

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

FRANKLIN RESOURCES INC
Form 13F-HR
February 11, 2013

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, 2012

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 5, 2013
[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: 3268
 Form 13F Information Table Value Total: 158,358,498
 (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 12/31/2012
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMN 9
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	
3M CO	COM	88579Y101	2878	31000	SH		DEFINE	
3M CO	COM	88579Y101	105700	1138400	SH		DEFINE	
3M CO	COM	88579Y101	20931	225429	SH		DEFINE	
3M CO	COM	88579Y101	24920	268389	SH		DEFINE	

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

7 DAYS GROUP HLDGS LTD	ADR	81783J101	635	52686	SH	DEFINE
AAR CORP	COM	000361105	72402	3875900	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	31185	1500000	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	9590	461283	SH	DEFINE
ABBOTT LABS	COM	002824100	287011	4381840	SH	DEFINE
ABBOTT LABS	COM	002824100	122884	1876090	SH	DEFINE
ABBOTT LABS	COM	002824100	52097	795372	SH	DEFINE
ABBOTT LABS	COM	002824100	1277	19500	SH	DEFINE
ABBOTT LABS	COM	002824100	35358	539819	SH	DEFINE
ABBOTT LABS	COM	002824100	8811	134520	SH	DEFINE
ABBOTT LABS	COM	002824100	37327	569884	SH	DEFINE
ABBOTT LABS	COM	002824100	2592	39580	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	3614	75344	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	16	325	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	5951	124050	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	3702	77180	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	11923	248550	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	4902	102370	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	6966	145220	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	86369	1800470	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	39383	820984	SH	DEFINE
ABM INDS INC	COM	000957100	43844	2197684	SH	DEFINE
ABM INDS INC	COM	000957100	63	3175	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	2518	37872	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	14537	218600	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	8576	128966	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1700	25565	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	3813	57340	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	72155	1085031	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	18869	283749	SH	DEFINE
ACE LTD	SHS	H0023R105	51781	648880	SH	DEFINE
ACE LTD	SHS	H0023R105	31670	396871	SH	DEFINE
ACE LTD	SHS	H0023R105	1524	19100	SH	DEFINE
ACE LTD	SHS	H0023R105	870884	10913349	SH	DEFINE
ACE LTD	SHS	H0023R105	6359	79686	SH	DEFINE
ACE LTD	SHS	H0023R105	5581	69935	SH	DEFINE
ACE LTD	SHS	H0023R105	5442	68193	SH	DEFINE
ACE LTD	SHS	H0023R105	4682	58670	SH	DEFINE
ACE LTD	SHS	H0023R105	29029	363772	SH	DEFINE
ACE LTD	SHS	H0023R105	135563	1698786	SH	DEFINE
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	6738	840200	SH	DEFINE
ACME PACKET INC	COM	004764106	113337	5123783	SH	DEFINE
ACME PACKET INC	COM	004764106	582	26300	SH	DEFINE
ACME PACKET INC	COM	004764106	196	8880	SH	DEFINE
ACME PACKET INC	COM	004764106	2661	120317	SH	DEFINE
ADOBE SYS INC	COM	00724F101	6555	173960	SH	DEFINE
ADOBE SYS INC	COM	00724F101	3297	87509	SH	DEFINE
ADVANTAGE OIL & GAS LTD	COM	00765F101	9095	2823100	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	6232	291500	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	507	23700	SH	DEFINE
ADVISORY BRD CO	COM	00762W107	17579	375700	SH	DEFINE
ADVISORY BRD CO	COM	00762W107	650	13900	SH	DEFINE
ADVISORY BRD CO	COM	00762W107	2845	60793	SH	DEFINE
AETNA INC NEW	COM	00817Y108	43758	945100	SH	DEFINE
AETNA INC NEW	COM	00817Y108	364	7862	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	88994	683790	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	2425	18630	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	156	1200	SH	DEFINE
AFLAC INC	COM	001055102	62859	1183349	SH	DEFINE
AFLAC INC	COM	001055102	123536	2325610	SH	DEFINE
AFLAC INC	COM	001055102	31590	594685	SH	DEFINE
AFLAC INC	COM	001055102	714	13437	SH	DEFINE

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

AFLAC INC	COM	001055102	53	1000	SH	DEFINE
AGCO CORP	COM	001084102	1903	38742	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	86854	2121500	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	6689	163375	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	12	300	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	1891	46200	SH	DEFINE
AGL RES INC	COM	001204106	176702	4420870	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	12244	233400	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	525	10000	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	357	6800	SH	DEFINE
AGRIUM INC	COM	008916108	112	1125	SH	DEFINE
AGRIUM INC	COM	008916108	96	960	SH	DEFINE
AGRIUM INC	COM	008916108	79142	792900	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	414778	4936658	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	51672	615000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	13160	156632	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	13	150	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	1781	21200	SH	DEFINE
AIRGAS INC	COM	009363102	75853	830920	SH	DEFINE
AIRGAS INC	COM	009363102	290	3180	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	6668	163000	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	425	10400	SH	DEFINE
ALAMO GROUP INC	COM	011311107	7181	220000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	68944	1600000	SH	DEFINE
ALBEMARLE CORP	COM	012653101	386273	6218180	SH	DEFINE
ALCO STORES INC	COM	001600105	1782	203000	SH	DEFINE
ALCOA INC	COM	013817101	3495	402600	SH	DEFINE
ALCOA INC	COM	013817101	1184	136400	SH	DEFINE
ALCOA INC	COM	013817101	233	26900	SH	DEFINE
ALCOA INC	COM	013817101	4954	570720	SH	DEFINE
ALCOA INC	COM	013817101	8420	970100	SH	DEFINE
ALCOA INC	COM	013817101	1773	204320	SH	DEFINE
ALCOA INC	COM	013817101	3863	445090	SH	DEFINE
ALEXANDER & BALDWIN INC NEW	COM	014491104	774	26355	SH	DEFINE
ALEXANDERS INC	COM	014752109	153189	463088	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	35	500	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	7193	103760	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	92825	989500	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	749	7979	SH	DEFINE
ALKERMES PLC	SHS	G01767105	7193	388400	SH	DEFINE
ALKERMES PLC	SHS	G01767105	426	22980	SH	DEFINE
ALKERMES PLC	SHS	G01767105	2487	134270	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	37	110	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	260259	775923	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	1	1500	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	32	1060	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	7643	251748	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	417	13744	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	8129	267740	SH	DEFINE
ALLEGIANANT TRAVEL CO	COM	01748X102	84438	1150238	SH	DEFINE
ALLEGIANANT TRAVEL CO	COM	01748X102	767	10445	SH	DEFINE
ALLEGIANANT TRAVEL CO	COM	01748X102	258	3510	SH	DEFINE
ALLEGIANANT TRAVEL CO	COM	01748X102	3255	44338	SH	DEFINE
ALLERGAN INC	COM	018490102	240935	2626600	SH	DEFINE
ALLERGAN INC	COM	018490102	38891	423971	SH	DEFINE
ALLERGAN INC	COM	018490102	578	6300	SH	DEFINE
ALLETE INC	COM NEW	018522300	40980	1000000	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	43525	300670	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM	018581108	7	46	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE 1.750% 8/00	018581AD0	22322	12070000	PRN	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	64174	3681834	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	11660	668950	SH	DEFINE

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

ALLIANT ENERGY CORP	COM	018802108	69066	1572900	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	75	1700	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM	01988P108	10362	1100000	SH	DEFINE
ALLSTATE CORP	COM	020002101	5527	137600	SH	DEFINE
ALLSTATE CORP	COM	020002101	2179	54234	SH	DEFINE
ALLSTATE CORP	COM	020002101	4288	106755	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	15122	1552550	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM	02076X102	1	82	SH	DEFINE
ALPS ETF TR	ALERIAN MLP	00162Q866	528	33130	SH	DEFINE
ALTRA HOLDINGS INC	COM	02208R106	8796	398900	SH	DEFINE
ALTRA HOLDINGS INC	COM	02208R106	730	33100	SH	DEFINE
ALTRA HOLDINGS INC	COM	02208R106	2932	132959	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	7660	243800	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	9593	305305	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	443821	14125462	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	5027	160000	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	39036	4825270	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	269	33300	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW	023111206	1288	159224	SH	DEFINE
AMAZON COM INC	COM	023135106	216334	861420	SH	DEFINE
AMAZON COM INC	COM	023135106	46591	185517	SH	DEFINE
AMAZON COM INC	COM	023135106	1180	4700	SH	DEFINE
AMAZON COM INC	COM	023135106	600	2390	SH	DEFINE
AMAZON COM INC	COM	023135106	2386	9500	SH	DEFINE
AMAZON COM INC	COM	023135106	44854	178600	SH	DEFINE
AMAZON COM INC	COM	023135106	1105	4400	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	12000	518600	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	17666	763437	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS	02364W105	201089	8690108	SH	DEFINE
AMERICAN ASSETS TR INC	COM	024013104	9605	343900	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	863541	20232910	SH	DEFINE
AMERICAN ELEC PWR INC	COM	025537101	8812	206464	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	47442	825360	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	63627	1106942	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	1655	28800	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	13062	227241	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	4462	77630	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	501	8710	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	7867	136860	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	8700	151350	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	298475	5192672	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	54702	951673	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	1504	42600	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	80	2267	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	903813	25603806	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	5088	144140	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	2	62	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	1070	30300	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	158524	4490760	SH	DEFINE
AMERICAN NATL INS CO	COM	028591105	18950	277491	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	9146	592000	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	163615	2117450	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	53074	686858	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	2086	27000	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	40335	522000	SH	DEFINE
AMERICAN TOWER CORP NEW	COM	03027X100	966	12500	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	9823	353100	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	96538	2600000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	6059	163175	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	2813	44915	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	2677	61993	SH	DEFINE
AMETEK INC NEW	COM	031100100	73502	1956395	SH	DEFINE

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

AMETEK INC NEW	COM	031100100	7593	202108	SH	DEFINE
AMGEN INC	COM	031162100	160858	1863508	SH	DEFINE
AMGEN INC	COM	031162100	5307	61484	SH	DEFINE
AMGEN INC	COM	031162100	14461	167531	SH	DEFINE
AMGEN INC	COM	031162100	4669	54089	SH	DEFINE
AMGEN INC	COM	031162100	41927	485719	SH	DEFINE
AMGEN INC	COM	031162100	610	7070	SH	DEFINE
AMGEN INC	COM	031162100	29260	339126	SH	DEFINE
AMGEN INC	COM	031162100	3237	37502	SH	DEFINE
AMGEN INC	COM	031162100	15478	179310	SH	DEFINE
AMGEN INC	COM	031162100	649873	7528650	SH	DEFINE
AMGEN INC	COM	031162100	81235	941086	SH	DEFINE
ANACOR PHARMACEUTICALS INC	COM	032420101	5872	1129285	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	221057	2974816	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	36893	496479	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	1754	23600	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	255	3430	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	37290	886600	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	3595	85482	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	119580	3199892	PRN	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	72	1925	PRN	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	269621	8594853	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	31	1000	SH	DEFINE
ANHEUSER BUSCH INBEV SA/NV	SPONSORED ADR	03524A108	1024	11713	SH	DEFINE
ANIKA THERAPEUTICS INC	COM	035255108	149	15000	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	513	36512	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	660	47026	SH	DEFINE
ANSYS INC	COM	03662Q105	110014	1633710	SH	DEFINE
ANSYS INC	COM	03662Q105	412	6125	SH	DEFINE
ANTHERA PHARMACEUTICALS INC	COM	03674U102	2160	3483300	SH	DEFINE
AON PLC	SHS CL A	G0408V102	11	196	SH	DEFINE
AON PLC	SHS CL A	G0408V102	1366	24560	SH	DEFINE
APACHE CORP	COM	037411105	2665	33950	SH	DEFINE
APACHE CORP	COM	037411105	22392	285250	SH	DEFINE
APACHE CORP	COM	037411105	18309	233230	SH	DEFINE
APACHE CORP	COM	037411105	675768	8608525	SH	DEFINE
APACHE CORP	COM	037411105	746	9500	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	91109	1993625	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	4718	103238	SH	DEFINE
APARTMENT INVT & MGMT CO	CL A	03748R101	24	890	SH	DEFINE
APARTMENT INVT & MGMT CO	CL A	03748R101	13508	499200	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	63201	2636678	SH	DEFINE
APPLE INC	COM	037833100	742390	1392785	SH	DEFINE
APPLE INC	COM	037833100	269915	506380	SH	DEFINE
APPLE INC	COM	037833100	5	10	SH	OTHER
APPLE INC	COM	037833100	3998	7500	SH	DEFINE
APPLE INC	COM	037833100	1322	2480	SH	DEFINE
APPLE INC	COM	037833100	2239	4200	SH	DEFINE
APPLE INC	COM	037833100	3134	5879	SH	DEFINE
APPLE INC	COM	037833100	42467	79670	SH	DEFINE
APPLE INC	COM	037833100	3571	6700	SH	DEFINE
APPLE INC	COM	037833100	1066	2000	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	26361	627490	SH	DEFINE
APPLIED MATLS INC	COM	038222105	56	492	SH	DEFINE
APPLIED MATLS INC	COM	038222105	842	73590	SH	DEFINE
APPLIED MATLS INC	COM	038222105	13807	1206900	SH	DEFINE
APPLIED MATLS INC	COM	038222105	13238	1158010	SH	DEFINE
APPLIED MATLS INC	COM	038222105	652	56993	SH	DEFINE
APPLIED MATLS INC	COM	038222105	7205	629830	SH	DEFINE
APPLIED MATLS INC	COM	038222105	17270	1509610	SH	DEFINE
APPLIED MATLS INC	COM	038222105	36455	3186620	SH	DEFINE
APTARGROUP INC	COM	038336103	11569	242430	SH	DEFINE

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

ARBOR RLTY TR INC	COM	038923108	1797	300000	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NOTE	5.000% 5/103938LAK0	10519	10098000	PRN	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	18982	431217	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	743	16870	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	51090	1160600	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	296771	10835010	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	1657	60499	SH	DEFINE
ARCOS DORADOS HOLDINGS INC	SHS CLASS -A -	G0457F107	435	36400	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	3837	114242	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	31907	1663550	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	2483	260000	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	10020	1049170	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	34047	900000	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	76	2017	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	411	10870	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	793	20820	SH	DEFINE
ASHLAND INC NEW	COM	044209104	23721	295000	SH	DEFINE
ASHLAND INC NEW	COM	044209104	315	3912	SH	DEFINE
ASML HOLDING N V	N Y REGISTRY	SHSN07059210	14628	227100	SH	DEFINE
ASML HOLDING N V	N Y REGISTRY	SHSN07059210	1570	24378	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	55931	1743480	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	4030	125616	SH	DEFINE
ASPEN TECHNOLOGY INC	COM	045327103	13820	500000	SH	DEFINE
ASPEN TECHNOLOGY INC	COM	045327103	276	10000	SH	DEFINE
ASSOCIATED BANC CORP	COM	045487105	4137	315352	SH	DEFINE
ASSURANT INC	COM	04621X108	25886	746000	SH	DEFINE
ASTEC INDS INC	COM	046224101	49272	1478300	SH	DEFINE
ASTORIA FINL CORP	COM	046265104	135	14453	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	720	15229	SH	DEFINE
AT&T INC	COM	00206R102	919902	27288711	SH	DEFINE
AT&T INC	COM	00206R102	37002	1097666	SH	DEFINE
AT&T INC	COM	00206R102	3508	104078	SH	DEFINE
AT&T INC	COM	00206R102	14	420	SH	DEFINE
AT&T INC	COM	00206R102	53	1560	SH	DEFINE
AT&T INC	COM	00206R102	2034	60340	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	865	11776	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	2423	66000	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	36	975	SH	DEFINE
ATLAS PIPELINE PARTNERS LP	UNIT L P INT	049392103	723	22900	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	71419	1559700	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	101	2200	SH	DEFINE
AURICO GOLD INC	COM	05155C105	12361	1499100	SH	DEFINE
AURIZON MINES LTD	COM	05155P106	5476	1585800	SH	DEFINE
AUTODESK INC	COM	052769106	30177	853650	SH	DEFINE
AUTODESK INC	COM	052769106	9552	270204	SH	DEFINE
AUTODESK INC	COM	052769106	2368	67000	SH	DEFINE
AUTODESK INC	COM	052769106	46680	1320500	SH	DEFINE
AUTODESK INC	COM	052769106	1131	32000	SH	DEFINE
AUTOLIV INC	COM	052800109	66415	985536	SH	DEFINE
AUTOLIV INC	COM	052800109	980	14540	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	39907	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	22334	391751	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	43407	1371050	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	4235	133755	SH	DEFINE
AVALON RARE METALS INC	COM	053470100	0	22600	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	314	2316	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	21583	159182	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	16133	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	10	300	SH	DEFINE
AVISTA CORP	COM	05379B107	14647	607500	SH	DEFINE
AVISTA CORP	COM	05379B107	78	3250	SH	DEFINE
AVIVA PLC	ADR	05382A104	13	1041	SH	DEFINE

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

AVIVA PLC	ADR	05382A104	9720	783230	SH	DEFINE
AVON PRODS INC	COM	054303102	5346	372272	SH	DEFINE
AVON PRODS INC	COM	054303102	297787	20737306	SH	DEFINE
AVON PRODS INC	COM	054303102	49003	3412460	SH	DEFINE
AXIS CAPITAL HOLDINGS INV	SHS	G0692U109	35870	1035510	SH	DEFINE
B/E AEROSPACE INC	COM	073302101	35075	710020	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	1661	63400	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	88	3350	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	5028	192110	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	8518	84930	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	5199	51840	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	26507	264300	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	619	6173	SH	DEFINE
BAKER HUGHES INC	COM	057224107	2924	71600	SH	DEFINE
BAKER HUGHES INC	COM	057224107	13570	332277	SH	DEFINE
BAKER HUGHES INC	COM	057224107	384	9393	SH	DEFINE
BAKER HUGHES INC	COM	057224107	416221	10191516	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1295	31710	SH	DEFINE
BAKER HUGHES INC	COM	057224107	2645	64760	SH	DEFINE
BAKER HUGHES INC	COM	057224107	29456	721254	SH	DEFINE
BAKER HUGHES INC	COM	057224107	430	10520	SH	DEFINE
BAKER HUGHES INC	COM	057224107	29285	717405	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1279	31328	SH	DEFINE
BAKER HUGHES INC	COM	057224107	11896	291290	SH	DEFINE
BAKER HUGHES INC	COM	057224107	575925	14101990	SH	DEFINE
BAKER HUGHES INC	COM	057224107	66725	1633806	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	6583	275884	SH	DEFINE
BALL CORP	COM	058498106	620	13850	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	17	1000	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	238851	13751126	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	2023	116447	SH	DEFINE
BANCO MACRO SA	SPON ADR B	05961W105	6831	376574	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	4	467	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	3691	451824	SH	DEFINE
BANCOLOMBIA S A	SPON ADR PREF	05968L102	75133	1128459	SH	DEFINE
BANK HAWAII CORP	COM	062540109	289	6550	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	158	2575	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	756	12332	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	270433	4413530	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	5530	215158	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	4683	182227	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	5864	228160	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	4367	169930	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	9507	369924	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	1105	42983	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	6766	263260	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	5520	214790	SH	DEFINE
BANK NEW YORK MELLON CORP	COM	064058100	29085	1131699	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	359	6200	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	10726	185464	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	2366	41000	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	476072	8229351	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	125117	2164857	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1115	19278	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1128	19500	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1989	171500	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	654809	56449053	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1134	97757	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	11176	963460	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1646	141858	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	584	50364	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	10554	909850	SH	DEFINE

