINE
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	55	1400	SH	DEFINE
SHANDA INTERACTIVE ENTMT LTD	SPONSORED ADR	81941Q203	1921	48473	SH	DEFINE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	292	13500	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	1286	15350	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	2071	22070	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	8265	306124	SH	DEFINE
SHORETEL INC	COM	825211105	4283	548400	SH	DEFINE
SHORETEL INC	COM	825211105	586	75000	SH	DEFINE
SHORETEL INC	COM	825211105	2206	282500	SH	DEFINE
SHORETEL INC	COM	825211105	3767	482391	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	4871	425400	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	810	70700	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	3145	274700	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	17267	1508023	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	3104	24980	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	24550	197585	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	73181	588980	SH	DEFINE
SIERRA WIRELESS INC	COM	826516106	8418	564900	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1671	25100	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	41600	625000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	5173	77726	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	46953	939060	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	630	12600	SH	DEFINE

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

SIGNATURE BK NEW YORK N Y	COM	82669G104	2604	52081	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	176963	3845358	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	3864	83965	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	24	520	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	133	2880	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	3949	85800	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	294	6399	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	5137	863400	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	2596	436328	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	177	29690	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	9628	1618170	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	38724	991760	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	122	3115	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	11100	283975	SH	DEFINE
SILVERCORP METALS INC	COM	82835P103	1752	137100	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	6162	61933	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	49894	501496	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	991	9957	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	53137	1719100	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	46	1500	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	55071	2956030	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	187	10012	SH	DEFINE
SKYWEST INC	COM	830879102	55697	3565726	SH	DEFINE
SKYWORKS SOLUTIONS INC	COM	83088M102	306	10700	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	101	1500	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	15668	232090	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	297	4400	SH	DEFINE
SLM CORP	COM	78442P106	1271	100970	SH	DEFINE
SM ENERGY CO	COM	78454L100	164584	2792890	SH	DEFINE
SM ENERGY CO	COM	78454L100	171	2901	SH	DEFINE
SMART TECHNOLOGIES INC	CL A SUB VTG S	83172R108	25582	2709939	SH	DEFINE
SMITH A O	COM	831865209	30036	788755	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	38560	1869100	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	4281	65205	SH	DEFINE
SOHU COM INC	COM	83408W103	48644	766175	SH	DEFINE
SONIC AUTOMOTIVE INC	CL A	83545G102	46598	3519520	SH	DEFINE
SONIC SOLUTIONS	COM	835460106	9039	602571	SH	DEFINE
SONIC SOLUTIONS	COM	835460106	727	48437	SH	DEFINE
SONIC SOLUTIONS	COM	835460106	3182	212108	SH	DEFINE
SONIC SOLUTIONS	COM	835460106	3280	218680	SH	DEFINE
SONOCO PRODS CO	COM	835495102	56	1649	SH	DEFINE
SONY CORP	ADR NEW	835699307	0	8	SH	DEFINE
SONY CORP	ADR NEW	835699307	74	2070	SH	DEFINE
SONY CORP	ADR NEW	835699307	5356	149986	SH	DEFINE
SONY CORP	ADR NEW	835699307	789	22100	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	513	9711	SH	DEFINE
SOUTHERN CO	COM	842587107	1143109	29900850	SH	DEFINE
SOUTHERN CO	COM	842587107	3022	79057	SH	DEFINE
SOUTHERN CO	COM	842587107	17	440	SH	DEFINE
SOUTHERN CO	COM	842587107	556	14506	SH	DEFINE
SOUTHERN CO	COM	842587107	1311	34295	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	1182	24250	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	3654	480763	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	846	65200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	895	68986	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	20307	542540	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	513	13716	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	206	5600	SH	DEFINE
SPARTON CORP	COM	847235108	3991	484371	SH	DEFINE
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	239	2065	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	23579	169972	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	777	5600	SH PUT	DEFINE

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

SPDR GOLD TRUST	GOLD SHS	78463V107	5391	38860	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	520	3750	SH	DEFINE
SPDR INDEX SHS FDS	S&P BRIC 40ETF	78463X798	280	10200	SH	DEFINE
SPDR INDEX SHS FDS	MIDEAST AFRICA	78463X806	30	379	SH	DEFINE
SPDR INDEX SHS FDS	MIDEAST AFRICA	78463X806	2069	26000	SH	DEFINE
SPDR INDEX SHS FDS	DJ INTL RL ETF	78463X863	514	13200	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	63697	506419	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	69297	550938	SH	DEFINE
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	2169	13172	SH	DEFINE
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	880	22170	SH	DEFINE
SPDR SERIES TRUST	NUVN BRCLY MUNI	78464A458	6693	309430	SH	DEFINE
SPDR SERIES TRUST	DJ REIT ETF	78464A607	24817	406700	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	389018	15566950	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	2447	97927	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	451	18008	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1698	67938	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	599	141690	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	993	234820	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	7274	1719693	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	45379	10727794	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	954	225427	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1951	461150	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	230613	54518403	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	17854	4220830	SH	DEFINE
SPROTT RESOURCE LENDING CORP	COM	85207J100	2404	1362300	SH	DEFINE
SPX CORP	COM	784635104	216	3015	SH	DEFINE
SPX CORP	COM	784635104	2159	30206	SH	DEFINE
SPX CORP	COM	784635104	3144	43980	SH	DEFINE
SPX CORP	COM	784635104	736	10300	SH	DEFINE
SPX CORP	COM	784635104	1266	17710	SH	DEFINE
ST JOE CO	COM	790148100	37	1700	SH	DEFINE
ST JOE CO	COM	790148100	51514	2357627	SH	DEFINE
STAMPS COM INC	COM NEW	852857200	2259	170500	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	106512	2359600	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	3150	47113	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	224054	3350594	SH	DEFINE
STANLEY BLACK & DECKER INC	UNIT 99/99/9999	854502309	16281	150000	SH	DEFINE
STANTEC INC	COM	85472N109	6501	233767	SH	DEFINE
STAPLES INC	COM	855030102	5324	233824	SH	DEFINE
STAPLES INC	COM	855030102	68	3000	SH	OTHER
STARBUCKS CORP	COM	855244109	1138	35408	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	93390	1536530	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	5	82	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	7341	120780	SH	DEFINE
STATE STR CORP	COM	857477103	41882	903791	SH	DEFINE
STATE STR CORP	COM	857477103	10648	229780	SH	DEFINE
STATE STR CORP	COM	857477103	4661	100576	SH	DEFINE
STATE STR CORP	COM	857477103	23	500	SH	DEFINE
STATE STR CORP	COM	857477103	121	2610	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	554	23314	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	17372	730847	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	55444	3029700	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	60619	1298057	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	19139	409837	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	12885	3364300	SH	DEFINE
STERICYCLE INC	COM	858912108	70595	872400	SH	DEFINE
STERICYCLE INC	COM	858912108	973	12030	SH	DEFINE
STERICYCLE INC	COM	858912108	445	5498	SH	DEFINE
STERIS CORP	COM	859152100	61147	1677100	SH	DEFINE
STERIS CORP	COM	859152100	164	4500	SH	DEFINE
STIFEL FINL CORP	COM	860630102	4119	66400	SH	DEFINE
STIFEL FINL CORP	COM	860630102	608	9800	SH	DEFINE