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

BANK OF AMERICA CORPORATION	7.25%CNV PFD L	060505682	1007734	887871	SH	DEFINE
BANRO CORP	COM	066800103	30881	11032000	SH	DEFINE
BANRO CORP	COM	066800103	3086	1102500	SH	DEFINE
BAR HBR BANKSHARES	COM	066849100	5213	156768	SH	DEFINE
BARCLAYS BK PLC	DJUBS CMDT ETN3606738C778		1609	38905	PRN	DEFINE
BARCLAYS BK PLC	DJUBS CMDT ETN3606738C778		3715	89834	PRN	DEFINE
BARCLAYS PLC	ADR	06738E204	5	286	SH	DEFINE
BARCLAYS PLC	ADR	06738E204	277	15969	SH	DEFINE
BARD C R INC	COM	067383109	9774	100000	SH	DEFINE
BARD C R INC	COM	067383109	907	9278	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	362101	10342810	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	368	10511	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	8736	249200	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	1796	144000	SH	DEFINE
BAXTER INTL INC	COM	071813109	26664	400000	SH	DEFINE
BAXTER INTL INC	COM	071813109	3616	54239	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	1111	25800	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	69338	1606490	SH	DEFINE
BB&T CORP	COM	054937107	74	2550	SH	DEFINE
BB&T CORP	COM	054937107	3522	120990	SH	DEFINE
BB&T CORP	COM	054937107	566	19440	SH	DEFINE
BBVA BANCO FRANCES S A	SPONSORED ADR	07329M100	5144	1022672	SH	DEFINE
BCE INC	COM NEW	05534B760	2606	60695	SH	DEFINE
BCE INC	COM NEW	05534B760	147312	3432261	SH	DEFINE
BEAM INC	COM	073730103	1228	20100	SH	DEFINE
BEAM INC	COM	073730103	569	9318	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	319098	4081054	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	5834	74615	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	426	5453	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	47	600	SH	DEFINE
BELLATRIX EXPLORATION LTD	COM	078314101	963	223900	SH	DEFINE
BEMIS INC	COM	081437105	75805	2265549	SH	DEFINE
BEMIS INC	COM	081437105	5250	156904	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	101992	6136700	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1664	44100	SH	DEFINE
BERKLEY W R CORP	COM	084423102	449	11908	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1341	10	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	24667	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4424	33	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	27298	304325	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	90	1000	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	38059	485200	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	4772	60841	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	11	135	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	27997	397860	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	241712	1648011	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	2192	14945	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	389	2650	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	17054	346265	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE 1.875% 4/20	09061GAD3	18045	7300000	PRN	DEFINE
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	2970	198650	SH	DEFINE
BLACKROCK INC	COM	09247X101	506672	2451138	SH	DEFINE
BLACKROCK INC	COM	09247X101	48462	234446	SH	DEFINE
BLACKROCK INC	COM	09247X101	2170	10500	SH	DEFINE
BLACKROCK INC	COM	09247X101	558	2700	SH	DEFINE
BLACKROCK INC	COM	09247X101	530	2564	SH	DEFINE
BLACKROCK MUNIHOLDNGS QLTY I	COM	09254A101	196	13000	SH	DEFINE
BLACKROCK MUNIYIELD NY QLTY	COM	09255E102	178	11772	SH	DEFINE
BLACKROCK NY MUNI INC QLTY T	COM	09249U105	592	36750	SH	DEFINE
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	66484	4264532	SH	DEFINE
BLUE NILE INC	COM	09578R103	9744	253100	SH	DEFINE
BLUE NILE INC	COM	09578R103	439	11400	SH	DEFINE

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

BLUE NILE INC	COM	09578R103	1168	30333	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	6003	241070	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT LTD PARTNER	096627104	498	20000	SH	DEFINE
BOEING CO	COM	097023105	139137	1846300	SH	DEFINE
BOEING CO	COM	097023105	6095	80877	SH	DEFINE
BOEING CO	COM	097023105	748	9931	SH	DEFINE
BORGWARNER INC	COM	099724106	3080	43000	SH	DEFINE
BORGWARNER INC	COM	099724106	228478	3190163	SH	DEFINE
BORGWARNER INC	COM	099724106	28413	396723	SH	DEFINE
BORGWARNER INC	COM	099724106	1432	20000	SH	DEFINE
BORGWARNER INC	COM	099724106	333	4651	SH	DEFINE
BOSTON BEER INC	CL A	100557107	82834	616100	SH	DEFINE
BOSTON BEER INC	CL A	100557107	766	5700	SH	DEFINE
BOSTON BEER INC	CL A	100557107	212	1580	SH	DEFINE
BOSTON BEER INC	CL A	100557107	3222	23963	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	513	4850	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	36016	340380	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	243283	42457824	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	57992	2197513	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	1056	40000	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	8488	321636	SH	DEFINE
BOTTOMLINE TECH DEL INC	NOTE 1.500%12/0	101388AA4	16734	15000000	PRN	DEFINE
BP PLC	SPONSORED ADR	055622104	1050249	25222114	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3902	93709	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	305	7331	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	10793	259201	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	7	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	7277	174750	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT BEN INT	055630107	2240	32687	SH	DEFINE
BRADY CORP	CL A	104674106	177481	5313797	SH	DEFINE
BRADY CORP	CL A	104674106	33	1000	SH	DEFINE
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	28	2260	SH	DEFINE
BRANDYWINE RLTY TR	SH BEN INT NEW	105368203	11695	959400	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	32	632	SH	DEFINE
BRE PROPERTIES INC	CL A	05564E106	7594	149400	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	57420	2723900	SH	DEFINE
BRIGHTCOVE INC	COM	10921T101	2368	261998	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	7496	230000	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	25508	782697	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	105684	1969510	SH	DEFINE
BROADCOM CORP	CL A	111320107	23490	707330	SH	DEFINE
BROADCOM CORP	CL A	111320107	4743	142815	SH	DEFINE
BROADCOM CORP	CL A	111320107	10	300	SH	OTHER
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	232	10127	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	2380	104000	SH	DEFINE
BROADSOFT INC	COM	11133B409	8756	241000	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	6331	1187760	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	24961	4683102	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	381	71500	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	24901	4674021	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	879	164989	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	5763	1081200	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	200349	37588950	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	23438	4397450	SH	DEFINE
BROOKDALE SR LIVING INC	NOTE 2.750% 6/1	112463AA2	26112	22620000	PRN	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	3816	104245	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	1492	40715	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	209878	5720674	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	2812	165093	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	1045	61200	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	6257	366440	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	66981	3646218	SH	DEFINE

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

BRUNSWICK CORP	COM	117043109	54000	1856300	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	525	11562	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	68850	945495	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	711	9767	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	158	2170	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	3298	45284	SH	DEFINE
BUNGE LIMITED	COM	G16962105	15381	211594	SH	DEFINE
BUNGE LIMITED	COM	G16962105	30611	421120	SH	DEFINE
BUNGE LIMITED	COM	G16962105	11153	153426	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	20692	327300	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	14468	674800	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	538	25100	SH	DEFINE
C&J ENERGY SVCS INC	COM	12467B304	2376	110810	SH	DEFINE
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	1025	68600	SH	DEFINE
CABOT CORP	COM	127055101	49650	1247800	SH	DEFINE
CABOT CORP	COM	127055101	92	2300	SH	DEFINE
CABOT OIL & GAS CORP	COM	127097103	63978	1286250	SH	DEFINE
CABOT OIL & GAS CORP	COM	127097103	482	9700	SH	DEFINE
CAE INC	COM	124765108	4819	475296	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	10725	1650000	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	17135	2636147	SH	DEFINE
CALLON PETE CO DEL	COM	13123X102	24078	5123000	SH	DEFINE
CALPINE CORP	COM NEW	131347304	52266	2882860	SH	DEFINE
CALPINE CORP	COM NEW	131347304	9	503	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	124	1811	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	18048	264590	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	121015	2143410	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	5792	102583	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	405	7180	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	240	6880	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	19339	670829	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	26	910	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	183612	6367757	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	3371	117200	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	45862	503925	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	8067	88638	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	222591	2447570	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	50810	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	2849	28031	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	94825	933447	SH	DEFINE
CANON INC	ADR	138006309	1121	28582	SH	DEFINE
CANON INC	ADR	138006309	361	9216	SH	DEFINE
CAPE BANCORP INC	COM	139209100	13	1500	SH	DEFINE
CAPE BANCORP INC	COM	139209100	2300	264663	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	6210	107190	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	653	11270	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	12354	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	512	12444	SH	DEFINE
CAREFUSION CORP	COM	14170T101	40903	1431190	SH	DEFINE
CAREFUSION CORP	COM	14170T101	5405	189134	SH	DEFINE
CARLISLE COS INC	COM	142339100	104334	1775594	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	44124	1200000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	307	8350	SH	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	4019	917492	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	8215	154700	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	797	15000	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	2906	54731	SH	DEFINE
CASH AMER INTL INC	COM	14754D100	4561	114980	SH	DEFINE
CASUAL MALE RETAIL GRP INC	COM NEW	148711302	840	200000	SH	DEFINE
CATAMARAN CORP	COM	148887102	26747	567770	SH	DEFINE
CATAMARAN CORP	COM	148887102	373	7926	SH	DEFINE
CATAMARAN CORP	COM	148887102	227	4810	SH	DEFINE

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

CATAMARAN CORP	COM	148887102	1757	37300	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	74186	828150	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	21401	238901	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	11	125	SH	DEFINE
CATO CORP NEW	CL A	149205106	41425	1510200	SH	DEFINE
CAVIUM INC	COM	14964U108	1654	53000	SH	DEFINE
CBL & ASSOC PPTYS INC	COM	124830100	29	1380	SH	DEFINE
CBL & ASSOC PPTYS INC	COM	124830100	8893	419300	SH	DEFINE
CBRE GROUP INC	CL A	12504L109	23881	1200120	SH	DEFINE
CBRE GROUP INC	CL A	12504L109	240	12070	SH	DEFINE
CBS CORP NEW	CL B	124857202	30	794	SH	DEFINE
CBS CORP NEW	CL B	124857202	548072	14404025	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	3074	38264	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	622	7720	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	412867	5127930	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	1331	29900	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	148709	3339569	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	1298	29145	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	450	10100	SH	DEFINE
CELGENE CORP	COM	151020104	178982	2273670	SH	DEFINE
CELGENE CORP	COM	151020104	90069	1144168	SH	DEFINE
CELGENE CORP	COM	151020104	1700	21600	SH	DEFINE
CELGENE CORP	COM	151020104	310	3940	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	6724	1002140	SH	DEFINE
CEMEX SAB DE CV	NOTE 3.250% 3/1	1151290BB8	63826	56515000	PRN	DEFINE
CEMEX SAB DE CV	NOTE 3.750% 3/1	1151290BC6	82706	73400000	PRN	DEFINE
CENOVUS ENERGY INC	COM	15135U109	173	5175	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	38	1140	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	973	29020	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	111456	3325437	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	3481	104112	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	87969	4569800	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	42	2200	SH	DEFINE
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR	15234Q207	3	921	SH	DEFINE
CENTRAIS ELETRICAS BRASILEIR	SPONSORED ADR	15234Q207	2343	751085	SH	DEFINE
CENTRAL EUROPEAN MEDIA	NOTE 5.000%11/1	1153443AH9	9354	10100000	PRN	DEFINE
CENTRAL GOLDTRUST	TR UNIT	153546106	775	12341	SH	DEFINE
CENTURYLINK INC	COM	156700106	232353	5939500	SH	DEFINE
CENTURYLINK INC	COM	156700106	24147	617255	SH	DEFINE
CENTURYLINK INC	COM	156700106	196	5000	SH	DEFINE
CEPHEID	COM	15670R107	3043	90000	SH	DEFINE
CERNER CORP	COM	156782104	134834	1736660	SH	DEFINE
CERNER CORP	COM	156782104	8462	108991	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	3864	19020	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	2	9	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	3538	17415	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	77982	1636900	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	630	13216	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	247907	5203765	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	81407	1708800	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	9664	202863	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	30635	1289367	SH	DEFINE
CHEMOCENTRYX INC	COM	16383L106	4679	427734	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	130810	7870651	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	249	15000	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	4530	272544	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1404	84490	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	18252	1098200	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	23264	1400456	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	5267	316900	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	214346	12896870	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	16092	968240	SH	DEFINE

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

CHEVRON CORP NEW	COM	166764100	509047	4707300	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	872339	8066753	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	95651	884513	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	1687	15600	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	6237	57679	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	2669	24681	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	47043	435016	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	550	5090	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	15025	138944	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	1263	11675	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	21544	199220	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	367054	3394244	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	51880	479751	SH	DEFINE
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	2905	62684	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	26	525	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	11	219	SH	DEFINE
CHINA LIFE INS CO LTD	SPON ADR REP H	16939P106	8610	173274	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	11652	198438	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	18	304	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	8029	136732	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	898	34740	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	14	254	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	12466	219275	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	73424	1291540	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	108410	364460	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	27777	93379	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	297	1000	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	342	1150	SH	DEFINE
CHUBB CORP	COM	171232101	70176	931700	SH	DEFINE
CHUBB CORP	COM	171232101	23507	312099	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	13904	259541	SH	DEFINE
CIBER INC	COM	17163B102	4692	1404700	SH	DEFINE
CIBER INC	COM	17163B102	400	119900	SH	DEFINE
CIENA CORP	COM NEW	171779309	303	19315	SH	DEFINE
CIGNA CORPORATION	COM	125509109	2206	41257	SH	DEFINE
CIGNA CORPORATION	COM	125509109	748295	13997308	SH	DEFINE
CIGNA CORPORATION	COM	125509109	3731	69785	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	7407	128300	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	735	12740	SH	DEFINE
CINTAS CORP	COM	172908105	54965	1343898	SH	DEFINE
CINTAS CORP	COM	172908105	245	6000	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	26728	675108	SH	DEFINE
CISCO SYS INC	COM	17275R102	128195	6523940	SH	DEFINE
CISCO SYS INC	COM	17275R102	22255	1132579	SH	DEFINE
CISCO SYS INC	COM	17275R102	510618	25985726	SH	DEFINE
CISCO SYS INC	COM	17275R102	10332	525817	SH	DEFINE
CISCO SYS INC	COM	17275R102	4780	243270	SH	DEFINE
CISCO SYS INC	COM	17275R102	36284	1846532	SH	DEFINE
CISCO SYS INC	COM	17275R102	547	27850	SH	DEFINE
CISCO SYS INC	COM	17275R102	37471	1907716	SH	DEFINE
CISCO SYS INC	COM	17275R102	1712	87121	SH	DEFINE
CISCO SYS INC	COM	17275R102	13349	679340	SH	DEFINE
CISCO SYS INC	COM	17275R102	753908	38366810	SH	DEFINE
CISCO SYS INC	COM	17275R102	82808	4214136	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	341207	8830410	SH	DEFINE
CITI TRENDS INC	COM	17306X102	4849	352400	SH	DEFINE
CITI TRENDS INC	COM	17306X102	381	27700	SH	DEFINE
CITI TRENDS INC	COM	17306X102	1716	124687	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	34556	873500	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	19748	499195	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	1165	29440	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	533336	13481727	SH	DEFINE

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

CITIGROUP INC	COM NEW	172967424	15304	386847	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	3786	95700	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	43650	1103375	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	539	13628	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	35202	890271	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	2238	56583	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	11324	286250	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	591280	14946414	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	65292	1650461	SH	DEFINE
CITIZENS CMNTY BANCORP INC M	COM	174903104	851	143700	SH	DEFINE
CITRIX SYS INC	COM	177376100	101210	1539340	SH	DEFINE
CITRIX SYS INC	COM	177376100	15830	240767	SH	DEFINE
CITRIX SYS INC	COM	177376100	145	2200	SH	DEFINE
CITRIX SYS INC	COM	177376100	361	5490	SH	DEFINE
CLARCOR INC	COM	179895107	2338	48923	SH	DEFINE
CLECO CORP NEW	COM	12561W105	28007	700000	SH	DEFINE
CLECO CORP NEW	COM	12561W105	120	3000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	7953	206250	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	51	1313	SH	DEFINE
CLOROX CO DEL	COM	189054109	2996	40913	SH	DEFINE
CME GROUP INC	COM	12572Q105	17124	337680	SH	DEFINE
CME GROUP INC	COM	12572Q105	205	4050	SH	DEFINE
CMS ENERGY CORP	COM	125896100	73140	3000000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	2	79	SH	DEFINE
CMS ENERGY CORP	NOTE 5.500% 6/1	125896BD1	21345	12000000	PRN	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	9589	238000	SH	DEFINE
CNO FINL GROUP INC	COM	12621E103	56024	6004772	SH	DEFINE
COACH INC	COM	189754104	4167	75067	SH	DEFINE
COAST DISTR SYS	COM	190345108	77	38500	SH	DEFINE
COBALT INTL ENERGY INC	COM	19075F106	13308	541860	SH	DEFINE
COBALT INTL ENERGY INC	NOTE 2.625%12/0	19075FAA4	20104	20000000	PRN	DEFINE
COBRA ELECTRS CORP	COM	191042100	1711	455000	SH	DEFINE
COCA COLA CO	COM	191216100	88177	2432480	SH	DEFINE
COCA COLA CO	COM	191216100	41113	1134144	SH	DEFINE
COCA COLA ENTERPRISES INC NE	COM	19122T109	435987	13740539	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	7385	326178	SH	DEFINE
COGNEX CORP	COM	192422103	8969	243600	SH	DEFINE
COGNEX CORP	COM	192422103	740	20100	SH	DEFINE
COGNEX CORP	COM	192422103	2805	76193	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	65531	884950	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1111	15005	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	5202	70000	SH	DEFINE
COHERENT INC	COM	192479103	2342	46267	SH	DEFINE
COHU INC	COM	192576106	28019	2584804	SH	DEFINE
COINSTAR INC	COM	19259P300	10163	195400	SH	DEFINE
COINSTAR INC	COM	19259P300	780	15000	SH	DEFINE
COINSTAR INC	COM	19259P300	3541	68088	SH	DEFINE
COINSTAR INC	NOTE 4.000% 9/0	19259PAF9	19889	14000000	PRN	DEFINE
COLFAX CORP	COM	194014106	23809	590070	SH	DEFINE
COLFAX CORP	COM	194014106	484	12000	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	113069	1081586	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	12532	119881	SH	DEFINE
COLUMBIA SPORTSWEAR CO	COM	198516106	15240	285614	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	114382	3059978	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	8710	233014	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	15	400	SH	OTHER
COMCAST CORP NEW	CL A	20030N101	544	14550	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	8357	223570	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	38350	1025960	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	4745	131987	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	2779	77302	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	206321	5739125	SH	DEFINE

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

COMCAST CORP NEW	CL A SPL	20030N200	9175	255212	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1538	42780	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1323	36799	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	549	15270	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	16311	454063	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1238	34429	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	8068	224410	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	591762	16460708	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	51766	1439956	SH	DEFINE
COMERICA INC	COM	200340107	23043	759500	SH	DEFINE
COMERICA INC	COM	200340107	14380	473950	SH	DEFINE
COMERICA INC	COM	200340107	28	939	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	12126	816000	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	3	200	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	56104	1825118	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	41692	598076	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	287	4110	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	87806	2776032	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	119766	3331460	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	3288	65316	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	56070	1400000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	200	5000	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	4425	150000	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	248	8409	SH	DEFINE
CONCHO RES INC	COM	20605P101	6793	84320	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	2701	40000	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1713	25375	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2755	47500	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	687649	11858070	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	23491	405095	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	4773	82300	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	27	466	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	559633	17434072	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	57873	1042000	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	819	14739	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	663	18737	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	1948	129700	SH	DEFINE
CONTINENTAL RESOURCES INC	COM	212015101	367	5000	SH	DEFINE
CON-WAY INC	COM	205944101	487	17496	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	399	4010	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	141749	1425334	SH	DEFINE
CORE LABORATORIES N V	COM	N22717107	4372	40000	SH	DEFINE
CORE LABORATORIES N V	COM	N22717107	17	154	SH	DEFINE
CORESITE RLTY CORP	COM	21870Q105	3516	127100	SH	DEFINE
CORNERSTONE ONDEMAND INC	COM	21925Y103	2953	100000	SH	DEFINE
CORNING INC	COM	219350105	27714	2196000	SH	DEFINE
CORNING INC	COM	219350105	22922	1816290	SH	DEFINE
CORNING INC	COM	219350105	5639	446863	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	51019	516544	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	1185	12000	SH	DEFINE
COVANCE INC	COM	222816100	11554	200000	SH	DEFINE
COVANCE INC	COM	222816100	3	50	SH	DEFINE
COVANTA HLDG CORP	COM	22282E102	481	26100	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	1265	21900	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	24540	425000	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	21631	374622	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	12	200	SH	OTHER
COVIDIEN PLC	SHS	G2554F113	2744	47520	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	21494	372260	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	217318	1482790	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	2	64	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	24	971	SH	DEFINE