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

STIFEL FINL CORP	COM	860630102	2413	38900	SH	DEFINE
STR HLDGS INC	COM	78478V100	14626	731300	SH	DEFINE
STR HLDGS INC	COM	78478V100	881	44050	SH	DEFINE
STR HLDGS INC	COM	78478V100	3446	172300	SH	DEFINE
STR HLDGS INC	COM	78478V100	51	2564	SH	DEFINE
STRATASYS INC	COM	862685104	3156	96700	SH	DEFINE
STRATASYS INC	COM	862685104	490	15000	SH	DEFINE
STRATASYS INC	COM	862685104	2030	62200	SH	DEFINE
STRYKER CORP	COM	863667101	94243	1754990	SH	DEFINE
STRYKER CORP	COM	863667101	5370	100000	SH	DEFINE
STRYKER CORP	COM	863667101	10573	196882	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	1293	42684	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	96	3172	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	155181	5139053	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	883	22927	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	35	900	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	1718	44862	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	150636	3926225	SH	DEFINE
SUNOPTA INC	COM	8676EP108	19174	2451917	SH	DEFINE
SUNPOWER CORP	COM CL B	867652307	596	48000	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	428	14514	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	39	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	21667	619230	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	1116	31900	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	4433	126700	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	3649	104279	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	5019	456300	SH	DEFINE
SUPERVALU INC	COM	868536103	99	10310	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	2849	66700	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	7820	182459	SH	DEFINE
SYMANTEC CORP	COM	871503108	1079	64460	SH	DEFINE
SYMANTEC CORP	COM	871503108	282910	16900214	SH	DEFINE
SYMANTEC CORP	COM	871503108	843	50340	SH	DEFINE
SYMANTEC CORP	COM	871503108	1880	112320	SH	DEFINE
SYMANTEC CORP	COM	871503108	6510	388895	SH	DEFINE
SYMANTEC CORP	COM	871503108	974	58165	SH	DEFINE
SYMANTEC CORP	COM	871503108	3885	232076	SH	DEFINE
SYMANTEC CORP	COM	871503108	50678	3027340	SH	DEFINE
SYMANTEC CORP	COM	871503108	30718	1835030	SH	DEFINE
SYMANTEC CORP	COM	871503108	92	5470	SH	DEFINE
SYMETRA FINL CORP	COM	87151Q106	144427	10542146	SH	DEFINE
SYMS CORP	COM	871551107	10339	1430000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	11135	189432	SH	DEFINE
SYNOVUS FINL CORP	COM	87161C105	341	129100	SH	DEFINE
SYNTEL INC	COM	87162H103	4057	84900	SH	DEFINE
SYNTEL INC	COM	87162H103	1575	32950	SH	DEFINE
SYSCO CORP	COM	871829107	7107	241746	SH	DEFINE
T-3 ENERGY SRVCS INC	COM	87306E107	7410	186030	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	302	24092	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	29162	2325533	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1684	134300	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	30746	2451858	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	638	50857	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	25707	2050021	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	26477	2111433	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	131	10445	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	47093	3755396	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	129735	10345719	SH	DEFINE
TALECRIS BIOTHERAPEUTICS HLD	COM	874227101	2104	90290	SH	DEFINE
TALEO CORP	CL A	87424N104	74283	2686550	SH	DEFINE
TALEO CORP	CL A	87424N104	843	30500	SH	DEFINE
TALEO CORP	CL A	87424N104	1493	54000	SH	DEFINE

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

TALEO CORP	CL A	87424N104	3348	121100	SH	DEFINE
TALEO CORP	CL A	87424N104	205	7418	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	702	31513	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	25278	1136243	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	39552	1782366	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	847	38200	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	44049	1985064	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	11119	501104	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	7304	328100	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	174368	7860730	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	369047	16636515	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	64	2900	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	1534	540000	SH	DEFINE
TARGET CORP	COM	87612E106	81331	1352590	SH	DEFINE
TARGET CORP	COM	87612E106	16998	282695	SH	DEFINE
TARGET CORP	COM	87612E106	72	1200	SH	OTHER
TARGET CORP	COM	87612E106	14918	248102	SH	DEFINE
TARGET CORP	COM	87612E106	1788	29730	SH	DEFINE
TARGET CORP	COM	87612E106	521	8670	SH	DEFINE
TARGET CORP	COM	87612E106	26340	438058	SH	DEFINE
TARGET CORP	COM	87612E106	2337	38860	SH	DEFINE
TARGET CORP	COM	87612E106	41	680	SH	DEFINE
TARGET CORP	COM	87612E106	219951	3657932	SH	DEFINE
TARGET CORP	COM	87612E106	44002	731784	SH	DEFINE
TARGET CORP	COM	87612E106	13	210	SH	DEFINE
TATA MTRS LTD	SPONSORED ADR	876568502	734	25000	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	50	1000	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	6330	125400	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	81	1600	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	6670	107267	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	182	2942	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	16609	268050	SH	DEFINE
TECO ENERGY INC	COM	872375100	257133	14445650	SH	DEFINE
TECO ENERGY INC	COM	872375100	2341	131500	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	4205	322227	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	14355	1100000	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	72033	2177553	SH	DEFINE
TELECOM ARGENTINA S A	SPON ADR REP B	879273209	23499	944112	SH	DEFINE
TELECOMUNICACOES DE SAO PAUL	SPON ADR PFD	87929A102	3920	160192	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	442	10050	SH	DEFINE
TELEFLEX INC	COM	879369106	148945	2767986	SH	DEFINE
TELEFLEX INC	COM	879369106	26905	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	194	3600	SH	DEFINE
TELEFLEX INC	COM	879369106	70	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	299	4373	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	106049	1549965	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	1576	23037	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	18583	271595	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	13695	200155	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	237090	3465214	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	768	47600	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	2612	161860	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	4522	280178	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	17	400	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	157548	3625077	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	415	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	139	8466	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	304	18532	SH	SOLE
TEMPLETON EMERGING MKTS FD I	COM	880191101	294	12480	SH	DEFINE
TEMPLETON GLOBAL INCOME FD	COM	880198106	357	33401	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	255	11143	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	10	210	SH	DEFINE