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

CREDIT SUISSE GROUP	SPONSORED ADR	225401108	20603	838897	SH	DEFINE
CREE INC	COM	225447101	3629	106791	SH	DEFINE
CREXUS INVT CORP	COM	226553105	579	47300	SH	DEFINE
CRH PLC	ADR	12626K203	10	502	SH	DEFINE
CRH PLC	ADR	12626K203	8893	437216	SH	DEFINE
CRH PLC	ADR	12626K203	227	11150	SH	DEFINE
CROSS A T CO	CL A	227478104	6347	588800	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	26347	365140	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	7	100	SH	DEFINE
CROWN CASTLE INTL CORP	COM	228227104	268	3720	SH	DEFINE
CSX CORP	COM	126408103	2266	114853	SH	DEFINE
CTC MEDIA INC	COM	12642X106	50102	6439826	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	263	11550	SH	DEFINE
CUBESMART	COM	229663109	7324	502700	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	326	6000	SH	DEFINE
CUMMINS INC	COM	231021106	22574	208350	SH	DEFINE
CUMMINS INC	COM	231021106	50183	463159	SH	DEFINE
CUMMINS INC	COM	231021106	2004	18500	SH	DEFINE
CUMMINS INC	COM	231021106	241	2220	SH	DEFINE
CURIS INC	COM	231269101	2848	830300	SH	DEFINE
CUTWATER SELECT INCOME FD	COM	232229104	393	20000	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	56687	1172424	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	10276	212537	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	910096	18823115	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	10416	215420	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	3623	74940	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	18020	372705	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	680	14070	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	3530	73000	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1215	25139	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	13127	271490	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	444419	9191712	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	76981	1592161	SH	DEFINE
CYTEC INDS INC	COM	232820100	24	350	SH	DEFINE
CYTEC INDS INC	COM	232820100	333	4840	SH	DEFINE
CYTEC INDS INC	COM	232820100	507	7370	SH	DEFINE
CYTOKINETICS INC	COM	23282W100	568	861200	SH	DEFINE
DANAHER CORP DEL	COM	235851102	101763	1820450	SH	DEFINE
DANAHER CORP DEL	COM	235851102	33245	594720	SH	DEFINE
DANAHER CORP DEL	COM	235851102	2571	46000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	47472	849232	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1146	20500	SH	DEFINE
DARDEN RESTAURANTS INC	COM	237194105	4631	102748	SH	DEFINE
DARDEN RESTAURANTS INC	COM	237194105	3008	66750	SH	DEFINE
DAVITA HEALTHCARE PARTNERS I	COM	23918K108	111269	1006690	SH	DEFINE
DAVITA HEALTHCARE PARTNERS I	COM	23918K108	15	135	SH	DEFINE
DCP MIDSTREAM PARTNERS LP	COM UT LTD PTN	23311P100	655	15700	SH	DEFINE
DDR CORP	COM	23317H102	20133	1285642	SH	DEFINE
DEERE & CO	COM	244199105	17284	200000	SH	DEFINE
DEERE & CO	COM	244199105	12601	145809	SH	DEFINE
DELL INC	COM	24702R101	7183	709117	SH	DEFINE
DELL INC	COM	24702R101	16	1600	SH	DEFINE
DELL INC	COM	24702R101	3999	394783	SH	DEFINE
DELL INC	COM	24702R101	2051	202460	SH	DEFINE
DELL INC	COM	24702R101	13161	1299255	SH	DEFINE
DELL INC	COM	24702R101	354	34930	SH	DEFINE
DELL INC	COM	24702R101	25544	2522791	SH	DEFINE
DELL INC	COM	24702R101	686	67696	SH	DEFINE
DELL INC	COM	24702R101	6339	625800	SH	DEFINE
DELL INC	COM	24702R101	183354	18100086	SH	DEFINE
DELL INC	COM	24702R101	19479	1922900	SH	DEFINE
DELPHI AUTOMOTIVE PLC	SHS	G27823106	12037	314700	SH	DEFINE

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

DELTA APPAREL INC	COM	247368103	10397	743700	SH	DEFINE
DEMANDWARE INC	COM	24802Y105	2732	100000	SH	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	295	7450	SH	DEFINE
DESCARTES SYSTEMS GROUP INC	COM	249906108	3817	409400	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	2404	46200	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	438512	8426440	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	12014	230864	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	1077	20700	SH	DEFINE
DEX ONE CORP	COM	25212W100	21311	13488053	SH	DEFINE
DEXCOM INC	COM	252131107	14239	1046200	SH	DEFINE
DEXCOM INC	COM	252131107	777	57100	SH	DEFINE
DEXCOM INC	COM	252131107	2714	199436	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	36291	311300	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	81062	695336	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	2180	18700	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	5844	50125	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	6796	100000	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	219	3224	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	100948	2219130	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	82	1800	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	18337	270100	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	23165	341215	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	8106	119400	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	32074	1312367	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	599	24500	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	186	7610	SH	DEFINE
DIGITALGLOBE INC	COM NEW	25389M877	2376	97234	SH	DEFINE
DIRECTV	COM	25490A309	38176	761080	SH	DEFINE
DIRECTV	COM	25490A309	1148	22878	SH	DEFINE
DIREXION SHS ETF TR	DLY TECH BULL 3X	25459W102	244	5000	SH	DEFINE
DIREXION SHS ETF TR	DLY R/E BULL3X	25459W755	264	3400	SH	DEFINE
DIREXION SHS ETF TR	DLY SMCAP BULL3X	25459W847	497	7800	SH	DEFINE
DIREXION SHS ETF TR	DRX S&P500BULL	25459W862	245	2800	SH	DEFINE
DIREXION SHS ETF TR	DLY EMRGMKT BULL	25459Y686	262	2400	SH	DEFINE
DIREXION SHS ETF TR	DLY FIN BULL NEW	25459Y694	504	4200	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	338	8774	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	3575	92745	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	40832	643230	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	376	5920	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	58491	999840	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	36	620	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	165386	3321672	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	60646	1218039	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	4209	84537	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	674	13540	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	230187	4623166	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	12291	246860	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	1754	530000	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	138297	3136727	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	40	900	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	242	5500	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	822643	15881130	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	5073	97941	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	115093	1378039	SH	DEFINE
DONALDSON INC	COM	257651109	47117	1434740	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	30	1290	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	9736	417850	SH	DEFINE
DOVER CORP	COM	260003108	423332	6442436	SH	DEFINE
DOVER CORP	COM	260003108	3361	51156	SH	DEFINE
DOW CHEM CO	COM	260543103	1031308	31909270	SH	DEFINE
DOW CHEM CO	COM	260543103	5307	164198	SH	DEFINE
DOW CHEM CO	COM	260543103	8046	248950	SH	DEFINE

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

DOW CHEM CO	COM	260543103	22584	698770	SH	DEFINE
DOW CHEM CO	COM	260543103	20097	622355	SH	DEFINE
DOW CHEM CO	COM	260543103	7222	223440	SH	DEFINE
DOW CHEM CO	COM	260543103	24896	770310	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	539	12200	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	282045	6384019	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	10587	188590	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	30241	937700	SH	DEFINE
DREYFUS MUN INCOME INC	COM	26201R102	115	11034	SH	DEFINE
DRIL-QUIP INC	COM	262037104	11466	156960	SH	DEFINE
DTE ENERGY CO	COM	233331107	1219	20300	SH	DEFINE
DTE ENERGY CO	COM	233331107	192460	3205000	SH	DEFINE
DTE ENERGY CO	COM	233331107	208	3465	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	594658	13223440	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	53823	1196872	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	265	5900	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	599	13318	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	385	8560	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	6480	144090	SH	DEFINE
DUCOMMUN INC DEL	COM	264147109	3929	243000	SH	DEFINE
DUKE ENERGY CORP NEW	COM NEW	26441C204	1337833	20969166	SH	DEFINE
DUKE ENERGY CORP NEW	COM NEW	26441C204	11825	185339	SH	DEFINE
DUKE ENERGY CORP NEW	COM NEW	26441C204	491	7690	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	31460	400000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	101	1287	SH	DEFINE
DYNAVAX TECHNOLOGIES CORP	COM	268158102	3433	1200200	SH	DEFINE
DYNEGY INC NEW DEL	COM	26817R108	600442	31387434	SH	DEFINE
DYNEGY INC NEW DEL	-W EXP 99/99/999	26817R116	1946	1544049	SH	DEFINE
E M C CORP MASS	COM	268648102	191455	7567460	SH	DEFINE
E M C CORP MASS	COM	268648102	73493	2904851	SH	DEFINE
E M C CORP MASS	COM	268648102	1698	67100	SH	DEFINE
E M C CORP MASS	COM	268648102	425	16780	SH	DEFINE
E M C CORP MASS	NOTE 1.750%12/0	268648AM4	22356	14000000	PRN	DEFINE
EASTMAN CHEM CO	COM	277432100	254	3738	SH	DEFINE
EASTMAN CHEM CO	COM	277432100	4313	63380	SH	DEFINE
EATON CORP PLC	SHS	G29183103	5279	97400	SH	DEFINE
EATON CORP PLC	SHS	G29183103	3972	73279	SH	DEFINE
EBAY INC	COM	278642103	101150	1982600	SH	DEFINE
EBAY INC	COM	278642103	28206	552840	SH	DEFINE
EBAY INC	COM	278642103	358	7010	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	8658	481800	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	685	38100	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	2864	159379	SH	DEFINE
ECOLAB INC	COM	278865100	91104	1267100	SH	DEFINE
ECOLAB INC	COM	278865100	107699	1497900	SH	DEFINE
ECOLAB INC	COM	278865100	1337	18590	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	1659	144000	SH	DEFINE
ECOPETROL S A	SPONSORED ADS	279158109	22260	373047	SH	DEFINE
EDISON INTL	COM	281020107	387504	8575000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	86871	963410	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	716	7944	SH	DEFINE
EL PASO PIPELINE PARTNERS L	COM UNIT LPI	283702108	1211	32750	SH	DEFINE
ELAN PLC	ADR	284131208	7519	736400	SH	DEFINE
ELAN PLC	ADR	284131208	173	16940	SH	DEFINE
ELAN PLC	ADR	284131208	56753	5558553	SH	DEFINE
ELAN PLC	ADR	284131208	353	34580	SH	DEFINE
ELAN PLC	ADR	284131208	29068	2848732	SH	DEFINE
ELAN PLC	ADR	284131208	106	10420	SH	DEFINE
ELAN PLC	ADR	284131208	44560	4364300	SH	DEFINE
ELAN PLC	ADR	284131208	79213	7758383	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	60568	4699950	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	34955	2405689	SH	DEFINE

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

ELECTRONIC ARTS INC	COM	285512109	6417	441650	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	2149	147920	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	218	14970	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	16031	1104130	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	615	42320	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	17864	1229450	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	7070	486560	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	3	96	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	478	16770	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	2744	96263	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	130250	4568582	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	41787	1207355	SH	DEFINE
EMERSON ELEC CO	COM	291011104	102501	1935440	SH	DEFINE
EMERSON ELEC CO	COM	291011104	50302	949806	SH	DEFINE
EMERSON ELEC CO	COM	291011104	16	300	SH	OTHER
EMERSON ELEC CO	COM	291011104	265	5000	SH	DEFINE
EMERSON ELEC CO	COM	291011104	499	9425	SH	DEFINE
ENBRIDGE INC	COM	29250N105	175	4050	SH	DEFINE
ENBRIDGE INC	COM	29250N105	59	1370	SH	DEFINE
ENBRIDGE INC	COM	29250N105	249708	5765294	SH	DEFINE
ENCANA CORP	COM	292505104	9837	497800	SH	DEFINE
ENCANA CORP	COM	292505104	656	33165	SH	DEFINE
ENCANA CORP	COM	292505104	13513	682692	SH	DEFINE
ENCORE WIRE CORP	COM	292562105	16604	547800	SH	DEFINE
ENDO HEALTH SOLUTIONS INC	COM	29264F205	1127	42900	SH	DEFINE
ENERGEN CORP	COM	29265N108	42115	934010	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	544	6805	SH	DEFINE
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	723	15900	SH	DEFINE
ENERPLUS CORP	COM	292766102	264	20347	SH	DEFINE
ENERPLUS CORP	COM	292766102	34	2638	SH	DEFINE
ENERSYS	COM	29275Y102	8203	218000	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	4	82	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	17	353	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	14648	298094	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	195	3960	SH	DEFINE
ENPRO INDS INC	COM	29355X107	62221	1521300	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	29960	505396	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	20895	352482	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	1906	32154	SH	DEFINE
ENSCO PLC	SHS CLASS A	G3157S106	213167	3595942	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	58	520	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	10984	98089	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	696533	10926000	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	1311	20572	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	113776	1784723	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	19662	392604	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	9	175	SH	DEFINE
ENVESTNET INC	COM	29404K106	5972	428100	SH	DEFINE
ENVESTNET INC	COM	29404K106	494	35400	SH	DEFINE
EQUIFAX INC	COM	294429105	27060	500000	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	88279	428130	SH	DEFINE
EQUINIX INC	COM NEW	29444U502	353	1710	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	4722	70180	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	7734	136479	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	25523	450374	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	513	50810	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	19	1853	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	16243	1608216	SH	DEFINE
ERICSSON	ADR B SEK 10	294821608	34602	3425960	SH	DEFINE
ERIE INDY CO	CL A	29530P102	171619	2479325	SH	DEFINE
ERIE INDY CO	CL A	29530P102	28	400	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	15188	406000	SH	DEFINE

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

ESPEY MFG & ELECTRS CORP	COM	296650104	1840	73000	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	61	413	SH	DEFINE
ESSEX PPTY TR INC	COM	297178105	16156	110170	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	356	5596	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	8182	318235	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	8447	279800	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	640	21200	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	2562	84877	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	617	5610	SH	DEFINE
EXA CORP	COM	300614500	1693	174000	SH	DEFINE
EXELIS INC	COM	30162A108	827	73400	SH	DEFINE
EXELIS INC	COM	30162A108	64	5700	SH	DEFINE
EXELON CORP	COM	30161N101	277	9300	SH	DEFINE
EXELON CORP	COM	30161N101	976011	32818140	SH	DEFINE
EXELON CORP	COM	30161N101	117	3926	SH	DEFINE
EXELON CORP	COM	30161N101	411571	13839004	SH	DEFINE
EXPEDIA INC DEL	COM NEW	30212P303	13519	220000	SH	DEFINE
EXPEDIA INC DEL	COM NEW	30212P303	38	618	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	40875	1033500	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	493	12472	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	145990	2703558	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	56683	1049682	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	2392	44300	SH	DEFINE
EXPRESS SCRIPTS HLDG CO	COM	30219G108	475	8800	SH	DEFINE
EXTRA SPACE STORAGE INC	COM	30225T102	10397	285700	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	317137	3664200	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	216066	2496434	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	256709	2966024	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2796	32300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	19472	224984	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	66	760	SH	DEFINE
F M C CORP	COM NEW	302491303	1	900	SH	DEFINE
F M C CORP	COM NEW	302491303	1128	19276	SH	DEFINE
F5 NETWORKS INC	COM	315616102	137047	1410700	SH	DEFINE
F5 NETWORKS INC	COM	315616102	20395	209935	SH	DEFINE
F5 NETWORKS INC	COM	315616102	405	4170	SH	DEFINE
FABRINET	SHS	G3323L100	7356	559800	SH	DEFINE
FABRINET	SHS	G3323L100	588	44720	SH	DEFINE
FABRINET	SHS	G3323L100	3263	248318	SH	DEFINE
FACEBOOK INC	CL A	30303M102	35461	1331640	SH	DEFINE
FACEBOOK INC	CL A	30303M102	2201	82649	SH	DEFINE
FACEBOOK INC	CL A	30303M102	522	19600	SH	DEFINE
FACEBOOK INC	CL A	30303M102	154	5800	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	34130	387580	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	977	11100	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	332871	5249505	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	51	800	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	76	1200	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	12674	355200	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	746	20900	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	5477	153496	SH	DEFINE
FASTENAL CO	COM	311900104	120779	2586850	SH	DEFINE
FASTENAL CO	COM	311900104	1475	31588	SH	DEFINE
FASTENAL CO	COM	311900104	243	5200	SH	DEFINE
FASTENAL CO	COM	311900104	794	17000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	865	8320	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	19015	182800	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	36063	4738979	SH	DEFINE
FEDEX CORP	COM	31428X106	65853	717997	SH	DEFINE
FEDEX CORP	COM	31428X106	6413	69915	SH	DEFINE
FEDEX CORP	COM	31428X106	4207	45864	SH	DEFINE
FEDEX CORP	COM	31428X106	248	2700	SH	DEFINE

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

FEDEX CORP	COM	31428X106	682	7440	SH	DEFINE
FEDEX CORP	COM	31428X106	12691	138363	SH	DEFINE
FEDEX CORP	COM	31428X106	265545	2895169	SH	DEFINE
FEDEX CORP	COM	31428X106	28572	311510	SH	DEFINE
FEI CO	COM	30241L109	4546	81962	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	94650	3901500	SH	DEFINE
FERRO CORP	COM	315405100	47	11137	SH	DEFINE
FIFTH & PAC COS INC	COM	316645100	2372	190510	SH	DEFINE
FINANCIAL ENGINES INC	COM	317485100	1110	40000	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	4490	234000	SH	DEFINE
FIRST MAJESTIC SILVER CORP	COM	32076V103	216	10700	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	647542	15506267	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	223	5346	SH	DEFINE
FISERV INC	COM	337738108	1120	14176	SH	DEFINE
FLEETCOR TECHNOLOGIES INC	COM	339041105	33439	623280	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	3893	181500	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	3745	603113	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	641	103260	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	1840	296300	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	31523	5076197	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	557	89670	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	3680	592671	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	6131	987220	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	255088	41077035	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	135137	21761140	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	103949	708110	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	543	3700	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	349	2380	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	3447	23480	SH	DEFINE
FLUOR CORP NEW	COM	343412102	3930	66906	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	140859	3288820	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	11244	262520	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	253	5900	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	2356	55000	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	10879	254000	SH	DEFINE
FOOT LOCKER INC	COM	344849104	535	16666	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	15540	1200000	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	1862	143806	SH	DEFINE
FOREST CITY ENTERPRISES INC	NOTE 4.250% 8/1	345550AP2	39221	37110000	PRN	DEFINE
FOREST LABS INC	COM	345838106	202	5712	SH	DEFINE
FOREST LABS INC	COM	345838106	937	26520	SH	DEFINE
FOREST LABS INC	COM	345838106	21031	595438	SH	DEFINE
FOREST LABS INC	COM	345838106	411	11650	SH	DEFINE
FOREST LABS INC	COM	345838106	23061	653130	SH	DEFINE
FOREST LABS INC	COM	345838106	1362	38561	SH	DEFINE
FOREST LABS INC	COM	345838106	1011	28620	SH	DEFINE
FOREST LABS INC	COM	345838106	79304	2245290	SH	DEFINE
FOREST LABS INC	COM	345838106	36452	1032060	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	37082	2139790	SH	DEFINE
FORTINET INC	COM	34959E109	48436	2298800	SH	DEFINE
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	935	32000	SH	DEFINE
FORTUNE BRANDS HOME & SEC IN	COM	34964C106	229	7840	SH	DEFINE
FORUM ENERGY TECHNOLOGIES IN	COM	34984V100	10577	427350	SH	DEFINE
FORWARD AIR CORP	COM	349853101	17505	500000	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	88	3610	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	3527	145030	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	393	16140	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	236	9690	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	1868	76790	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	7	616	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	5793	524228	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	90	8100	SH	DEFINE

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

FRANCE TELECOM	SPONSORED ADR	35177Q105	4304	389462	SH	DEFINE
FRANCO NEVADA CORP	COM	351858105	65335	1142908	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	47348	761595	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	112	1800	SH	DEFINE
FRANKLIN RES INC	COM	354613101	79357	631318	SH	DEFINE
FREDS INC	CL A	356108100	15078	1132800	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	92119	2693549	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	15709	459338	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	134	3929	SH	DEFINE
FRISCHS RESTAURANTS INC	COM	358748101	4070	220000	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	120282	28103286	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	254	59448	SH	DEFINE
FULLER H B CO	COM	359694106	43410	1246700	SH	DEFINE
FULLER H B CO	COM	359694106	8883	255100	SH	DEFINE
FULLER H B CO	COM	359694106	902	25900	SH	DEFINE
FULLER H B CO	COM	359694106	3045	87443	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	85852	2477690	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	38	1100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	57015	2272400	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	181	7200	SH	DEFINE
GAP INC DEL	COM	364760108	419	13500	SH	DEFINE
GAP INC DEL	COM	364760108	6161	198470	SH	DEFINE
GAP INC DEL	COM	364760108	1668	53730	SH	DEFINE
GARDNER DENVER INC	COM	365558105	60030	876350	SH	DEFINE
GARDNER DENVER INC	COM	365558105	3510	51240	SH	DEFINE
GENCORP INC	COM	368682100	13566	1482683	SH	DEFINE
GENERAL CABLE CORP DEL NEW	COM	369300108	13177	433300	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	90328	1304000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	69270	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	1373	19822	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	3453	49850	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2697	128500	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1351000	64363960	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	116984	5573333	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2198	104700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5157	245680	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	3732	177794	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	43260	2060964	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4010	191029	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	745	35506	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	6979	332500	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	189791	9041967	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	53176	2533402	SH	DEFINE
GENERAL GROWTH PPTYS INC NEW	COM	370023103	1	71	SH	DEFINE
GENERAL GROWTH PPTYS INC NEW	COM	370023103	16566	834570	SH	DEFINE
GENERAL MLS INC	COM	370334104	3967	98167	SH	DEFINE
GENERAL MLS INC	COM	370334104	219558	5433283	SH	DEFINE
GENERAL MLS INC	COM	370334104	26756	662118	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	17451	605316	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	59	2040	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	413377	14338464	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V118	52447	2689598	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V118	16499	846111	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V126	33593	2689598	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V126	12613	1009826	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	221824	5026600	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	2661	60310	SH	DEFINE
GENESE & WYO INC	CL A	371559105	64677	850120	SH	DEFINE
GENESE & WYO INC	CL A	371559105	45020	591750	SH	DEFINE
GENESE & WYO INC	CL A	371559105	411	5400	SH	DEFINE
GENESE & WYO INC	UNIT 10/01/2015	371559204	8690	78000	SH	DEFINE
GENESE & WYO INC	UNIT 10/01/2015	371559204	2317	20800	SH	DEFINE

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

GENESIS ENERGY L P	UNIT LTD PARTN	371927104	958	26815	SH	DEFINE
GENTEX CORP	COM	371901109	63839	3392100	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	4620	403817	SH	DEFINE
GENUINE PARTS CO	COM	372460105	190	2983	SH	DEFINE
GENUINE PARTS CO	COM	372460105	18821	296024	SH	DEFINE
GENUINE PARTS CO	COM	372460105	29	450	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	626	83300	SH	DEFINE
GEORGIA GULF CORP	COM PAR\$0.01 NEW	373200302	22808	552546	SH	DEFINE
GEORGIA GULF CORP	COM PAR\$0.01 NEW	373200302	176	4260	SH	DEFINE
GERON CORP	COM	374163103	2563	1817398	SH	DEFINE
GIBRALTAR INDS INC	COM	374689107	56834	3569946	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	206	5625	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	126978	3471548	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	2681	36500	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	215525	2934353	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	69497	946184	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1359	18500	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	13965	190125	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	3749	51040	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	34984	476290	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	17217	234410	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	13920	189520	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	28327	385670	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	64292	875310	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/0	375558AH6	19288	10000000	PRN	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1252	28801	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	447	10274	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	12924	297319	SH	DEFINE
GLOBAL INDEMNITY PLC	SHS	G39319101	2403	108584	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	18004	397440	SH	DEFINE
GLOBAL X FDS	BRAZIL MID CAP	37950E788	194	12425	SH	DEFINE
GNC HLDGS INC	COM CL A	36191G107	52534	1578560	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	16119	1290528	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	353215	9617815	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	228	6210	SH	DEFINE
GOLDCORP INC NEW	COM	380956409	5291	143705	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	1281	10041	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	666	5220	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	2577	20200	SH	DEFINE
GOODYEAR TIRE & RUBR CO	PFD CONV	382550309	23511	498000	SH	DEFINE
GOOGLE INC	CL A	38259P508	363349	512220	SH	DEFINE
GOOGLE INC	CL A	38259P508	67457	95094	SH	DEFINE
GOOGLE INC	CL A	38259P508	2270	3200	SH	DEFINE
GOOGLE INC	CL A	38259P508	425054	599200	SH	DEFINE
GOOGLE INC	CL A	38259P508	935	1318	SH	DEFINE
GRACO INC	COM	384109104	39076	758900	SH	DEFINE
GRACO INC	COM	384109104	521	10125	SH	DEFINE
GRACO INC	COM	384109104	67	1300	SH	DEFINE
GRAINGER W W INC	COM	384802104	5626	27800	SH	DEFINE
GRAINGER W W INC	COM	384802104	111304	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	2919	14422	SH	DEFINE
GRAN TIERRA ENERGY INC	COM	38500T101	10250	1860270	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	10137	431900	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	796	33900	SH	DEFINE
GRAND CANYON ED INC	COM	38526M106	3155	134408	SH	DEFINE
GRANITE CONSTR INC	COM	387328107	95716	2847000	SH	DEFINE
GRANITE REAL ESTATE INC	COM	387431109	16712	439600	SH	DEFINE
GREAT BASIN GOLD LTD	COM	390124105	358	17785700	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	13466	663000	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	94083	4632348	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	4118	202740	SH	DEFINE
GREATBATCH INC	COM	39153L106	7730	332600	SH	DEFINE

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

GREATBATCH INC	COM	39153L106	609	26200	SH	DEFINE
GREATBATCH INC	COM	39153L106	5324	229069	SH	DEFINE
GRIFFIN LD & NURSERIES INC	CL A	398231100	3518	130300	SH	DEFINE
GRIFFON CORP	COM	398433102	1782	155500	SH	DEFINE
GROUP 1 AUTOMOTIVE INC	COM	398905109	105538	1702493	SH	DEFINE
GROUPE CGI INC	CL A SUB VTG	39945C109	8592	372007	SH	DEFINE
GUARANTY BANCORP DEL	COM	40075T102	20932	10734591	SH	DEFINE
GUESS INC	COM	401617105	23764	968360	SH	DEFINE
GUESS INC	COM	401617105	428	17430	SH	DEFINE
GUIDEWIRE SOFTWARE INC	COM	40171V100	2820	94900	SH	DEFINE
GUIDEWIRE SOFTWARE INC	COM	40171V100	175	5900	SH	DEFINE
GULFMARK OFFSHORE INC	CL A NEW	402629208	6261	181750	SH	DEFINE
HAEMONETICS CORP	COM	405024100	34714	850000	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	4874	89900	SH	DEFINE
HAIN CELESTIAL GROUP INC	COM	405217100	384	7075	SH	DEFINE
HALLIBURTON CO	COM	406216101	313000	9022759	SH	DEFINE
HALLIBURTON CO	COM	406216101	297	8560	SH	DEFINE
HALLIBURTON CO	COM	406216101	7993	230423	SH	DEFINE
HALLIBURTON CO	COM	406216101	1579	45530	SH	DEFINE
HALLIBURTON CO	COM	406216101	22935	661132	SH	DEFINE
HALLIBURTON CO	COM	406216101	120	3460	SH	DEFINE
HALLIBURTON CO	COM	406216101	17143	494450	SH	DEFINE
HALLIBURTON CO	COM	406216101	383	11043	SH	DEFINE
HALLIBURTON CO	COM	406216101	11866	342070	SH	DEFINE
HALLIBURTON CO	COM	406216101	430518	12410445	SH	DEFINE
HALLIBURTON CO	COM	406216101	37255	1073950	SH	DEFINE
HALLMARK FINL SVCS INC EC	COM NEW	40624Q203	1127	120000	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	37838	1192120	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	2719	85656	SH	DEFINE
HANOVER INS GROUP INC	COM	410867105	54808	1414770	SH	DEFINE
HANOVER INS GROUP INC	COM	410867105	64	1645	SH	DEFINE
HARDINGE INC	COM	412324303	10437	1050000	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	1509	30900	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	44596	913096	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	207	4246	SH	DEFINE
HARMAN INTL INDS INC	COM	413086109	28779	644700	SH	DEFINE
HARRIS & HARRIS GROUP INC	COM	413833104	40	12000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	203	4148	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	6471	288350	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	COM	416515104	364	16200	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	DEP CONV PFD	416515708	11977	580000	SH	DEFINE
HASBRO INC	COM	418056107	1055	29400	SH	DEFINE
HASBRO INC	COM	418056107	111	3100	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	18332	1124000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	17598	700000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	34	1365	SH	DEFINE
HCC INS HLDGS INC	COM	404132102	47350	1272500	SH	DEFINE
HCP INC	COM	40414L109	111	2450	SH	DEFINE
HCP INC	COM	40414L109	34159	756070	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	74	1200	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	32766	534610	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	10593	456000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	7842	600000	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	48201	574176	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	546	6500	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	160	1910	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	2927	34871	SH	DEFINE
HEARTWARE INTL INC	NOTE 3.500%12/1	422368AA8	11722	10100000	PRN	DEFINE
HEIDRICK & STRUGGLES INTL IN	COM	422819102	19762	1295046	SH	DEFINE
HEINZ H J CO	COM	423074103	17045	295511	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	65972	3196330	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	692	12350	SH	DEFINE

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

HERSHEY CO	COM	427866108	2211	30615	SH	DEFINE
HESS CORP	COM	42809H107	11811	223010	SH	DEFINE
HESS CORP	COM	42809H107	822	15520	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	20070	1408405	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	353	24796	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	306592	21515260	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	3977	279055	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	189	13280	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	16804	1179662	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	2400	168400	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	357020	25054040	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	10554	740620	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	62905	2333331	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	700	25949	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	242	8970	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	20155	382440	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	11992	358500	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	66832	2344975	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	8550	300000	SH	DEFINE
HILLENBRAND INC	COM	431571108	103981	4598914	SH	DEFINE
HILLENBRAND INC	COM	431571108	99	4400	SH	DEFINE
HILLENBRAND INC	COM	431571108	27	1200	SH	DEFINE
HILLSHIRE BRANDS CO	COM	432589109	293	10400	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	73510	1183733	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	7120	274700	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	3406	131400	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	1843	71102	SH	DEFINE
HOLOGIC INC	COM	436440101	587	29282	SH	DEFINE
HOME DEPOT INC	COM	437076102	3278	53000	SH	DEFINE
HOME DEPOT INC	COM	437076102	47770	772358	SH	DEFINE
HOME DEPOT INC	COM	437076102	12	200	SH	OTHER
HOME DEPOT INC	COM	437076102	7644	123597	SH	DEFINE
HOME DEPOT INC	COM	437076102	2562	41430	SH	DEFINE
HOME DEPOT INC	COM	437076102	5746	92910	SH	DEFINE
HOME DEPOT INC	COM	437076102	19323	312424	SH	DEFINE
HOME DEPOT INC	COM	437076102	15656	253130	SH	DEFINE
HOME PROPERTIES INC	COM	437306103	5978	97500	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	28341	1288210	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	438	19900	SH	DEFINE
HOMEAWAY INC	COM	43739Q100	2068	93987	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	1335	36145	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	62618	986580	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	35568	560398	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	433	6822	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	17917	1233100	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	9660	281300	SH	DEFINE
HOSPIRA INC	COM	441060100	41924	1341990	SH	DEFINE
HOSPIRA INC	COM	441060100	66	2122	SH	DEFINE
HOSPIRA INC	COM	441060100	205182	6567927	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	32	2040	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	17125	1092865	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	2603	49047	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	35	655	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	11263	212235	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	29655	558795	SH	DEFINE
HSN INC	COM	404303109	5508	100000	SH	DEFINE
HUB GROUP INC	CL A	443320106	36238	1078510	SH	DEFINE
HUB GROUP INC	CL A	443320106	608	18100	SH	DEFINE
HUB GROUP INC	CL A	443320106	2222	66130	SH	DEFINE
HUBBELL INC	CL B	443510201	868	10260	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	49365	4893360	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	319	31600	SH	DEFINE

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

HUBBAY MINERALS INC	COM	443628102	920	91400	SH	DEFINE
HUBBAY MINERALS INC	COM	443628102	30787	3052290	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	1033	127000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	1242	20800	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	59171	990980	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	24	410	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	7223	166666	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	192	4437	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	163828	3780081	SH	DEFINE
HURCO COMPANIES INC	COM	447324104	8717	379000	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	8582	254732	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	694	20600	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	3384	100435	SH	DEFINE
HYPERION THERAPEUTICS INC	COM	44915N101	1741	154352	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	14190	300000	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	1	22	SH	DEFINE
IAMGOLD CORP	COM	450913108	47926	4179750	SH	DEFINE
ICICI BK LTD	ADR	45104G104	1281	29365	SH	DEFINE
ICICI BK LTD	ADR	45104G104	5	113	SH	DEFINE
ICICI BK LTD	ADR	45104G104	616	14130	SH	DEFINE
ICICI BK LTD	ADR	45104G104	4862	111479	SH	DEFINE
ICICI BK LTD	ADR	45104G104	184949	4240974	SH	DEFINE
ICICI BK LTD	ADR	45104G104	91319	2093991	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	23840	1068120	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	639	28609	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	2825	126575	SH	DEFINE
IDACORP INC	COM	451107106	15732	362900	SH	DEFINE
IDACORP INC	COM	451107106	34680	800000	SH	DEFINE
IDENIX PHARMACEUTICALS INC	COM	45166R204	4163	858400	SH	DEFINE
IDEXX LABS INC	COM	45168D104	25823	278270	SH	DEFINE
IDEXX LABS INC	COM	45168D104	63	680	SH	DEFINE
IHS INC	CL A	451734107	102220	1064800	SH	DEFINE
IHS INC	CL A	451734107	245	2550	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2098	34500	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	60810	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2354	38712	SH	DEFINE
ILLUMINA INC	COM	452327109	56107	1009300	SH	DEFINE
ILLUMINA INC	COM	452327109	304	5463	SH	DEFINE
IMAX CORP	COM	45245E109	6454	287100	SH	DEFINE
IMAX CORP	COM	45245E109	555	24700	SH	DEFINE
IMAX CORP	COM	45245E109	2204	98047	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	9701	473470	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	660	32200	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	5163	251953	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	258	6005	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	19118	444394	SH	DEFINE
IMPERVA INC	COM	45321L100	6306	200000	SH	DEFINE
INCYTE CORP	COM	45337C102	11468	690400	SH	DEFINE
INFINITY PHARMACEUTICALS INC	COM	45665G303	3101	88600	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	24256	800000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	10358	341611	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	2638	87000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	49451	1630977	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	1243	41000	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	76	1800	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	19390	458400	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	33677	796136	SH	DEFINE
INFOSYS LTD	SPONSORED ADR	456788108	1731	40920	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	1	71	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	25	2598	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	20798	2191594	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	242	25485	SH	DEFINE

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

INGERSOLL-RAND PLC	SHS	G47791101	52756	1100000	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	419	8740	SH	DEFINE
INGRAM MICRO INC	CL A	457153104	39478	2333200	SH	DEFINE
INGRAM MICRO INC	CL A	457153104	42	2500	SH	DEFINE
INGRAM MICRO INC	CL A	457153104	26815	1584790	SH	DEFINE
INGREDION INC	COM	457187102	515	8000	SH	DEFINE
INGREDION INC	COM	457187102	817	12686	SH	DEFINE
INSPERITY INC	COM	45778Q107	38541	1183700	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1857	148823	SH	DEFINE
INTEL CORP	COM	458140100	744574	36091807	SH	DEFINE
INTEL CORP	COM	458140100	58319	2826898	SH	DEFINE
INTEL CORP	COM	458140100	1421	68900	SH	DEFINE
INTEL CORP	COM	458140100	22985	1114168	SH	DEFINE
INTEL CORP	SDCV	2.950%12/1458140AD2	2188	2100000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	59161	477836	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	9338	75425	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	2229	18000	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	42999	347300	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1052	8500	SH	DEFINE
INTERMUNE INC	COM	45884X103	14536	1500134	SH	DEFINE
INTERMUNE INC	COM	45884X103	241	24900	SH	DEFINE
INTERMUNE INC	NOTE	2.500% 9/145884XAE3	6688	8500000	PRN	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	509408	2659400	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	291162	1520040	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	207491	1083223	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	1743	9100	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	241	1260	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	4993	26067	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	NOTE	3.250% 5/0459902AQ5	22325	21300000	PRN	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	5916	359000	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	1164	60020	SH	DEFINE
INTERXION HOLDING N.V	SHS	N47279109	5940	250000	SH	DEFINE
INTL PAPER CO	COM	460146103	352	8846	SH	DEFINE
INTL PAPER CO	COM	460146103	363859	9133059	SH	DEFINE
INTUIT	COM	461202103	7140	120000	SH	DEFINE
INTUIT	COM	461202103	2280	38325	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	88929	181350	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	4415	9003	SH	DEFINE
INVESCO LTD	SHS	G491BT108	8928	342210	SH	DEFINE
INVESCO LTD	SHS	G491BT108	10149	388985	SH	DEFINE
INVESCO LTD	SHS	G491BT108	2270	87000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	44665	1711966	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1148	44000	SH	DEFINE
INVESCO VALUE MUN INCOME TR	COM	46132P108	306	18180	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	17224	1913750	SH	DEFINE
IRON MTN INC	COM	462846106	313	10092	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	2526	155280	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	140436	8631574	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	1720	68415	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	309	5520	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	656	19593	SH	DEFINE
ISHARES INC	MSCI CHILE INVES	464286640	305	4826	SH	DEFINE
ISHARES INC	MSCI PAC J IDX	464286665	86	1825	SH	DEFINE
ISHARES INC	MSCI PAC J IDX	464286665	48446	1027700	SH	DEFINE
ISHARES INC	MSCI STH AFRCA	464286780	960	13408	SH	DEFINE
ISHARES INC	MSCI GERMANY	464286806	83163	3364200	SH	DEFINE
ISHARES INC	MSCI MEX INVEST	464286822	801	11353	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	51010	5231785	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	1197	40767	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	175	5975	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	1994	34831	SH	DEFINE
ISHARES TR	BARCLYS TIPS BD	464287176	23464	193264	SH	DEFINE

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

ISHARES TR	FTSE CHINA25 IDX	464287184	5494	135718	SH	DEFINE
ISHARES TR	CORE S&P500 ETF	464287200	128406	897445	SH	DEFINE
ISHARES TR	CORE S&P500 ETF	464287200	7605	53150	SH	DEFINE
ISHARES TR	CORE TOTUSBD ETF	464287226	77552	698105	SH	DEFINE
ISHARES TR	CORE TOTUSBD ETF	464287226	27	240	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	72529	1635372	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	90633	2043580	SH	DEFINE
ISHARES TR	IBOXX INV CPBD	464287242	28837	238340	SH	DEFINE
ISHARES TR	S&P500 GRW	464287309	457	6038	SH	DEFINE
ISHARES TR	S&P GBL ENER	464287341	288	7524	SH	DEFINE
ISHARES TR	S&P NA NAT RES	464287374	330	8655	SH	DEFINE
ISHARES TR	BARCLYS 7-10 YR	464287440	983	9146	SH	DEFINE
ISHARES TR	BARCLYS 1-3 YR	464287457	1193	14135	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	58602	1031370	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	26670	469382	SH	DEFINE
ISHARES TR	RUSSELL MIDCAP	464287499	603	5331	SH	DEFINE
ISHARES TR	CORE S&P MCP ETF	464287507	611	6010	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	1441	22000	SH	DEFINE
ISHARES TR	RUSSELL 1000	464287622	1896	23959	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	10333	122589	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	14287	169500	SH	DEFINE
ISHARES TR	RUSSELL 3000	464287689	607	7174	SH	DEFINE
ISHARES TR	CORE S&P SCP ETF	464287804	1859	23775	SH	DEFINE
ISHARES TR	S&P SMLCP VALU	464287879	2352	29068	SH	DEFINE
ISHARES TR	S&P SMLCP GROW	464287887	2762	32868	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	261	5432	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	31	635	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	1983	48700	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	4547	111700	SH	DEFINE
ISHARES TR	S&P NTL AMTFREE	464288414	315	2850	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	12511	134019	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	439	4700	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	120814	1085581	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	1002	9000	SH	DEFINE
ISHARES TR	BARCLYS 1-3YR CR	464288646	22165	210132	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	30523	770383	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	1529	38600	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	6612	632170	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	396	37900	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1421	135890	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	2352	224900	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	1025	62261	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	406777	24713407	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	2608	158454	SH	DEFINE
ITRON INC	COM	465741106	461	10349	SH	DEFINE
ITT CORP NEW	COM NEW	450911201	697	29700	SH	DEFINE
ITT CORP NEW	COM NEW	450911201	89	3800	SH	DEFINE
IXIA	COM	45071R109	11898	700700	SH	DEFINE
IXIA	COM	45071R109	954	56200	SH	DEFINE
IXIA	COM	45071R109	4139	243772	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	8082	282600	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	672	23500	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	2837	99190	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	440	10333	SH	DEFINE
JAKKS PAC INC	COM	47012E106	20170	1611060	SH	DEFINE
JAMES RIVER COAL CO	NOTE 3.125% 3/14	470355AH1	3931	12500000	PRN	DEFINE
JANUS CAP GROUP INC	COM	47102X105	15615	1832700	SH	DEFINE
JARDEN CORP	COM	471109108	52832	1021900	SH	DEFINE
JAZZ PHARMACEUTICALS PLC	SHS USD	G50871105	18494	347631	SH	DEFINE
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	4807	355000	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	105	18337	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	821	46200	SH	DEFINE