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

TENARIS S A	SPONSORED ADR	88031M109	101165	2065440	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	669	100000	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	361	53900	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	338910	50659149	SH	DEFINE
TENNECO INC	COM	880349105	48692	1183000	SH	DEFINE
TENNECO INC	COM	880349105	737	17900	SH	DEFINE
TENNECO INC	COM	880349105	3029	73600	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	3007	73050	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	4217	102451	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	1852	45000	SH	DEFINE
TERADYNE INC	COM	880770102	256	18200	SH	DEFINE
TEREX CORP NEW	COM	880779103	155	5000	SH	DEFINE
TEREX CORP NEW	COM	880779103	749	24120	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	122547	2889571	SH	DEFINE
TESCO CORP	COM	88157K101	4973	313165	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	64321	1233850	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	47030	902161	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	16	300	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	4039	77480	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	40	770	SH	DEFINE
TEXAS INDS INC	COM	882491103	27779	606800	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	10078	310100	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	14586	448811	SH	DEFINE
TEXTRON INC	COM	883203101	24822	1050000	SH	DEFINE
TEXTRON INC	COM	883203101	217	9200	SH	DEFINE
TFS FINL CORP	COM	87240R107	1369	151800	SH	DEFINE
THERAVANCE INC	COM	88338T104	4380	174700	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	6920	125000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	5793	104642	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	24150	500000	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	189	5050	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	362	9703	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	279674	7478398	SH	DEFINE
THOR INDS INC	COM	885160101	99163	2920000	SH	DEFINE
THORATEC CORP	COM NEW	885175307	24161	853160	SH	DEFINE
THORATEC CORP	COM NEW	885175307	715	25240	SH	DEFINE
THORATEC CORP	COM NEW	885175307	20	700	SH	DEFINE
THORATEC CORP	COM NEW	885175307	179	6310	SH	DEFINE
THORATEC CORP	COM NEW	885175307	1832	64700	SH	DEFINE
TIDEWATER INC	COM	886423102	114798	2132200	SH	DEFINE
TIDEWATER INC	COM	886423102	1159	21526	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	2617	42021	SH	DEFINE
TIM HORTONS INC	COM	88706M103	21	505	SH	DEFINE
TIM HORTONS INC	COM	88706M103	9085	220415	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	2047	31000	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	917	13894	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	514146	7786545	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	22726	344175	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	6612	100142	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	61308	928489	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	79708	1207143	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	3168	47978	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	7526	113977	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	356586	5400366	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	49884	755473	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	173	2615	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1152	35800	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	466859	14512248	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	8455	262831	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1472	45746	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	14327	445366	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	482	14990	SH	DEFINE

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

TIME WARNER INC	COM NEW	887317303	40864	1270257	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	2283	70953	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	298	9256	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	312662	9719055	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	26863	835022	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	97	3030	SH	DEFINE
TIMKEN CO	COM	887389104	37769	791300	SH	DEFINE
TIVO INC	COM	888706108	468	54200	SH	DEFINE
TJX COS INC NEW	COM	872540109	8053	181404	SH	DEFINE
TJX COS INC NEW	COM	872540109	1039	23400	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	13	664	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	102426	5390852	SH	DEFINE
TORCHMARK CORP	COM	891027104	553	9255	SH	DEFINE
TORCHMARK CORP	COM	891027104	2548	42650	SH	DEFINE
TORCHMARK CORP	COM	891027104	41662	697382	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	128	1725	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	12010	161577	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	235844	3167459	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	13295	248590	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	3240	60590	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	23351	436636	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	2272	42475	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	19260	360137	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	2667	49870	SH	DEFINE
TOTAL SYS SVCS INC	COM	891906109	1547	100600	SH	DEFINE
TOWER GROUP INC	COM	891777104	58182	2274516	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	2359	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	84	1065	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	794	10100	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	15134	192469	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	60098	764320	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	3069	63300	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	565	11660	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	2075	42800	SH	DEFINE
TRANSALTA CORP	COM	89346D107	1167	55000	SH	DEFINE
TRANSALTA CORP	COM	89346D107	12	569	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	48056	930948	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	795	15404	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	4647	122140	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	116851	3064136	SH	DEFINE
TRANSCEPT PHARMACEUTICALS IN	COM	89354M106	2788	376800	SH	DEFINE
TRANSCEPT PHARMACEUTICALS IN	COM	89354M106	189	25500	SH	DEFINE
TRANSCEPT PHARMACEUTICALS IN	COM	89354M106	696	94000	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	1873	26941	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	1142	16429	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	617080	8877566	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	33259	597000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2895	51972	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	60929	1192590	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	1586	31050	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	3980	77900	SH	DEFINE
TRIANGLE PETE CORP	COM NEW	89600B201	7191	1106300	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	171934	4305911	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	13753	344440	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	20	500	SH	OTHER
TRIMBLE NAVIGATION LTD	COM	896239100	1346	33700	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	3254	81500	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	475	11893	SH	DEFINE
TRINITY INDS INC	COM	896522109	144639	5435500	SH	DEFINE
TRINITY INDS INC	COM	896522109	187	7025	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	44255	6980293	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	39	6085	SH	DEFINE

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

TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	199	19928	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	8504	1610587	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	43	2500	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	19480	1137213	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1624	94801	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	48560	2834788	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	45364	2648218	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	8503	496395	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1579	92180	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	178855	10441027	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	58522	3416333	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	27	1250	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	46269	2161099	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	644	18185	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	248565	7021616	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	16020	452535	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	3264	92199	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	12971	366403	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	24515	692507	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	5	128	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	2429	68625	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	279379	7892065	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	773	21845	SH	DEFINE
TYCO ELECTRONICS LTD SWITZER	SHS	H8912P106	77	2166	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	999	24098	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	13301	320963	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	2832	68342	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	12894	311152	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	4143	99975	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	417543	10075854	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	15864	382820	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	104	2516	SH	DEFINE
TYSON FOODS INC	CL A	902494103	1083	62905	SH	DEFINE
UBS AG	SHS NEW	H89231338	66	4000	SH	DEFINE
UBS AG	SHS NEW	H89231338	702357	42735319	SH	DEFINE
UBS AG	SHS NEW	H89231338	588	35796	SH	DEFINE
UBS AG	SHS NEW	H89231338	2109	128085	SH	DEFINE
UBS AG	SHS NEW	H89231338	15688	954536	SH	DEFINE
UBS AG	SHS NEW	H89231338	230	13997	SH	DEFINE
UBS AG	SHS NEW	H89231338	24207	1471902	SH	DEFINE
UBS AG	SHS NEW	H89231338	185	11280	SH	DEFINE
UBS AG	SHS NEW	H89231338	94127	5727275	SH	DEFINE
UBS AG	SHS NEW	H89231338	112238	6822831	SH	DEFINE
UBS AG	SHS NEW	H89231338	59	3587	SH	DEFINE
UDR INC	COM	902653104	12991	552321	SH	DEFINE
UDR INC	COM	902653104	278	11826	SH	DEFINE
UIL HLDG CORP	COM	902748102	41944	1400000	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	40046	1177840	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	476	14000	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	1853	54500	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	1097	22550	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	19253	2994310	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	34357	626500	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	537	9800	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	1886	34400	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	20627	656900	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	1000	31849	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	567	17930	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	19630	625160	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	608	19370	SH	DEFINE
UNION PAC CORP	COM	907818108	66088	713230	SH	DEFINE
UNION PAC CORP	COM	907818108	26546	286492	SH	DEFINE