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

JOHNSON & JOHNSON	COM	478160104	465186	6636040	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1149315	16395370	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	114818	1637918	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	37628	536780	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	56	800	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	323871	10549543	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	187405	6104410	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	9058	295061	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	9	300	SH	OTHER
JOHNSON CTLS INC	COM	478366107	31	1000	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	35094	418080	SH	DEFINE
JOS A BANK CLOTHIERS INC	COM	480838101	21431	503300	SH	DEFINE
JOY GLOBAL INC	COM	481165108	7987	125220	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1156143	26293953	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	27736	630802	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	18	400	SH	OTHER
JPMORGAN CHASE & CO	COM	46625H100	380564	8655095	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	9742	221563	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1786	40610	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	39648	901705	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	649	14760	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	25657	583855	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1928	43859	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	10635	241860	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	391835	8911410	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	64587	1468890	SH	DEFINE
KAISER ALUMINUM CORP	COM PAR \$0.01	483007704	40129	650500	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	145639	1744633	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	303	3635	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	521	6240	SH	DEFINE
KAYDON CORP	COM	486587108	36800	1537800	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1015	28280	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	6563	182805	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	750	20891	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	10241	285272	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	109074	3038279	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	186157	5185429	SH	DEFINE
KCAP FINL INC	COM	48668E101	6928	753916	SH	DEFINE
KELLOGG CO	COM	487836108	135978	2434700	SH	DEFINE
KELLOGG CO	COM	487836108	2338	41871	SH	DEFINE
KELLOGG CO	COM	487836108	433	7758	SH	DEFINE
KELLY SVCS INC	CL A	488152208	31245	1985100	SH	DEFINE
KENNAMETAL INC	COM	489170100	60551	1513780	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	37144	5344570	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	516	74200	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	131	18800	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	2182	313988	SH	DEFINE
KEYCORP NEW	COM	493267108	26778	3180300	SH	DEFINE
KEYW HLDG CORP	COM	493723100	5915	466117	SH	DEFINE
KEYW HLDG CORP	COM	493723100	460	36287	SH	DEFINE
KID BRANDS INC	COM	49375T100	1333	860200	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	16883	356410	SH	DEFINE
KIMBALL INTL INC	CL B	494274103	848	73000	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	5018	59432	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4123	48830	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	1	42	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	18207	942380	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	18295	229291	SH	DEFINE
KINDER MORGAN INC DEL	COM	49456B101	120122	3400000	SH	DEFINE
KINDER MORGAN INC DEL	COM	49456B101	669	18934	SH	DEFINE
KINDER MORGAN INC DEL	-W EXP 05/25/201	49456B119	64	16974	SH	DEFINE
KINDER MORGAN MANAGEMENT LLC	SHS	49455U100	243	3221	SH	DEFINE

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

KINGSWAY FINL SVCS INC	COM NEW	496904202	443	115676	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	71400	7341450	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	14	1390	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	1663	109200	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	104	6800	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	50768	3333407	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	17591	1155000	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	7055	797150	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	306	34580	SH	DEFINE
KOHL'S CORP	COM	500255104	15430	359010	SH	DEFINE
KOHL'S CORP	COM	500255104	98	2270	SH	DEFINE
KOHL'S CORP	COM	500255104	349990	8143107	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	58	2200	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	6	226	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	5813	219018	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	12965	488511	SH	DEFINE
KOSMOS ENERGY LTD	SHS	G5315B107	7719	625000	SH	DEFINE
KRAFT FOODS GROUP INC	COM	50076Q106	329	7233	SH	DEFINE
KRAFT FOODS GROUP INC	COM	50076Q106	5469	120288	SH	DEFINE
KRAFT FOODS GROUP INC	COM	50076Q106	149075	3278545	SH	DEFINE
KRAFT FOODS GROUP INC	COM	50076Q106	24003	527894	SH	DEFINE
KROGER CO	COM	501044101	2	71	SH	DEFINE
KROGER CO	COM	501044101	307400	11814036	SH	DEFINE
KROGER CO	COM	501044101	3917	150555	SH	DEFINE
K-SWISS INC	CL A	482686102	4346	1293330	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	2016	120000	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	812	10600	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	3055	39870	SH	DEFINE
LA Z BOY INC	COM	505336107	60649	4286172	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1620	18700	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	12755	147251	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1611	18600	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	13368	370000	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	12214	176530	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	14	200	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	14	200	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	37598	814570	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	126	2731	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	426	9230	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	4013	158040	SH	DEFINE
LATAM AIRLS GROUP S A	SPONSORED ADR	51817R106	7092	301000	SH	DEFINE
LATTICE SEMICONDUCTOR CORP	COM	518415104	15691	3932500	SH	DEFINE
LATTICE SEMICONDUCTOR CORP	COM	518415104	794	199100	SH	DEFINE
LATTICE SEMICONDUCTOR CORP	COM	518415104	3666	918703	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	3745	62568	SH	DEFINE
LAZARD LTD	SHS A	G54050102	33198	1112519	SH	DEFINE
LAZARD LTD	SHS A	G54050102	3138	105164	SH	DEFINE
LCNB CORP	COM	50181P100	674	48700	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	38059	4410120	SH	DEFINE
LEE ENTERPRISES INC	COM	523768109	1820	1596816	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	50706	1862834	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	27	1000	SH	DEFINE
LENNAR CORP	CL B	526057302	7024	230000	SH	DEFINE
LEUCADIA NATL CORP	NOTE 3.750% 4/15	27288AX2	4214	3600000	PRN	DEFINE
LEXICON PHARMACEUTICALS INC	COM	528872104	5889	2652674	SH	DEFINE
LIBERTY GLOBAL INC	COM SER B	530555200	627	10000	SH	DEFINE
LIBERTY MEDIA CORP	DEB 3.500% 1/15	30715AN1	3863	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	30715AR2	9500	10000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB 3.250% 3/15	30715AR2	1	1000	PRN	DEFINE
LIBERTY MEDIA CORPORATION	LIB CAP COM A	530322106	39084	336900	SH	DEFINE
LIBERTY MEDIA CORPORATION	LIB CAP COM A	530322106	54	469	SH	DEFINE
LIBERTY MEDIA CORPORATION	LIB CAP COM B	530322205	474	4100	SH	DEFINE

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

LIBERTY PPTY TR	SH BEN INT	531172104	5268	147278	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT	531172104	6242	174500	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	16098	328000	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM	53217V109	572	11649	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	525	13900	SH	DEFINE
LILLY ELI & CO	COM	532457108	24660	500000	SH	DEFINE
LILLY ELI & CO	COM	532457108	6466	131106	SH	DEFINE
LILLY ELI & CO	COM	532457108	199847	4052064	SH	DEFINE
LILLY ELI & CO	COM	532457108	4177	84700	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	120624	2563200	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM	533900106	76962	1580980	SH	DEFINE
LINCOLN NATL CORP IND	COM	534187109	2235	86303	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	1447	42180	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	75825	660390	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	71	620	SH	DEFINE
LINKEDIN CORP	COM CL A	53578A108	203	1770	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB	536020100	2369	67220	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	4271	1062377	SH	DEFINE
LITHIA MTRS INC	CL A	536797103	2870	76700	SH	DEFINE
LITHIA MTRS INC	CL A	536797103	227	6065	SH	DEFINE
LITHIA MTRS INC	CL A	536797103	721	19255	SH	DEFINE
LIVE NATION ENTERTAINMENT IN	COM	538034109	824	88491	SH	DEFINE
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	24	7404	SH	DEFINE
LLOYDS BANKING GROUP PLC	SPONSORED ADR	539439109	21100	6593718	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	46145	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	2483	26907	SH	DEFINE
LOEWS CORP	COM	540424108	525	12891	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	1131	150000	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	6734	889440	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	6972	924610	SH	DEFINE
LOGITECH INTL S A	SHS	H50430232	11236	1490193	SH	DEFINE
LORILLARD INC	COM	544147101	391	3350	SH	DEFINE
LORILLARD INC	COM	544147101	609465	5223848	SH	DEFINE
LOWES COS INC	COM	548661107	32249	907907	SH	DEFINE
LOWES COS INC	COM	548661107	6186	174150	SH	DEFINE
LOWES COS INC	COM	548661107	1939	54600	SH	DEFINE
LPATH INC	COM NEW	548910306	2525	500000	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	78933	1035470	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	4385	57517	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	159	2080	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	2575	62275	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	12	300	SH	OTHER
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	3200	77400	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR	55068R202	1232	29800	SH	DEFINE
LYDALL INC DEL	COM	550819106	6238	435000	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	563843	9876409	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	171	3000	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	11111	194620	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	1731	30320	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	2142	37521	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	26359	461931	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	1213	21252	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	2962	51880	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	57105	1000270	SH	DEFINE
LYONDELLBASELL INDUSTRIES N	SHS - A -	N53745100	73560	1288500	SH	DEFINE
M & T BK CORP	COM	55261F104	222611	2260700	SH	DEFINE
M & T BK CORP	COM	55261F104	1045	10613	SH	DEFINE
M & T BK CORP	COM	55261F104	3530	35845	SH	DEFINE
M D C HLDGS INC	COM	552676108	29710	808221	SH	DEFINE
M/I HOMES INC	COM	55305B101	40950	1545266	SH	DEFINE
MA COM TECHNOLOGY SOLUTIONS	COM	55405Y100	2620	175000	SH	DEFINE
MACERICH CO	COM	554382101	13291	227973	SH	DEFINE

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

MACYS INC	COM	55616P104	215	5515	SH	DEFINE
MACYS INC	COM	55616P104	8951	229393	SH	DEFINE
MACYS INC	COM	55616P104	11768	301600	SH	DEFINE
MACYS INC	COM	55616P104	19437	498410	SH	DEFINE
MACYS INC	COM	55616P104	786	20140	SH	DEFINE
MACYS INC	COM	55616P104	27676	709280	SH	DEFINE
MACYS INC	COM	55616P104	35971	921870	SH	DEFINE
MAG SILVER CORP	COM	55903Q104	21370	2093500	SH	DEFINE
MAGELLAN MIDSTREAM PRTRNS LP	COM UNIT RP LP	559080106	571	13213	SH	DEFINE
MAGNA INTL INC	COM	559222401	8487	169672	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	3702	402850	SH	DEFINE
MAIDENFORM BRANDS INC	COM	560305104	40996	2103460	SH	DEFINE
MANITOWOC INC	COM	563571108	63890	4074600	SH	DEFINE
MANITOWOC INC	COM	563571108	907	57840	SH	DEFINE
MANITOWOC INC	COM	563571108	3796	242120	SH	DEFINE
MANNING & NAPIER INC	CL A	56382Q102	3314	263000	SH	DEFINE
MANNING & NAPIER INC	CL A	56382Q102	257	20400	SH	DEFINE
MANPOWERGROUP INC	COM	56418H100	396	9332	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	9065	667000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	3721	274216	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	42	3059	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	77142	5671463	SH	DEFINE
MARATHON OIL CORP	COM	565849106	18190	593290	SH	DEFINE
MARATHON OIL CORP	COM	565849106	1708	55715	SH	DEFINE
MARATHON OIL CORP	COM	565849106	733872	23935875	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	12837	203764	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	1793	28455	SH	DEFINE
MARATHON PETE CORP	COM	56585A102	80696	1280891	SH	DEFINE
MARKEL CORP	COM	570535104	8444	19482	SH	DEFINE
MARKEL CORP	COM	570535104	1604	3700	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	422	8000	SH	DEFINE
MARKWEST ENERGY PARTNERS L P	UNIT LTD PARTN	570759100	2378	46617	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	27979	750700	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	75	2008	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1241	36000	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	20465	593700	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	1663	48235	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	178	5175	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	21213	225000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	359	3806	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	50047	6893571	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	270945	551520	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	23869	48585	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	2211	4500	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	1076	2190	SH	DEFINE
MATSON INC	COM	57686G105	553	22356	SH	DEFINE
MATTEL INC	COM	577081102	3587	97955	SH	DEFINE
MATTHEWS INTL CORP	CL A	577128101	50896	1585556	SH	DEFINE
MATTRESS FIRM HLDG CORP	COM	57722W106	5495	224000	SH	DEFINE
MATTRESS FIRM HLDG CORP	COM	57722W106	437	17800	SH	DEFINE
MATTRESS FIRM HLDG CORP	COM	57722W106	1807	73658	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	4631	157510	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	177756	2797987	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	451	7100	SH	DEFINE
MCDONALDS CORP	COM	580135101	301255	3415199	SH	DEFINE
MCDONALDS CORP	COM	580135101	79480	901040	SH	DEFINE
MCDONALDS CORP	COM	580135101	63990	725428	SH	DEFINE
MCDONALDS CORP	COM	580135101	229	2600	SH	DEFINE
MCDONALDS CORP	COM	580135101	34889	395518	SH	DEFINE
MCGRATH RENTCORP	COM	580589109	31768	1094700	SH	DEFINE
MCGRATH RENTCORP	COM	580589109	20	700	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	3326	60833	SH	DEFINE

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

MCKESSON CORP	COM	58155Q103	48974	505100	SH	DEFINE
MCKESSON CORP	COM	58155Q103	247	2547	SH	DEFINE
MDU RES GROUP INC	COM	552690109	75871	3572090	SH	DEFINE
MDU RES GROUP INC	COM	552690109	106	5000	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	184095	2794010	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	41969	636963	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	240	3650	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	466	7070	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	12534	393300	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	44	1365	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	179939	5646053	SH	DEFINE
MEDIVATION INC	COM	58501N101	85660	1674380	SH	DEFINE
MEDIVATION INC	COM	58501N101	51	1000	SH	DEFINE
MEDIVATION INC	COM	58501N101	326	6370	SH	DEFINE
MEDTRONIC INC	COM	585055106	349921	8530500	SH	DEFINE
MEDTRONIC INC	COM	585055106	8627	210309	SH	DEFINE
MEDTRONIC INC	COM	585055106	1816	44280	SH	DEFINE
MEDTRONIC INC	COM	585055106	718299	17510980	SH	DEFINE
MEDTRONIC INC	COM	585055106	8146	198580	SH	DEFINE
MEDTRONIC INC	COM	585055106	4123	100520	SH	DEFINE
MEDTRONIC INC	COM	585055106	32559	793730	SH	DEFINE
MEDTRONIC INC	COM	585055106	404	9860	SH	DEFINE
MEDTRONIC INC	COM	585055106	38229	932220	SH	DEFINE
MEDTRONIC INC	COM	585055106	1477	36016	SH	DEFINE
MEDTRONIC INC	COM	585055106	14817	361220	SH	DEFINE
MEDTRONIC INC	COM	585055106	430644	10498400	SH	DEFINE
MEDTRONIC INC	COM	585055106	64209	1565300	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	73145	2347400	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	7857	100000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	12738	162124	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	2200	28000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	134872	1716580	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1367	17400	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1061	13500	SH	DEFINE
MERCER INTL INC	COM	588056101	2170	303030	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	3030	74000	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1653097	40378537	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	82791	2022244	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	16	400	SH	OTHER
MERCK & CO INC NEW	COM	58933Y105	1161344	28367035	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	10832	264576	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	2900	70837	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	33515	818647	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	36143	883240	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1360	33228	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	17467	426650	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	499305	12196013	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	71206	1739275	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	18587	468309	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	12	300	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	28	700	SH	DEFINE
METHANEX CORP	COM	59151K108	277	8700	SH	DEFINE
METHANEX CORP	COM	59151K108	64203	2012930	SH	DEFINE
METLIFE INC	COM	59156R108	22126	671700	SH	DEFINE
METLIFE INC	COM	59156R108	126704	3846519	SH	DEFINE
METLIFE INC	COM	59156R108	1441	43761	SH	DEFINE
METLIFE INC	COM	59156R108	442839	13443830	SH	DEFINE
METLIFE INC	COM	59156R108	8	250	SH	DEFINE
METLIFE INC	UNIT 99/99/9999	59156R116	241823	5437900	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	116079	600514	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	66	340	SH	DEFINE
MGM RESORTS INTERNATIONAL	NOTE 4.250% 4/155303QAE0		13788	13000000	PRN	DEFINE

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

MICHAEL KORS HLDGS LTD	SHS	G60754101	17933	351440	SH	DEFINE
MICHAEL KORS HLDGS LTD	SHS	G60754101	993	19465	SH	DEFINE
MICHAEL KORS HLDGS LTD	SHS	G60754101	159	3120	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	3451	105900	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	30874	947350	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	27984	858676	SH	DEFINE
MICRON TECHNOLOGY INC	DEBT	1.875% 6/0595112AK9	18490	20000000	PRN	DEFINE
MICROSOFT CORP	COM	594918104	2959	110700	SH	DEFINE
MICROSOFT CORP	COM	594918104	206109	7710779	SH	DEFINE
MICROSOFT CORP	COM	594918104	42009	1571597	SH	DEFINE
MICROSOFT CORP	COM	594918104	942910	35275423	SH	DEFINE
MICROSOFT CORP	COM	594918104	9301	347971	SH	DEFINE
MICROSOFT CORP	COM	594918104	4962	185626	SH	DEFINE
MICROSOFT CORP	COM	594918104	59348	2220273	SH	DEFINE
MICROSOFT CORP	COM	594918104	616	23040	SH	DEFINE
MICROSOFT CORP	COM	594918104	20984	785399	SH	DEFINE
MICROSOFT CORP	COM	594918104	1119	41861	SH	DEFINE
MICROSOFT CORP	COM	594918104	16316	610410	SH	DEFINE
MICROSOFT CORP	COM	594918104	644416	24108339	SH	DEFINE
MICROSOFT CORP	COM	594918104	67092	2509989	SH	DEFINE
MIDSOUTH BANCORP INC	COM	598039105	3679	225000	SH	DEFINE
MIDWAY GOLD CORP	COM	598153104	8517	6127200	SH	DEFINE
MILLER INDS INC TENN	COM NEW	600551204	5414	355000	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	574	17555	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	54383	1273300	SH	DEFINE
MOBILE MINI INC	COM	60740F105	11737	563460	SH	DEFINE
MOBILE MINI INC	COM	60740F105	919	44100	SH	DEFINE
MOBILE MINI INC	COM	60740F105	3452	165740	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	296	15875	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	5457	292585	SH	DEFINE
MOLEX INC	COM	608554101	1954	71483	SH	DEFINE
MOLEX INC	CL A	608554200	2971	133100	SH	DEFINE
MOLSON COORS BREWING CO	CL B	60871R209	641	14985	SH	DEFINE
MOLYCORP INC DEL	NOTE	6.000% 9/0608753AF6	66323	68000000	PRN	DEFINE
MONDELEZ INTL INC	CL A	609207105	553	21700	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	8526	334761	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	460706	18088234	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	6496	255048	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	1599	62790	SH	DEFINE
MONDELEZ INTL INC	CL A	609207105	603	23664	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	59740	631190	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	4167	44024	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	375	3960	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	61255	1158390	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	37236	704158	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	529	10000	SH	DEFINE
MONSTER BEVERAGE CORP	COM	611740101	178	3370	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	54353	2377650	SH	DEFINE
MOODYS CORP	COM	615369105	12580	250000	SH	DEFINE
MOODYS CORP	COM	615369105	169	3364	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	6713	351075	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	5536	289516	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1931	101000	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	485020	25367191	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	10781	563840	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	4121	215550	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	41517	2171387	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	273	14260	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	28462	1489308	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	1576	82435	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	8405	439600	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	432833	22637695	SH	DEFINE

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

MORGAN STANLEY	COM NEW	617446448	42524	2224040	SH	DEFINE
MOSAIC CO NEW	COM	61945C103	358	6320	SH	DEFINE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	3341	60000	SH	DEFINE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	67	1209	SH	DEFINE
MUELLER INDS INC	COM	624756102	79323	1585500	SH	DEFINE
MUELLER INDS INC	COM	624756102	500	10000	SH	DEFINE
MULTI FINELINE ELECTRONIX IN	COM	62541B101	21914	1084298	SH	DEFINE
MURPHY OIL CORP	COM	626717102	283	4747	SH	DEFINE
MURPHY OIL CORP	COM	626717102	261680	4394306	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	6347	57700	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	495	4500	SH	DEFINE
MYLAN INC	COM	628530107	16707	607962	SH	DEFINE
MYLAN INC	NOTE 3.750% 9/1	628530AJ6	20241	9500000	PRN	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	559	22341	SH	SOLE
NATIONAL FUEL GAS CO N J	COM	636180101	393	7755	SH	DEFINE
NATIONAL GRID PLC	SPON ADR NEW	636274300	705	12270	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	22233	861400	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	430	16650	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	1456	56431	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	73267	1071940	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	25932	379399	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	1733	25350	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	21	310	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	11989	175402	SH	DEFINE
NATIONAL PRESTO INDS INC	COM	637215104	346	5000	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	21847	138500	SH	DEFINE
NATIONSTAR MTG HLDGS INC	COM	63861C109	4387	141600	SH	DEFINE
NATIONSTAR MTG HLDGS INC	COM	63861C109	341	11000	SH	DEFINE
NATURAL GAS SERVICES GROUP	COM	63886Q109	4956	301800	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	3404	156361	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	5050	231969	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	2280	104750	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	18205	836244	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	9496	436591	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	439	20150	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	3962	181983	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	263555	12106324	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	11193	514148	SH	DEFINE
NEKTAR THERAPEUTICS	COM	640268108	6708	905300	SH	DEFINE
NEOGEN CORP	COM	640491106	6526	144000	SH	DEFINE
NEOGEN CORP	COM	640491106	544	12000	SH	DEFINE
NEOGEN CORP	COM	640491106	2496	55074	SH	DEFINE
NETAPP INC	COM	64110D104	6145	183163	SH	DEFINE
NETAPP INC	NOTE 1.750% 6/0	64110DAB0	19281	17080000	PRN	DEFINE
NETSPEND HLDGS INC	COM	64118V106	4703	397900	SH	DEFINE
NETSPEND HLDGS INC	COM	64118V106	372	31500	SH	DEFINE
NETSPEND HLDGS INC	COM	64118V106	1699	143749	SH	DEFINE
NETSUITE INC	COM	64118Q107	23622	351000	SH	DEFINE
NETSUITE INC	COM	64118Q107	0	3	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM	64125C109	7651	1022900	SH	DEFINE
NEVSUN RESOURCES LTD	COM	64156L101	104579	24440800	SH	DEFINE
NEW GOLD INC CDA	COM	644535106	20086	1812000	SH	DEFINE
NEW JERSEY RES	COM	646025106	221	5575	SH	DEFINE
NEW YORK TIMES CO	CL A	650111107	914	107149	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	179400	3863044	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1033	22245	SH	DEFINE
NEWS CORP	CL A	65248E104	4263	166923	SH	DEFINE
NEWS CORP	CL A	65248E104	420	16431	SH	DEFINE
NEWS CORP	CL A	65248E104	4901	191887	SH	DEFINE
NEWS CORP	CL A	65248E104	24059	942025	SH	DEFINE
NEWS CORP	CL A	65248E104	2712	106188	SH	DEFINE
NEWS CORP	CL A	65248E104	234	9150	SH	DEFINE

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

NEWS CORP	CL A	65248E104	266253	10424933	SH	DEFINE
NEWS CORP	CL A	65248E104	41226	1614161	SH	DEFINE
NEWS CORP	CL B	65248E203	178	6800	SH	DEFINE
NEWS CORP	CL B	65248E203	642704	24493374	SH	DEFINE
NEWS CORP	CL B	65248E203	2723	103761	SH	DEFINE
NEWS CORP	CL B	65248E203	1464	55796	SH	DEFINE
NEXEN INC	COM	65334H102	638957	23717828	SH	DEFINE
NEXEN INC	COM	65334H102	5006	187126	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	750579	10848085	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	23088	333689	SH	DEFINE
NEXTERA ENERGY INC	COM	65339F101	3657	52860	SH	DEFINE
NEXTERA ENERGY INC	UNIT 09/01/2015	65339F887	55350	1100000	SH	DEFINE
NIKE INC	CL B	654106103	161591	3131600	SH	DEFINE
NIKE INC	CL B	654106103	188450	3652184	SH	DEFINE
NIKE INC	CL B	654106103	103324	2002409	SH	DEFINE
NIKE INC	CL B	654106103	2012	39000	SH	DEFINE
NIKE INC	CL B	654106103	491	9520	SH	DEFINE
NISOURCE INC	COM	65473P105	34846	1400000	SH	DEFINE
NISOURCE INC	COM	65473P105	75	3000	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	26327	756100	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	15408	442490	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	344	9884	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	7415	212960	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	2688	77190	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	25311	726911	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	26076	749339	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	1247	35826	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	9644	276980	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	404463	11615825	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	51637	1482980	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	45585	448050	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	1782	17516	SH	DEFINE
NORDSON CORP	COM	655663102	27962	443000	SH	DEFINE
NORDSTROM INC	COM	655664100	4066	76000	SH	DEFINE
NORDSTROM INC	COM	655664100	23909	446900	SH	DEFINE
NORDSTROM INC	COM	655664100	1806	33753	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	1917	31000	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	12700	205370	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	7974	128938	SH	DEFINE
NORTH AMERN PALLADIUM LTD	COM	656912102	0	14700	SH	DEFINE
NORTH AMERN PALLADIUM LTD	COM	656912102	7491	5762050	SH	DEFINE
NORTHEAST BANCORP	COM NEW	663904209	3994	437000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	20111	514600	SH	DEFINE
NORTHEAST UTILS	COM	664397106	58620	1500000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	2449	62665	SH	DEFINE
NORTHERN TR CORP	COM	665859104	3531	70400	SH	DEFINE
NORTHERN TR CORP	COM	665859104	323	6436	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	67580	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	3805	56307	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	3769	55775	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	4426	185500	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	3692	58330	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	361	5700	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	242568	3832045	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	441	6961	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	3667	57933	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	7592	119940	SH	DEFINE
NOVELLUS SYS INC	NOTE 2.625% 5/16	700008AD3	22579	18090000	PRN	DEFINE
NOVO-NORDISK A S	ADR	670100205	50540	309660	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	28074	172013	SH	DEFINE
NPS PHARMACEUTICALS INC	COM	62936P103	4628	508600	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	485500	21117922	SH	DEFINE

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

NUANCE COMMUNICATIONS INC	COM	67020Y100	105195	4713060	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	84479	3784896	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1768	79200	SH	DEFINE
NUANCE COMMUNICATIONS INC	DCV	2.750% 8/167020YAB6	6587	4990000	PRN	DEFINE
NUANCE COMMUNICATIONS INC	NOTE	2.750%11/067020YAF7	14723	13500000	PRN	DEFINE
NUCOR CORP	COM	670346105	70702	1637369	SH	DEFINE
NUCOR CORP	COM	670346105	16572	383800	SH	DEFINE
NUCOR CORP	COM	670346105	4090	94712	SH	DEFINE
NUCOR CORP	COM	670346105	13	300	SH	OTHER
NUCOR CORP	COM	670346105	43	1000	SH	DEFINE
NUVEEN NY AMT-FREE MUN INCOM	COM	670656107	581	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	47367	2611200	SH	DEFINE
NV ENERGY INC	COM	67073Y106	106663	5880000	SH	DEFINE
NXP SEMICONDUCTORS N V	COM	N6596X109	43059	1632870	SH	DEFINE
NYSE EURONEXT	COM	629491101	418	13240	SH	DEFINE
NYSE EURONEXT	COM	629491101	338673	10737906	SH	DEFINE
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	437	4892	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	243834	3182802	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	71445	932580	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	4028	52578	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	33003	613550	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	1	11	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	335	102000	SH	DEFINE
OFFICEMAX INC DEL	COM	67622P101	28334	2903100	SH	DEFINE
OI S.A.	SPN ADR REP PFD	670851203	1529	381300	SH	DEFINE
OIL STS INTL INC	COM	678026105	63120	882300	SH	DEFINE
OIL STS INTL INC	COM	678026105	15310	214010	SH	DEFINE
OLD REP INTL CORP	COM	680223104	146715	13776062	SH	DEFINE
OLD REP INTL CORP	COM	680223104	722	67805	SH	DEFINE
OLD REP INTL CORP	COM	680223104	29	2700	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	8476	1385000	SH	DEFINE
OMNICARE INC	NOTE	3.750%12/1681904AN8	22181	15000000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	12407	248348	SH	DEFINE
ON SEMICONDUCTOR CORP	COM	682189105	127773	18123850	SH	DEFINE
ONCOLYTICS BIOTECH INC	COM	682310107	10064	2505350	SH	DEFINE
ONEOK INC NEW	COM	682680103	209	4900	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	1488	27560	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	10	180	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	114580	1517030	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	2	30	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	281	3720	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	12975	171780	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	724	9590	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	5023	66500	SH	DEFINE
OPEN TEXT CORP	COM	683715106	80676	1444001	SH	DEFINE
OPEN TEXT CORP	COM	683715106	10311	184095	SH	DEFINE
OPENTABLE INC	COM	68372A104	5451	111700	SH	DEFINE
OPENTABLE INC	COM	68372A104	425	8700	SH	DEFINE
OPENTABLE INC	COM	68372A104	1891	38759	SH	DEFINE
OPKO HEALTH INC	COM	68375N103	113	23400	SH	DEFINE
ORACLE CORP	COM	68389X105	189163	5677146	SH	DEFINE
ORACLE CORP	COM	68389X105	48367	1451596	SH	DEFINE
ORACLE CORP	COM	68389X105	2666	80000	SH	DEFINE
ORACLE CORP	COM	68389X105	5567	167090	SH	DEFINE
ORACLE CORP	COM	68389X105	1483	44518	SH	DEFINE
ORACLE CORP	COM	68389X105	2182	65497	SH	DEFINE
ORACLE CORP	COM	68389X105	569	17090	SH	DEFINE
ORACLE CORP	COM	68389X105	11750	352630	SH	DEFINE
ORACLE CORP	COM	68389X105	235303	7061914	SH	DEFINE
ORACLE CORP	COM	68389X105	30885	926910	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	5699	1081400	SH	DEFINE
ORIENTAL FINL GROUP INC	COM	68618W100	26098	1954900	SH	DEFINE

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

OSHKOSH CORP	COM	688239201	134369	4531863	SH	DEFINE
OSI SYSTEMS INC	COM	671044105	4816	75200	SH	DEFINE
OSI SYSTEMS INC	COM	671044105	378	5900	SH	DEFINE
OSI SYSTEMS INC	COM	671044105	1696	26478	SH	DEFINE
OWENS CORNING NEW	COM	690742101	1960	53000	SH	DEFINE
OWENS CORNING NEW	COM	690742101	171299	4630977	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	556	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	5729	560000	SH	DEFINE
PACIRA PHARMACEUTICALS INC	COM	695127100	11113	636137	SH	DEFINE
PALL CORP	COM	696429307	118077	1959460	SH	DEFINE
PALL CORP	COM	696429307	458	7600	SH	DEFINE
PALO ALTO NETWORKS INC	COM	697435105	12002	224250	SH	DEFINE
PAN AMERICAN SILVER CORP	COM	697900108	17831	952001	SH	DEFINE
PAN AMERICAN SILVER CORP	COM	697900108	26	1390	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	735	4627	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	10238	346000	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	826	27900	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	2825	95456	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	2850	33500	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	745	8758	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	113	1400	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	190306	2364344	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	2110	26220	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	2731	33930	SH	DEFINE
PAYCHEX INC	COM	704326107	28369	911000	SH	DEFINE
PAYCHEX INC	COM	704326107	5235	168097	SH	DEFINE
PDC ENERGY INC	COM	69327R101	15715	473200	SH	DEFINE
PDC ENERGY INC	COM	69327R101	482	14500	SH	DEFINE
PDC ENERGY INC	COM	69327R101	2399	72236	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	1001	37600	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	77626	2917160	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	4571	171779	SH	DEFINE
PEABODY ENERGY CORP	SDCV	4.750%12/1704549AG9	70286	72600000	PRN	DEFINE
PEABODY ENERGY CORP	SDCV	4.750%12/1704549AG9	1714	1770000	PRN	DEFINE
PEBBLEBROOK HOTEL TR	COM	70509V100	11100	480520	SH	DEFINE
PEMBINA PIPELINE CORP	COM	706327103	24921	869756	SH	DEFINE
PENN WEST PETE LTD NEW	COM	707887105	458	42200	SH	DEFINE
PENN WEST PETE LTD NEW	COM	707887105	13	1200	SH	DEFINE
PENTAIR LTD	SHS	H6169Q108	485587	9879686	SH	DEFINE
PENTAIR LTD	SHS	H6169Q108	45	915	SH	DEFINE
PENTAIR LTD	SHS	H6169Q108	238	4849	SH	DEFINE
PENTAIR LTD	SHS	H6169Q108	5196	105723	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	9133	447052	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	20	1000	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	20970	1734500	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	403	33300	SH	DEFINE
PEPCO HOLDINGS INC	COM	713291102	180412	9200000	SH	DEFINE
PEPSICO INC	COM	713448108	291667	4262267	SH	DEFINE
PEPSICO INC	COM	713448108	584983	8548640	SH	DEFINE
PEPSICO INC	COM	713448108	90784	1326663	SH	DEFINE
PEPSICO INC	COM	713448108	21	300	SH	OTHER
PEPSICO INC	COM	713448108	1074	15700	SH	DEFINE
PEPSICO INC	COM	713448108	4225	61740	SH	DEFINE
PERRIGO CO	COM	714290103	48086	462247	SH	DEFINE
PERRIGO CO	COM	714290103	312	3000	SH	DEFINE
PERRIGO CO	COM	714290103	215	2070	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	10130	70457	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	15774	817321	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	5420	280851	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	1745	90420	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	45988	2382783	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	295	15310	SH	DEFINE

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

PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	14907	772866	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	7256	375974	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	220052	11401883	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	103921	5384499	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	139937	7250614	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	1227	63000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	270	13859	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	26608	1366634	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2389	122700	SH	DEFINE
PETSMART INC	COM	716768106	2941	43037	SH	DEFINE
PFIZER INC	COM	717081103	140178	5589250	SH	DEFINE
PFIZER INC	COM	717081103	960466	38296086	SH	DEFINE
PFIZER INC	COM	717081103	32358	1290198	SH	DEFINE
PFIZER INC	COM	717081103	468380	18675485	SH	DEFINE
PFIZER INC	COM	717081103	12338	491963	SH	DEFINE
PFIZER INC	COM	717081103	5002	199450	SH	DEFINE
PFIZER INC	COM	717081103	72252	2880877	SH	DEFINE
PFIZER INC	COM	717081103	847	33780	SH	DEFINE
PFIZER INC	COM	717081103	43530	1736429	SH	DEFINE
PFIZER INC	COM	717081103	2107	83996	SH	DEFINE
PFIZER INC	COM	717081103	20993	837040	SH	DEFINE
PFIZER INC	COM	717081103	795930	31735653	SH	DEFINE
PFIZER INC	COM	717081103	102892	4102571	SH	DEFINE
PG&E CORP	COM	69331C108	1002379	24947220	SH	DEFINE
PG&E CORP	COM	69331C108	1491	37102	SH	DEFINE
PG&E CORP	COM	69331C108	3624	90195	SH	DEFINE
PG&E CORP	COM	69331C108	5026	125090	SH	DEFINE
PG&E CORP	COM	69331C108	414	10300	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	46198	797900	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	469	8100	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	86	1490	SH	DEFINE
PHI INC	COM VTG	69336T106	3232	102600	SH	DEFINE
PHI INC	COM NON VTG	69336T205	28600	854000	SH	DEFINE
PHI INC	COM NON VTG	69336T205	6460	192900	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	19854	237370	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	17895	213957	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	311298	3721881	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	15476	185029	SH	DEFINE
PHILLIPS 66	COM	718546104	1261	23750	SH	DEFINE
PHILLIPS 66	COM	718546104	14178	267005	SH	DEFINE
PHILLIPS 66	COM	718546104	3671	69131	SH	DEFINE
PHILLIPS 66	COM	718546104	5	100	SH	DEFINE
PHILLIPS 66	COM	718546104	12	233	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	35244	1762200	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	359293	7047730	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	107	2100	SH	DEFINE
PIONEER ENERGY SVCS CORP	COM	723664108	16048	2210410	SH	DEFINE
PIONEER ENERGY SVCS CORP	COM	723664108	485	66800	SH	DEFINE
PIONEER ENERGY SVCS CORP	COM	723664108	1593	219452	SH	DEFINE
PITNEY BOWES INC	COM	724479100	145	13630	SH	DEFINE
PLAINS ALL AMERN PIPELINE L	UNIT LTD PARTN	726503105	1131	25002	SH	DEFINE
PLAINS EXPL& PRODTN CO	COM	726505100	15	325	SH	DEFINE
PLAINS EXPL& PRODTN CO	COM	726505100	281991	6007493	SH	DEFINE
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	31623	38829300	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	17952	404594	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	987	16927	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	3362	57656	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	629723	10799598	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	16	282	SH	DEFINE
PNM RES INC	COM	69349H107	16080	784000	SH	DEFINE
PNM RES INC	COM	69349H107	67683	3300000	SH	DEFINE
PNM RES INC	COM	69349H107	87	4250	SH	DEFINE

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

POPULAR INC	COM NEW	733174700	23961	1152519	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	41040	1500000	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	14	520	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2112	25713	SH	DEFINE
POSCO	SPONSORED ADR	693483109	38	458	SH	DEFINE
POSCO	SPONSORED ADR	693483109	171	2080	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2255	27450	SH	DEFINE
POSCO	SPONSORED ADR	693483109	7743	94253	SH	DEFINE
POSCO	SPONSORED ADR	693483109	9016	109750	SH	DEFINE
POSCO	SPONSORED ADR	693483109	6056	73713	SH	DEFINE
POSCO	SPONSORED ADR	693483109	43526	529841	SH	DEFINE
POST PPTYS INC	COM	737464107	12927	258800	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	19927	489587	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	1631	40071	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	115980	2845767	SH	DEFINE
POWELL INDS INC	COM	739128106	35085	844800	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	22469	668510	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	569	16921	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	2555	76010	SH	DEFINE
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	691	29875	SH	DEFINE
POWERSHARES GLOBAL ETF TRUST	GBL WTR PORT	73936T623	385	21400	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1569	24105	SH	DEFINE
PPG INDS INC	COM	693506107	4962	36660	SH	DEFINE
PPG INDS INC	COM	693506107	1653	12216	SH	DEFINE
PPL CORP	COM	69351T106	631552	22059100	SH	DEFINE
PPL CORP	COM	69351T106	2121	74074	SH	DEFINE
PPL CORP	UNIT 99/99/9999S	69351T114	8060	150000	SH	DEFINE
PPL CORP	UNIT 99/99/9999	69351T601	13182	252000	SH	DEFINE
PRAXAIR INC	COM	74005P104	310449	2836448	SH	DEFINE
PRAXAIR INC	COM	74005P104	151902	1387880	SH	DEFINE
PRAXAIR INC	COM	74005P104	62093	567318	SH	DEFINE
PRAXAIR INC	COM	74005P104	314	2870	SH	DEFINE
PRAXAIR INC	COM	74005P104	2517	23000	SH	DEFINE
PRAXAIR INC	COM	74005P104	43977	401800	SH	DEFINE
PRAXAIR INC	COM	74005P104	77	700	SH	DEFINE
PRAXAIR INC	COM	74005P104	1040	9500	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	191733	1012230	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	21573	113888	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	786	4150	SH	DEFINE
PRECISION DRILLING CORP	COM 2010	74022D308	5337	644874	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	126743	1946000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	6820	104708	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	70045	112760	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	9163	14750	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	292	470	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	2298	3700	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	42770	68850	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1056	1700	SH	DEFINE
PRIMERO MNG CORP	COM	74164W106	37302	6598400	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	366549	5399160	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	67319	991595	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	97748	1439797	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	8386	123530	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	32410	477393	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	17426	256872	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	14568	214580	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	36930	543970	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	11900	175290	SH	DEFINE
PROGENICS PHARMACEUTICALS IN	COM	743187106	2344	786716	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1289	61100	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	118	5599	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	6236	295541	SH	DEFINE