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

UNION PAC CORP	COM	907818108	19	200	SH	DEFINE
UNION PAC CORP	COM	907818108	131	1410	SH	DEFINE
UNIT CORP	COM	909218109	55523	1194550	SH	DEFINE
UNITED CAPITAL CORP	COM	909912107	299	9196	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	25011	1050000	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	4715	197930	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	1486	40525	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	25193	347100	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	21048	290002	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	73	1000	SH	OTHER
UNITED PARCEL SERVICE INC	CL B	911312106	1502	20700	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	22169	305441	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	11621	160110	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	737	10150	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	37225	512879	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	3007	41431	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2659	36640	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	494869	6818259	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	34211	471361	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	108	1490	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	7489	128200	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	8715	149170	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	481	8225	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	258637	3285534	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	125381	1592750	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	78732	1000157	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	1441	18300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	24	300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	2142	27210	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	393	4987	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	9413	148900	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	3188	88272	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	908844	25168750	SH	DEFINE
UNIVERSAL CORP VA	COM	913456109	14245	350000	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	70285	1806818	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	41284	950800	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	243	5600	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	344	7915	SH	DEFINE
UNIVERSAL STAINLESS & ALLOY	COM	913837100	6506	208000	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	6835	310410	SH	DEFINE
UNUM GROUP	COM	91529Y106	7928	327330	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	115355	3221320	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	185	5175	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	205	5729	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	12834	475854	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	40486	1501167	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	7299	270633	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	57	2130	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	860	31863	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	888	32919	SH	DEFINE
USA TRUCK INC	COM	902925106	3374	255000	SH	DEFINE
V F CORP	COM	918204108	43090	500000	SH	DEFINE
V F CORP	COM	918204108	22283	258564	SH	DEFINE
V F CORP	COM	918204108	396	4600	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	22944	440900	SH	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	884	9100	PRN	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	7688	79100	PRN	DEFINE
VALE S A	ADR	91912E105	4148	119989	SH	DEFINE
VALE S A	ADR	91912E105	1552	44900	SH	DEFINE
VALE S A	ADR	91912E105	3888	112480	SH	DEFINE
VALE S A	ADR	91912E105	1003	29025	SH	DEFINE
VALE S A	ADR	91912E105	251	7258	SH	DEFINE

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

VALE S A	ADR	91912E105	65269	1888020	SH	DEFINE
VALE S A	ADR	91912E105	19343	559524	SH	DEFINE
VALE S A	ADR	91912E105	8985	259900	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	12835	424720	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	16570	548327	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	3640	120450	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	120799	3997305	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	302	9990	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	61660	2040374	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	16567	548229	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	1427585	47239744	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	334920	11082734	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	229888	7607150	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	145	4802	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	255	9000	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	23	800	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	15712	554018	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	569	20076	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	23376	824260	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	20345	717400	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	379	16400	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	1001	43281	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	16370	708045	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	12723	550300	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	418	18100	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	456	19740	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	99809	3260673	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	16	537	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	5470	178684	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	2318	75727	SH	DEFINE
VANGUARD BD INDEX FD INC	SHORT TRM BOND	921937827	438	5440	SH	DEFINED
VANGUARD INDEX FDS	STK MRK ETF	922908769	1718	26465	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	55599	1154697	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	24561	317282	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	64	830	SH	OTHER
VANGUARD TAX-MANAGED FD	EUROPE PAC ETF	921943858	7502	207531	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	89597	1293260	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	13297	191933	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	155	2239	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	49880	1349200	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	1615	43675	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMN	COM	922207105	3464	93700	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	22823	2807230	SH	DEFINE
VCA ANTECH INC	COM	918194101	3079	132200	SH	DEFINE
VCA ANTECH INC	COM	918194101	503	21600	SH	DEFINE
VCA ANTECH INC	COM	918194101	2066	88700	SH	DEFINE
VECTREN CORP	COM	92240G101	22842	900000	SH	DEFINE
VECTREN CORP	COM	92240G101	213	8381	SH	DEFINE
VENTAS INC	COM	92276F100	25905	493617	SH	DEFINE
VENTAS INC	COM	92276F100	583	11100	SH	DEFINE
VEOLIA ENVIRONNEMENT	SPONSORED ADR	92334N103	1381	47050	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	10224	300000	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	65	1900	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	444228	12415533	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	55006	1537327	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	36	1000	SH	OTHER
VERIZON COMMUNICATIONS INC	COM	92343V104	922	25781	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	7451	212700	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	105	3000	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	216	4700	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	797	20119	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	10649	268851	SH	DEFINE