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

PROLOGIS INC	COM	74340W103	7402	202840	SH	DEFINE
PROLOGIS INC	COM	74340W103	37053	1015422	SH	DEFINE
PROSHARES TR	ULT R/EST NEW	74347X625	256	3700	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	111731	3909400	SH	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	2852	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	39544	741500	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	10789	202300	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	377	7062	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	315	2175	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	31942	220350	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	767317	25075710	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	3636	118839	SH	DEFINE
PULTE GROUP INC	COM	745867101	250	13771	SH	DEFINE
PUMA BIOTECHNOLOGY INC	COM	74587V107	8217	438255	SH	DEFINE
PUMA BIOTECHNOLOGY INC	COM	74587V107	270	14400	SH	DEFINE
PUMA BIOTECHNOLOGY INC	COM	74587V107	1046	55791	SH	DEFINE
PVR PARTNERS L P	COM UNIT REPTG	L693665101	298	11461	SH	DEFINE
QEP RES INC	COM	74733V100	14754	487400	SH	DEFINE
QEP RES INC	COM	74733V100	1493	49310	SH	DEFINE
QIAGEN NV	REG SHS	N72482107	841	46350	SH	DEFINE
QLIK TECHNOLOGIES INC	COM	74733T105	4887	225000	SH	DEFINE
QUALCOMM INC	COM	747525103	239261	3857863	SH	DEFINE
QUALCOMM INC	COM	747525103	107262	1729469	SH	DEFINE
QUALCOMM INC	COM	747525103	2561	41300	SH	DEFINE
QUALCOMM INC	COM	747525103	767	12370	SH	DEFINE
QUALCOMM INC	COM	747525103	472	7613	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	514	18850	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	29135	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	4563	78311	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	14285	245159	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	683	11720	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	567	9722	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	4955	85030	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	10311	176950	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	27339	469182	SH	DEFINE
QUEST RARE MINERALS LTD	COM	74836T101	0	17700	SH	DEFINE
QUESTAR CORP	COM	748356102	33697	1705300	SH	DEFINE
QUESTAR CORP	COM	748356102	594	30080	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	13138	491700	SH	DEFINE
RACKSPACE HOSTING INC	COM	750086100	11883	160000	SH	DEFINE
RACKSPACE HOSTING INC	COM	750086100	26	351	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	133281	889030	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	28579	190630	SH	DEFINE
RALPH LAUREN CORP	CL A	751212101	400	2670	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	4969	373300	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	154970	1561413	SH	DEFINE
RANGE RES CORP	COM	75281A109	19157	304900	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	34536	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	1359	23606	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	297822	5174122	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	3211	55780	SH	DEFINE
REALD INC	COM	75604L105	171	15240	SH	DEFINE
REALOGY HLDGS CORP	COM	75605Y106	20607	491120	SH	DEFINE
REALOGY HLDGS CORP	COM	75605Y106	140850	3532390	SH	DEFINE
REALOGY HLDGS CORP	COM	75605Y106	131	3120	SH	DEFINE
RED HAT INC	COM	756577102	107466	2029210	SH	DEFINE
RED HAT INC	COM	756577102	1098	20726	SH	DEFINE
RED HAT INC	COM	756577102	168	3170	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	0	16	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	6	190	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	4347	146952	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	5813	416728	SH	DEFINE

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

REGENCY CTRS CORP	COM	758849103	6503	138000	SH	DEFINE
REGENCY ENERGY PARTNERS L P	COM UNITS L P	75885Y107	441	20350	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	20581	120309	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	443	2590	SH	DEFINE
REGIS CORP MINN	COM	758932107	59481	3515401	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	117394	1890400	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	118	1450	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	50844	625700	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	4899	60290	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	181305	6181570	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	136	4640	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	10024	843750	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	1	100	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	151378	12742243	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	49	4150	SH	DEFINE
RESOLUTE FST PRODS INC	COM	76117W109	4636	351495	SH	DEFINE
REX ENERGY CORPORATION	COM	761565100	339	26020	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	191	4600	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	3466	83665	SH	DEFINE
RIGNET INC	COM	766582100	6064	296800	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	470743	8103690	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	1518	26128	SH	DEFINE
RLI CORP	COM	749607107	48965	757263	SH	DEFINE
RLI CORP	COM	749607107	53	825	SH	DEFINE
ROBBINS & MYERS INC	COM	770196103	7271	122300	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	410	12900	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	41747	1311960	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	2461	29300	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	137777	1640420	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	29879	355743	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	2167	25800	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	333	3960	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	42	500	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	20360	350000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	393	6760	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	86	1470	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1186	20380	SH	DEFINE
ROCKY BRANDS INC	COM	774515100	805	61800	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	55514	2560600	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	266	5850	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	81	1787	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	329996	7257949	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	374478	3359149	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	97906	878240	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	8	76	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	33	300	SH	DEFINE
ROSS STORES INC	COM	778296103	33573	620000	SH	DEFINE
ROSS STORES INC	COM	778296103	20230	373600	SH	DEFINE
ROSS STORES INC	COM	778296103	3831	70756	SH	DEFINE
ROWAN COMPANIES PLC	SHS CL A	G7665A101	91133	2914380	SH	DEFINE
ROWAN COMPANIES PLC	SHS CL A	G7665A101	10480	335130	SH	DEFINE
ROWAN COMPANIES PLC	SHS CL A	G7665A101	57476	1838045	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	1978	32810	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	546	9051	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	445217	7384964	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	9962	293000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	5078	71635	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	19	261	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	16118	227365	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	190884	2692678	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	885312	12839908	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	34726	503641	SH	DEFINE

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

ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	14	200	SH	OTHER
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	188	2725	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	7885	114352	SH	DEFINE
ROYAL GOLD INC	COM	780287108	25182	309700	SH	DEFINE
RPM INTL INC	COM	749685103	85372	2907751	SH	DEFINE
RPM INTL INC	COM	749685103	6152	209522	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	25206	914600	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	8200	239200	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	146	4261	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1801	39000	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	70	1525	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	243429	13456550	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	14	800	SH	DEFINE
SAIA INC	COM	78709Y105	6936	300000	SH	DEFINE
SAIC INC	COM	78390X101	1169	103300	SH	DEFINE
SAIC INC	COM	78390X101	1724	152309	SH	DEFINE
SAIC INC	COM	78390X101	1585	140000	SH	DEFINE
SAIC INC	COM	78390X101	5376	474868	SH	DEFINE
SAIC INC	COM	78390X101	1317	116360	SH	DEFINE
SAIC INC	COM	78390X101	1	121	SH	DEFINE
SAIC INC	COM	78390X101	14119	1248406	SH	DEFINE
SAIC INC	COM	78390X101	676	59733	SH	DEFINE
SAIC INC	COM	78390X101	4696	414820	SH	DEFINE
SAIC INC	COM	78390X101	1228	108450	SH	DEFINE
SAIC INC	COM	78390X101	16091	1421460	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	115004	684150	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	3918	23308	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	454	2700	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	17115	422800	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	348	8600	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	2811	69450	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	227	5620	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	18776	463840	SH	DEFINE
SALIX PHARMACEUTICALS INC	NOTE 2.750% 5/1	795435AC0	19624	17090000	PRN	DEFINE
SANCHEZ ENERGY CORP	COM	79970Y105	7351	408400	SH	DEFINE
SANCHEZ ENERGY CORP	COM	79970Y105	580	32200	SH	DEFINE
SANCHEZ ENERGY CORP	COM	79970Y105	2550	141669	SH	DEFINE
SANDISK CORP	COM	80004C101	5706	131000	SH	DEFINE
SANDISK CORP	COM	80004C101	651	14950	SH	DEFINE
SANDISK CORP	COM	80004C101	71481	1640986	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	5581	307000	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	321000	6775000	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	1868	39424	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	39	822	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	21933	462924	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	445	9390	SH	DEFINE
SAP AG	SPON ADR	803054204	233	2900	SH	DEFINE
SAP AG	SPON ADR	803054204	14	169	SH	DEFINE
SAP AG	SPON ADR	803054204	12477	155225	SH	DEFINE
SAP AG	SPON ADR	803054204	301	3750	SH	DEFINE
SAP AG	SPON ADR	803054204	18516	230350	SH	DEFINE
SAPIENT CORP	COM	803062108	8215	777976	SH	DEFINE
SAPIENT CORP	COM	803062108	648	61400	SH	DEFINE
SAPIENT CORP	COM	803062108	2246	212643	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	1433	33100	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	3755	3576350	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	659	627280	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	872	830630	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	309	294660	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	924	879640	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	NOTE 4.750% 2/0	80517QAA8	1845	9839000	PRN	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	193377	2722930	SH	DEFINE

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

SBA COMMUNICATIONS CORP	COM	78388J106	89	1260	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1127	15870	SH	DEFINE
SCANA CORP NEW	COM	80589M102	45640	1000000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	601	13175	SH	DEFINE
SCHAWK INC	CL A	806373106	25430	1932333	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	28161	350000	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	264	3286	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	390348	5633565	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	105129	1517225	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	14	200	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	1441	20800	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	338	4880	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	2633	38000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	154	2225	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	48330	697500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1213	17500	SH	DEFINE
SCHULMAN A INC	COM	808194104	49566	1713300	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	446	31054	SH	DEFINE
SCICLONE PHARMACEUTICALS INC	COM	80862K104	14100	3271460	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	87	10000	SH	DEFINE
SCIQUEST INC NEW	COM	80908T101	685	43205	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	5550	150822	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	1910	62678	SH	DEFINE
SEALED AIR CORP NEW	COM	81211K100	19	1100	SH	DEFINE
SEATTLE GENETICS INC	COM	812578102	7524	324300	SH	DEFINE
SEATTLE GENETICS INC	COM	812578102	80	3430	SH	DEFINE
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	274	6860	SH	DEFINE
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	307	8820	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	26939	1398000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1546	21800	SH	DEFINE
SEMPRA ENERGY	COM	816851109	911019	12842100	SH	DEFINE
SEMPRA ENERGY	COM	816851109	328	4629	SH	DEFINE
SEMTECH CORP	COM	816850101	48673	1681293	SH	DEFINE
SEMTECH CORP	COM	816850101	805	27800	SH	DEFINE
SEMTECH CORP	COM	816850101	177	6130	SH	DEFINE
SEMTECH CORP	COM	816850101	3783	130690	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	3676	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	17333	570169	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	1431	60530	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	4085	172800	SH	DEFINE
SENSIENT TECHNOLOGIES CORP	COM	81725T100	30674	862600	SH	DEFINE
SERVICE CORP INTL	COM	817565104	196	14200	SH	DEFINE
SERVICE CORP INTL	COM	817565104	601	43510	SH	DEFINE
SERVICE CORP INTL	COM	817565104	566	40971	SH	DEFINE
SERVICENOW INC	COM	81762P102	4985	166000	SH	DEFINE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	4053	176249	SH	DEFINE
SHAW GROUP INC	COM	820280105	47	1000	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	69043	448870	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	2489	16183	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	349	2270	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	3	82	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	2634	71892	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	19247	208800	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	5204	254000	SH	DEFINE
SHORETEL INC	COM	825211105	15394	3630700	SH	DEFINE
SHORETEL INC	COM	825211105	366	86300	SH	DEFINE
SHORETEL INC	COM	825211105	1532	361364	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	28038	938686	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	744	24900	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	111	3730	SH	DEFINE
SHUTTERFLY INC	COM	82568P304	3552	118904	SH	DEFINE
SI FINL GROUP INC MD	COM	78425V104	2873	249800	SH	DEFINE

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

SIEMENS A G	SPONSORED ADR	826197501	2093	19121	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	35	317	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	15247	139277	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	325	2970	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	49152	449000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1001	13600	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	75420	1025000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	4407	59895	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	115645	1621061	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	521	7300	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	344	4820	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	83453	1996026	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	1108	26505	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	285	6810	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	3165	75711	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	11	2001	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	3624	678630	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	9558	1789936	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	230	42980	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	142	26600	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	20044	3753567	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	25949	719200	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	85	2355	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	7222	200035	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	7262	45935	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	90607	573136	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	53149	1620900	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	10469	319268	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	72335	4569480	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	146	9227	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	8	500	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	158	10012	SH	DEFINE
SKYWEST INC	COM	830879102	46885	3762808	SH	DEFINE
SKYWORKS SOLUTIONS INC	COM	83088M102	12808	630916	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	115	1500	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	15496	202160	SH	DEFINE
SM ENERGY CO	COM	78454L100	67414	1291230	SH	DEFINE
SM ENERGY CO	COM	78454L100	224	4290	SH	DEFINE
SMART TECHNOLOGIES INC	CL A SUB VTG S	83172R108	2405	1551330	SH	DEFINE
SMITH A O	COM	831865209	27791	440640	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	27717	1285000	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	3041	35263	SH	DEFINE
SOHU COM INC	COM	83408W103	40294	851167	SH	DEFINE
SOLARWINDS INC	COM	83416B109	5245	100000	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	325	6461	SH	DEFINE
SOUTHERN CO	COM	842587107	790177	18457770	SH	DEFINE
SOUTHERN CO	COM	842587107	2827	66033	SH	DEFINE
SOUTHERN MO BANCORP INC	COM	843380106	1572	70000	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	4380	547560	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	1024	100000	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	46	4520	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	90225	2700540	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	469	14050	SH	DEFINE
SPANSION INC	COM CL A NEW	84649R200	8710	626156	SH	DEFINE
SPARTAN MTRS INC	COM	846819100	3875	786000	SH	DEFINE
SPARTAN STORES INC	COM	846822104	22469	1462810	SH	DEFINE
SPARTON CORP	COM	847235108	6519	470000	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	31093	191918	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	583	3600	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	76514	536863	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	112277	787795	SH	DEFINE
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	1488	8010	SH	DEFINE

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

SPDR SERIES TRUST	NUVN BRCLY MUNI	78464A458	5462	225313	SH	DEFINE
SPDR SERIES TRUST	DJ REIT ETF	78464A607	32961	451700	SH	DEFINE
SPDR SERIES TRUST	S&P RETAIL ETF	78464A714	250	4000	SH	DEFINE
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	378	6500	SH	DEFINE
SPDR SERIES TRUST	S&P BIOTECH	78464A870	246	2800	SH	DEFINE
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	247	9300	SH	DEFINE
SPDR SERIES TRUST	S&P HOMEBUILD	78464A888	8089	304100	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	450016	16435950	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	3050	111392	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	404	14773	SH	DEFINE
SPIRIT AIRLS INC	COM	848577102	12804	722600	SH	DEFINE
SPIRIT AIRLS INC	COM	848577102	473	26700	SH	DEFINE
SPIRIT AIRLS INC	COM	848577102	2287	129088	SH	DEFINE
SPIRIT RLTY CAP INC	COM	84860F109	27260	1533186	SH	DEFINE
SPLUNK INC	COM	848637104	2902	100000	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	33395	5889848	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	53	9400	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	2583	455550	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	31202	5503019	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	51512	9089369	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1403	247398	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	12171	2146520	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	447094	78852500	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	50117	8839033	SH	DEFINE
SPROTT RESOURCE LENDING CORP	COM	85207J100	1938	1250000	SH	DEFINE
SPX CORP	COM	784635104	210	3000	SH	DEFINE
SPX CORP	COM	784635104	9495	135480	SH	DEFINE
SPX CORP	COM	784635104	1479	21080	SH	DEFINE
SPX CORP	COM	784635104	1242	17710	SH	DEFINE
ST JUDE MED INC	COM	790849103	1902	52628	SH	DEFINE
ST JUDE MED INC	COM	790849103	1547	42800	SH	DEFINE
STAG INDL INC	COM	85254J102	6890	383400	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	90296	2462400	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	1843	24913	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	253170	3422616	SH	DEFINE
STANLEY BLACK & DECKER INC	UNIT 99/99/9999	854502309	24253	200900	SH	DEFINE
STANTEC INC	COM	85472N109	8542	213445	SH	DEFINE
STAPLES INC	COM	855030102	137	12000	SH	DEFINE
STARBUCKS CORP	COM	855244109	15418	287550	SH	DEFINE
STARBUCKS CORP	COM	855244109	4246	79186	SH	DEFINE
STARBUCKS CORP	COM	855244109	166	3100	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	52456	914500	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	11362	198090	SH	DEFINE
STATE BK FINL CORP	COM	856190103	33348	2100000	SH	DEFINE
STATE STR CORP	COM	857477103	30770	654541	SH	DEFINE
STATE STR CORP	COM	857477103	4250	90415	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	70	2780	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	15	580	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	12808	511504	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	48350	3521500	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	40648	843487	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	35153	729475	SH	DEFINE
STEREOTAXIS INC	COM NEW	85916J409	2574	986022	SH	DEFINE
STERICYCLE INC	COM	858912108	58944	631970	SH	DEFINE
STERICYCLE INC	COM	858912108	2975	31892	SH	DEFINE
STERIS CORP	COM	859152100	46657	1343429	SH	DEFINE
STERIS CORP	COM	859152100	66	1900	SH	DEFINE
STRYKER CORP	COM	863667101	316460	5772717	SH	DEFINE
STRYKER CORP	COM	863667101	27410	500000	SH	DEFINE
STRYKER CORP	COM	863667101	9053	165136	SH	DEFINE
STRYKER CORP	COM	863667101	175647	3204072	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	125	4725	SH	DEFINE

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

SUN LIFE FINL INC	COM	866796105	38	1430	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	137619	5183549	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	3780	114906	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	465	14106	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	33	1000	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	7991	243145	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	1800	54800	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	94194	2860226	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	6	174	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	18760	570300	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	5093	154417	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	4448	135400	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	89710	2724138	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	63470	1927284	SH	DEFINE
SUNOPTA INC	COM	8676EP108	5683	1009493	SH	DEFINE
SUNPOWER CORP	COM	867652406	752	133873	SH	DEFINE
SUNSTONE HOTEL INVS INC NEW	COM	867892101	6202	579100	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	292	10300	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	6155	217090	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	18	643	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	3915	138110	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	169760	5988000	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	14271	503390	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	55166	2662430	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	375	18100	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	1714	82726	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	5220	456300	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	17309	1124710	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	235	15260	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	33	2130	SH	DEFINE
SWIFT ENERGY CO	COM	870738101	327	21280	SH	DEFINE
SYMANTEC CORP	COM	871503108	4486	238471	SH	DEFINE
SYMANTEC CORP	COM	871503108	239	12701	SH	DEFINE
SYMANTEC CORP	COM	871503108	380251	20215385	SH	DEFINE
SYMANTEC CORP	COM	871503108	744	39570	SH	DEFINE
SYMANTEC CORP	COM	871503108	2529	134460	SH	DEFINE
SYMANTEC CORP	COM	871503108	1	79	SH	DEFINE
SYMANTEC CORP	COM	871503108	289	15370	SH	DEFINE
SYMANTEC CORP	COM	871503108	756	40214	SH	DEFINE
SYMANTEC CORP	COM	871503108	11980	636910	SH	DEFINE
SYMANTEC CORP	COM	871503108	45596	2424055	SH	DEFINE
SYMANTEC CORP	COM	871503108	45696	2429350	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	13324	164906	SH	DEFINE
SYSCO CORP	COM	871829107	3958	125000	SH	DEFINE
SYSCO CORP	COM	871829107	2682	84718	SH	DEFINE
TAHOE RES INC	COM	873868103	10882	593900	SH	DEFINE
TAHOE RES INC	COM	873868103	1092	59600	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	40467	2358205	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	2430	141600	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	24354	1419242	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	384	22357	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1289	75511	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	16799	978977	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	293	17100	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	28095	1637244	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	101708	5927037	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	6936	613677	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	13139	1160040	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	449	39650	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	23539	2080280	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	8635	762109	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	7748	685730	SH	DEFINE