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

VIACOM INC NEW	CL B	92553P201	28739	725540	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	55131	1391856	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	386	9750	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	404084	10201572	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	12472	314880	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	161	4070	SH	DEFINE
VIASAT INC	COM	92552V100	46493	1046918	SH	DEFINE
VIASAT INC	COM	92552V100	647	14575	SH	DEFINE
VIASAT INC	COM	92552V100	2474	55700	SH	DEFINE
VIASAT INC	COM	92552V100	5141	115763	SH	DEFINE
VIEWPOINT FINL GROUP INC MD	COM	92672A101	5960	509798	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	9700	293953	SH	DEFINE
VIMPELCOM LTD	SPONSORED ADR	92719A106	4647	308960	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	292609	10741904	SH	DEFINE
VISA INC	COM CL A	92826C839	104871	1490070	SH	DEFINE
VISA INC	COM CL A	92826C839	38705	549940	SH	DEFINE
VISA INC	COM CL A	92826C839	7643	108600	SH	DEFINE
VISA INC	COM CL A	92826C839	26	370	SH	DEFINE
VISA INC	COM CL A	92826C839	1091	15500	SH	DEFINE
VISA INC	COM CL A	92826C839	134	1900	SH	DEFINE
VISA INC	COM CL A	92826C839	17018	241800	SH	DEFINE
VISA INC	COM CL A	92826C839	2111	30000	SH	DEFINE
VISA INC	COM CL A	92826C839	261	3712	SH	DEFINE
VISA INC	COM CL A	92826C839	1246	17700	SH	DEFINE
VISIONCHINA MEDIA INC	SPONS ADR	92833U103	274	58950	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	3273	97300	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	542	16100	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	2126	63200	SH	DEFINE
VMWARE INC	CL A COM	928563402	7557	85000	SH	DEFINE
VMWARE INC	CL A COM	928563402	9415	105890	SH	DEFINE
VMWARE INC	CL A COM	928563402	2183	24550	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	19951	754870	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	33262	1258483	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	639	24327	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	26622	1007260	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	140313	5308849	SH	DEFINE
VOLCOM INC	COM	92864N101	21582	1143720	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	7376	318500	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	716	30900	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	2777	119900	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	296	3552	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	29249	351003	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	572	6859	SH	DEFINE
W P CAREY & CO LLC	COM	92930Y107	472	15100	SH	DEFINE
WABASH NATL CORP	COM	929566107	35531	2998400	SH	DEFINE
WABASH NATL CORP	COM	929566107	43	3588	SH	DEFINE
WABTEC CORP	COM	929740108	315	5950	SH	DEFINE
WAL MART STORES INC	COM	931142103	282642	5240900	SH	DEFINE
WAL MART STORES INC	COM	931142103	15286	283440	SH	DEFINE
WAL MART STORES INC	COM	931142103	18092	335468	SH	DEFINE
WAL MART STORES INC	COM	931142103	151421	2807730	SH	DEFINE
WAL MART STORES INC	COM	931142103	32	600	SH	DEFINE
WAL MART STORES INC	COM	931142103	3242	60105	SH	DEFINE
WAL MART STORES INC	COM	931142103	59	1100	SH	DEFINE
WALGREEN CO	COM	931422109	22286	572034	SH	DEFINE
WALGREEN CO	COM	931422109	8079	207357	SH	DEFINE
WALGREEN CO	COM	931422109	65	1660	SH	DEFINE
WALGREEN CO	COM	931422109	348	8930	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	38990	708000	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	271	616	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	815	22116	SH	DEFINE
WATERS CORP	COM	941848103	168844	2172750	SH	DEFINE

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

WATERS CORP	COM	941848103	4674	60153	SH	DEFINE
WATERS CORP	COM	941848103	391	5029	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	43613	844400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	5	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	21046	407482	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	685	13270	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	44074	853312	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	776	15020	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	69281	1341364	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2629	50901	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3395	65740	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	6096	118019	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	56110	1086341	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	116	2240	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	38441	1050600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	18	500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	59	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG	H27013103	115801	5079050	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG	H27013103	3097	135840	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	5106	100000	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	23	455	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1116293	36021070	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	24504	790709	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	46	1500	SH	OTHER
WELLS FARGO & CO NEW	COM	949746101	1639	52900	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	815410	26312031	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	76	2440	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1076	34750	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	2212	71387	SH	DEFINE
WELLS FARGO & CO NEW	-W EXP 10/28/201	949746119	610	54950	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	626961	626616	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	10735	475000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	10441	462000	SH	DEFINE
WESCO INTL INC	DBCV 6.000% 9/1	95082PAH8	31426	15200000	PRN	DEFINE
WEST COAST BANCORP ORE NEW	COM	952145100	24069	8535000	SH	DEFINE
WEST MARINE INC	COM	954235107	22009	2080250	SH	DEFINE
WEST MARINE INC	COM	954235107	15376	1453296	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	145742	3537423	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	11322	450000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	42535	1690600	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	10	410	SH	DEFINE
WESTERN LIBERTY BANCORP	COM	961443108	3028	556530	SH	DEFINE
WESTERN UN CO	COM	959802109	428	23066	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	4758	514380	SH	DEFINE
WESTLAKE CHEM CORP	COM	960413102	81067	1864900	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	98588	5208007	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1507	79619	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	493538	26071761	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	151	449	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	644361	1920026	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	11864	722550	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	2	40	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	15921	314705	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	32138	1300100	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	4919	198991	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	641	13740	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	9144	655988	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	325	23300	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	27593	1815300	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	1544	99806	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	54151	920000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	794	13485	SH	DEFINE

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

WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	4554	172575	SH	DEFINE
WMS INDS INC	COM	929297109	60762	1343120	SH	DEFINE
WMS INDS INC	COM	929297109	362	8000	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	58655	1839880	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	660	20700	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	2627	82400	SH	DEFINE
WPP PLC	ADR	92933H101	871	14025	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	447	192460	SH	DEFINE
WSFS FINL CORP	COM	929328102	3127	65919	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	4154	40000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	11021	468000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	596163	25314781	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	638	27093	SH	DEFINE
XEROX CORP	COM	984121103	2143	186000	SH	DEFINE
XEROX CORP	COM	984121103	68513	5947323	SH	DEFINE
XEROX CORP	COM	984121103	68	5935	SH	DEFINE
XEROX CORP	COM	984121103	820317	71208055	SH	DEFINE
XEROX CORP	COM	984121103	509	44224	SH	DEFINE
XEROX CORP	COM	984121103	1592	138169	SH	DEFINE
XILINX INC	COM	983919101	138443	4777190	SH	DEFINE
XILINX INC	COM	983919101	434	14980	SH	DEFINE
XILINX INC	COM	983919101	14	480	SH	DEFINE
XILINX INC	COM	983919101	87	2990	SH	DEFINE
XILINX INC	COM	983919101	385	13295	SH	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	173	65860	SH	DEFINE
XUEDA ED GROUP	SPONSORED ADR	98418W109	929	82400	SH	DEFINE
YAHOO INC	COM	984332106	26608	1600000	SH	DEFINE
YAHOO INC	COM	984332106	4471	268837	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	53621	4187193	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	397	31000	SH	DEFINE
YANZHOU COAL MNG CO LTD	SPON ADR H SHS	984846105	8006	261650	SH	DEFINE
YINGLI GREEN ENERGY HLDG CO	ADR	98584B103	964	97600	SH	DEFINE
YOUKU COM INC	SPONSORED ADR	98742U100	2587	73900	SH	DEFINE
YPF SOCIEDAD ANONIMA	SPON ADR CL D	984245100	10600	210448	SH	DEFINE
YUM BRANDS INC	COM	988498101	10322	210442	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	3436	64000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	3707	69064	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	165400	3081226	SH	DEFINE
ZIONS BANCORPORATION	COM	989701107	210	8650	SH	DEFINE

	GRAND TOTAL			141813436		