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

TALISMAN ENERGY INC	COM	87425E103	481758	42533860	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	256608	22657355	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	529	350000	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	35	1010	SH	DEFINE
TANGER FACTORY OUTLET CTRS I	COM	875465106	8680	253800	SH	DEFINE
TARGA RESOURCES PARTNERS LP	COM UNIT	87611X105	755	20195	SH	DEFINE
TARGACEPT INC	COM	87611R306	3773	861447	SH	DEFINE
TARGET CORP	COM	87612E106	96220	1626170	SH	DEFINE
TARGET CORP	COM	87612E106	13481	227843	SH	DEFINE
TARGET CORP	COM	87612E106	8669	146514	SH	DEFINE
TARGET CORP	COM	87612E106	19898	336283	SH	DEFINE
TARGET CORP	COM	87612E106	534	9020	SH	DEFINE
TARGET CORP	COM	87612E106	10065	170100	SH	DEFINE
TARGET CORP	COM	87612E106	1431	24191	SH	DEFINE
TARGET CORP	COM	87612E106	6993	118180	SH	DEFINE
TARGET CORP	COM	87612E106	204298	3452723	SH	DEFINE
TARGET CORP	COM	87612E106	52148	881323	SH	DEFINE
TASEKO MINES LTD	COM	876511106	155	50900	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	16313	207230	SH	DEFINE
TCF FINL CORP	COM	872275102	6624	545200	SH	DEFINE
TCF FINL CORP	COM	872275102	524	43100	SH	DEFINE
TCF FINL CORP	COM	872275102	2313	190391	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	393	10600	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	37120	1000000	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	56	1500	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	234935	6329100	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	4990	134421	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	604	16270	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	2774	74730	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	172305	4641828	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	408	11000	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	25884	712217	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	6648	182650	SH	DEFINE
TECO ENERGY INC	COM	872375100	247447	14764150	SH	DEFINE
TECO ENERGY INC	COM	872375100	739	44070	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	27827	866893	SH	DEFINE
TELECOM ARGENTINA S A	SPON ADR REP B	879273209	19311	1696905	SH	DEFINE
TELEFLEX INC	COM	879369106	187815	2633786	SH	DEFINE
TELEFLEX INC	COM	879369106	35655	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	185	2600	SH	DEFINE
TELEFLEX INC	COM	879369106	57	800	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	54	4013	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	55600	4121602	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	397	29441	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	7187	532757	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	179	13290	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	12	859	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	93982	6966756	SH	DEFINE
TELEPHONE & DATA SYS INC	COM NEW	879433829	231	10435	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	15	230	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	224172	3442465	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	384	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	85	4900	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	321	18532	SH	SOLE
TEMPLETON GLOBAL INCOME FD	COM	880198106	95	10107	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	163	11143	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	133798	3191743	SH	DEFINE
TENNECO INC	COM	880349105	54725	1558680	SH	DEFINE
TENNECO INC	COM	880349105	916	26100	SH	DEFINE
TENNECO INC	COM	880349105	3838	109307	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	9284	150000	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	30852	498495	SH	DEFINE

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

TERADATA CORP DEL	COM	88076W103	266	4300	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	84159	3573625	SH	DEFINE
TERRA NITROGEN CO L P	COM UNIT	881005201	257	1200	SH	DEFINE
TESCO CORP	COM	88157K101	1139	100000	SH	DEFINE
TESLA MTRS INC	COM	88160R101	8095	239000	SH	DEFINE
TESLA MTRS INC	COM	88160R101	86	2525	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2184	58500	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	47377	1268810	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	63289	1694931	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	11	300	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	2203	59000	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	298196	7985981	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	30	800	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	143353	4633250	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	8054	260298	SH	DEFINE
TEXTRON INC	COM	883203101	39664	1600000	SH	DEFINE
TFS FINL CORP	COM	87240R107	1460	151800	SH	DEFINE
THE ADT CORPORATION	COM	00101J106	930	20000	SH	DEFINE
THE ADT CORPORATION	COM	00101J106	152	3272	SH	DEFINE
THE ADT CORPORATION	COM	00101J106	470	10105	SH	DEFINE
THE ADT CORPORATION	COM	00101J106	12642	271939	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	12756	200000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	6395	100273	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	319	11025	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	218	7518	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	384903	13283695	SH	DEFINE
THOR INDS INC	COM	885160101	115629	3089210	SH	DEFINE
THORATEC CORP	COM NEW	885175307	19903	530460	SH	DEFINE
THORATEC CORP	COM NEW	885175307	424	11300	SH	DEFINE
THRESHOLD PHARMACEUTICAL INC	COM NEW	885807206	3601	855300	SH	DEFINE
TIDEWATER INC	COM	886423102	94188	2108066	SH	DEFINE
TIDEWATER INC	COM	886423102	6863	153600	SH	DEFINE
TIDEWATER INC	COM	886423102	13086	292887	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	40152	700250	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	4182	72931	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	229	4000	SH	DEFINE
TIM HORTONS INC	COM	88706M103	47	947	SH	DEFINE
TIM HORTONS INC	COM	88706M103	7171	145865	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1574	16200	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	63230	650577	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	999	10279	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	817874	8415223	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	11042	113611	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	3708	38150	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	23710	243957	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	31343	322644	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1473	15158	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	11884	122280	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	388302	3995292	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	70823	728703	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	3512	73432	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1199	25076	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	13286	277773	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	444	9280	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	16140	337517	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	623	13029	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	8489	177480	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	390620	8166832	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	28838	602920	SH	DEFINE
TJX COS INC NEW	COM	872540109	11723	276159	SH	DEFINE
TJX COS INC NEW	COM	872540109	1541	36300	SH	DEFINE
TORCHMARK CORP	COM	891027104	20	382	SH	DEFINE

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

TORCHMARK CORP	COM	891027104	4225	81770	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	255	3025	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	21751	257934	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	406102	4816250	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	523327	10062040	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	1544	29677	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	28	530	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	13911	267472	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	200	3840	SH	DEFINE
TOTAL SYS SVCS INC	COM	891906109	1399	65300	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	2798	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	11	114	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	34	360	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	12859	137901	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	75018	804480	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	79626	901160	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	71	800	SH	DEFINE
TRANSALTA CORP	COM	89346D107	838	55000	SH	DEFINE
TRANSALTA CORP	COM	89346D107	15	1000	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	47639	1006325	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	7510	158710	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	386191	8157900	SH	DEFINE
TRANSCHEPT PHARMACEUTICALS IN	COM	89354M106	1529	343700	SH	DEFINE
TRANSDIGM GROUP INC	COM	893641100	30860	226310	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	680	15222	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	1904	42647	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	436202	9769383	SH	DEFINE
TRANZYME INC	COM	89413J102	451	833800	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	35120	489000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	3784	52684	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	3869	53875	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	48283	926196	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	3293	63171	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	2144	41131	SH	DEFINE
TRIANGLE PETE CORP	COM NEW	89600B201	12988	2168350	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	223700	3742080	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	29636	495751	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	1441	24100	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	370	6190	SH	DEFINE
TRINA SOLAR LIMITED	SPON ADR	89628E104	45506	10485350	SH	DEFINE
TRINA SOLAR LIMITED	SPON ADR	89628E104	7163	1650570	SH	DEFINE
TRINITY INDS INC	COM	896522109	124506	3475890	SH	DEFINE
TRINITY INDS INC	COM	896522109	36	1000	SH	DEFINE
TRIPADVISOR INC	COM	896945201	8392	200000	SH	DEFINE
TRIPADVISOR INC	COM	896945201	26	618	SH	DEFINE
TRONOX LTD	SHS CL A	Q9235V101	0	1000	SH	DEFINE
TRONOX LTD	SHS CL A	Q9235V101	28304	1550879	SH	DEFINE
TRUE RELIGION APPAREL INC	COM	89784N104	19802	778990	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	32835	6218700	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	14	2647	SH	DEFINE
TRW AUTOMOTIVE HLDGS CORP	COM	87264S106	91354	1704040	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	2076	128618	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	122	7540	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1169	72450	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	29446	1824391	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	3125	193611	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	5747	356069	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	270	16730	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	281151	17419540	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	24608	1524672	SH	DEFINE
TURQUOISE HILL RES LTD	COM	900435108	17674	2322059	SH	DEFINE
TURQUOISE HILL RES LTD	COM	900435108	221	29030	SH	DEFINE

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

TUTOR PERINI CORP	COM	901109108	31662	2311110	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	299	10225	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	10109	345599	SH	DEFINE
UBS AG	SHS NEW	H89231338	368938	23665522	SH	DEFINE
UBS AG	SHS NEW	H89231338	48640	3120012	SH	DEFINE
UBS AG	SHS NEW	H89231338	11897	763123	SH	DEFINE
UBS AG	SHS NEW	H89231338	373106	23928589	SH	DEFINE
UBS AG	SHS NEW	H89231338	202233	12940571	SH	DEFINE
UDR INC	COM	902653104	8460	355767	SH	DEFINE
UIL HLDG CORP	COM	902748102	50134	1400000	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	71001	722590	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	229	2330	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	7081	75000	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	1707	18085	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	97987	2019128	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	480	9900	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	306	6300	SH	DEFINE
UNIFI INC	COM NEW	904677200	337	25934	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	22310	582500	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	2421	63200	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	480	12538	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	4921	128486	SH	DEFINE
UNILEVER PLC	SPON ADR NEW	904767704	227	5863	SH	DEFINE
UNION PAC CORP	COM	907818108	86377	687060	SH	DEFINE
UNION PAC CORP	COM	907818108	45348	360706	SH	DEFINE
UNIT CORP	COM	909218109	60930	1352500	SH	DEFINE
UNIT CORP	COM	909218109	10082	223790	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	24549	1050000	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	2840	121466	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	1950	36390	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	35479	481200	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	36451	494379	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	15	200	SH	OTHER
UNITED PARCEL SERVICE INC	CL B	911312106	1526	20700	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	6887	93403	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	9287	125962	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	312	4230	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	1253	16990	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	1722	23357	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2870	38930	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	356139	4830312	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	42337	574217	SH	DEFINE
UNITED RENTALS INC	COM	911363109	59562	1308500	SH	DEFINE
UNITED RENTALS INC	COM	911363109	253	5560	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	5306	222270	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	416397	5077398	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	148505	1810810	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	85481	1042319	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	1878	22900	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	49	600	SH	DEFINE
UNITED TECHNOLOGIES CORP	UNIT 99/99/9999	913017117	12195	218900	SH	DEFINE
UNITED TECHNOLOGIES CORP	UNIT 99/99/9999	913017117	8705	156250	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	12746	238600	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	10848	200000	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	7698	141928	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	80291	2110700	SH	DEFINE
UNIVERSAL STAINLESS & ALLOY	COM	913837100	5332	145000	SH	DEFINE
UNUM GROUP	COM	91529Y106	2554	122668	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	323	8198	SH	DEFINE
URS CORP NEW	COM	903236107	369	9410	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	3152	98700	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	26999	845297	SH	DEFINE

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

US BANCORP DEL	COM NEW	902973304	21560	675028	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	2172	68000	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	511	15993	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	41809	1309000	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	1022	32000	SH	DEFINE
USA TRUCK INC	COM	902925106	2696	786000	SH	DEFINE
V F CORP	COM	918204108	75485	500000	SH	DEFINE
V F CORP	COM	918204108	20933	138655	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	11494	212500	SH	DEFINE
VALE S A	ADR	91912E105	98	4660	SH	DEFINE
VALE S A	ADR	91912E105	3143	149960	SH	DEFINE
VALE S A	ADR	91912E105	14	660	SH	DEFINE
VALE S A	ADR	91912E105	111	5308	SH	DEFINE
VALE S A	ADR	91912E105	28312	1350740	SH	DEFINE
VALE S A	ADR	91912E105	8949	426970	SH	DEFINE
VALE S A	ADR	91912E105	2733	130400	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	12619	621627	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	3247	159967	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	1672	82340	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	68214	3360291	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	270	13310	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	14202	700045	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	7581	373456	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	576877	28418178	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	253452	12485328	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	163992	8078431	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	84	1400	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	9698	162335	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	18169	532500	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	9898	290100	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	435	12744	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	15638	458320	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	4116	120630	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	9192	269390	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	81509	2357103	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	4147	119914	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	4911	400900	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	374	30500	SH	DEFINE
VANGUARD HEALTH SYS INC	COM	922036207	1822	148708	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	ALLWRLD EX US	922042775	412	9000	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	88305	1983043	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	14	296	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	MSCI EUROPE ETF	922042874	61178	1252612	SH	DEFINE
VANGUARD NATURAL RESOURCES L	COM UNIT	92205F106	819	31500	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHTRM GVT BD ETF	92206C102	386	6340	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	60481	753003	SH	DEFINE
VANGUARD SCOTTSDALE FDS	INT-TERM GOV	92206C706	1064	16273	SH	DEFINE
VANGUARD TAX MANAGED INTL FD	MSCI EAFE ETF	921943858	1124	31902	SH	DEFINE
VANGUARD WORLD FDS	CONSUM STP ETF	92204A207	555	6313	SH	DEFINE
VANGUARD WORLD FDS	ENERGY ETF	92204A306	285	2789	SH	DEFINE
VANGUARD WORLD FDS	FINANCIALS ETF	92204A405	597	17468	SH	DEFINE
VANTIV INC	CL A	92210H105	23354	1143680	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	39227	558470	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	16107	229309	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	5342	654690	SH	DEFINE
VECTREN CORP	COM	92240G101	27198	925100	SH	DEFINE
VECTREN CORP	COM	92240G101	246	8381	SH	DEFINE
VENTAS INC	COM	92276F100	249	3841	SH	DEFINE
VENTAS INC	COM	92276F100	35224	544259	SH	DEFINE
VERASTEM INC	COM	92337C104	1375	156400	SH	DEFINE
VERIFONE SYS INC	COM	92342Y109	22012	741650	SH	DEFINE
VERISIGN INC	COM	92343E102	19693	507300	SH	DEFINE

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

VERISK ANALYTICS INC	CL A	92345Y106	48832	957500	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	330	6475	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	174	3410	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	43919	1015000	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	69420	1604335	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	46226	1102200	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	131	3125	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	258	4750	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	805	15261	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	120060	2276446	SH	DEFINE
VIASAT INC	COM	92552V100	77768	1999220	SH	DEFINE
VIASAT INC	COM	92552V100	689	17700	SH	DEFINE
VIASAT INC	COM	92552V100	321	8240	SH	DEFINE
VIASAT INC	COM	92552V100	3805	97819	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	8379	255000	SH	DEFINE
VIMPELCOM LTD	SPONSORED ADR	92719A106	2556	243700	SH	DEFINE
VIRTUS INVT PARTNERS INC	COM	92828Q109	4910	40600	SH	DEFINE
VIRTUS INVT PARTNERS INC	COM	92828Q109	388	3208	SH	DEFINE
VIRTUS INVT PARTNERS INC	COM	92828Q109	1472	12170	SH	DEFINE
VISA INC	COM CL A	92826C839	232069	1531020	SH	DEFINE
VISA INC	COM CL A	92826C839	40805	269201	SH	DEFINE
VISA INC	COM CL A	92826C839	523	3450	SH	DEFINE
VISA INC	COM CL A	92826C839	2349	15500	SH	DEFINE
VISA INC	COM CL A	92826C839	4380	28894	SH	DEFINE
VISA INC	COM CL A	92826C839	43018	283794	SH	DEFINE
VISA INC	COM CL A	92826C839	1137	7500	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	5162	90000	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	424	7400	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	2197	38308	SH	DEFINE
VMWARE INC	CL A COM	928563402	45039	478430	SH	DEFINE
VMWARE INC	CL A COM	928563402	10174	108071	SH	DEFINE
VMWARE INC	CL A COM	928563402	282	3000	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	30883	1226010	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	33429	1327090	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	480	19071	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	12769	506903	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	64257	2550902	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	4519	191400	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	373	15800	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	9281	540518	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	460	26800	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	1664	96938	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	233	2910	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	16201	202311	SH	DEFINE
WABASH NATL CORP	COM	929566107	45549	5077940	SH	DEFINE
WABTEC CORP	COM	929740108	547	6250	SH	DEFINE
WALGREEN CO	COM	931422109	220543	5959000	SH	DEFINE
WALGREEN CO	COM	931422109	1722	46538	SH	DEFINE
WALGREEN CO	COM	931422109	4849	131026	SH	DEFINE
WALGREEN CO	COM	931422109	429115	11594603	SH	DEFINE
WALGREEN CO	COM	931422109	1752	47350	SH	DEFINE
WALGREEN CO	COM	931422109	261	7050	SH	DEFINE
WALGREEN CO	COM	931422109	310	8379	SH	DEFINE
WALGREEN CO	COM	931422109	1390	37560	SH	DEFINE
WALGREEN CO	COM	931422109	27200	734940	SH	DEFINE
WALGREEN CO	COM	931422109	25405	686440	SH	DEFINE
WAL-MART STORES INC	COM	931142103	389468	5708164	SH	DEFINE
WAL-MART STORES INC	COM	931142103	1842	27000	SH	DEFINE
WAL-MART STORES INC	COM	931142103	13239	194037	SH	DEFINE
WAL-MART STORES INC	COM	931142103	114069	1671837	SH	DEFINE
WAL-MART STORES INC	COM	931142103	3475	50924	SH	DEFINE
WAL-MART STORES INC	COM	931142103	55	800	SH	DEFINE

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

WALTER ENERGY INC	COM	93317Q105	62468	1741014	SH	DEFINE
WALTER ENERGY INC	COM	93317Q105	0	6	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	29217	80000	SH	DEFINE
WASHINGTON POST CO	CL B	939640108	24	67	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	414891	12296700	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	415	12290	SH	DEFINE
WATERS CORP	COM	941848103	136105	1562270	SH	DEFINE
WATERS CORP	COM	941848103	1686	19349	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	26875	312500	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	210253	2444825	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2961	34435	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	13100	152320	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	28468	331026	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	343	3990	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	30109	350254	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1374	15972	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	9872	114790	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	55029	639869	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	40625	944989	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	21	500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	26	600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	35372	3161000	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	629	56185	SH	DEFINE
WEBSense INC	COM	947684106	30	2000	SH	DEFINE
WEBSense INC	COM	947684106	11944	794120	SH	DEFINE
WELLPOINT INC	COM	94973V107	24	400	SH	DEFINE
WELLPOINT INC	COM	94973V107	280699	4607680	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	1412784	41333639	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	43059	1259765	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	2430	71100	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	578686	16930568	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	824	24095	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	749587	609916	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	5959	275000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	10012	462000	SH	DEFINE
WESCO INTL INC	DBCV 6.000% 9/1	95082PAH8	19860	8000000	PRN	DEFINE
WEST COAST BANCORP ORE NEW	COM NEW	952145209	37810	1707000	SH	DEFINE
WEST MARINE INC	COM	954235107	22031	2049350	SH	DEFINE
WEST MARINE INC	COM	954235107	13278	1235180	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	180408	3295116	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	8643	302000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	44647	1560000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	14	486	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	3935	92620	SH	DEFINE
WESTERN GAS PARTNERS LP	COM UNIT LP IN	958254104	221	4640	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	2311	319620	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	167	325	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	750073	1456457	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	15354	722550	SH	DEFINE
WHITEWAVE FOODS CO	COM CL A	966244105	26484	1704250	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	48039	1107649	SH	DEFINE
WHITING PETE CORP NEW	COM	966387102	260	6000	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	111874	1224940	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	25739	281822	SH	DEFINE
WILEY JOHN & SONS INC	CL A	968223206	103780	2665810	SH	DEFINE
WILEY JOHN & SONS INC	CL A	968223206	96	2475	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	91672	2800000	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	9692	296015	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	1396	28697	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	431	52011	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	26463	1544805	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	584	66663	SH	DEFINE

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

WISCONSIN ENERGY CORP	COM	976657106	75174	2040000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	868	23544	SH	DEFINE
WISDOMTREE TRUST	TOTAL DIVID FD	97717W109	1229	22860	SH	DEFINE
WISDOMTREE TRUST	EMERG MKTS ETF	97717W315	66930	1171736	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	74957	1829110	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	656	16000	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	2598	63395	SH	DEFINE
WORKDAY INC	CL A	98138H101	21075	386720	SH	DEFINE
WORKDAY INC	CL A	98138H101	166	3040	SH	DEFINE
WPX ENERGY INC	COM	98212B103	203	13668	SH	DEFINE
WPX ENERGY INC	COM	98212B103	212031	14249393	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	1128	192460	SH	DEFINE
WSFS FINL CORP	COM	929328102	2785	65919	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	28572	254000	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	645	5735	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	662051	24786641	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	524	19609	SH	DEFINE
XEROX CORP	COM	984121103	4170	611500	SH	DEFINE
XEROX CORP	COM	984121103	127	18650	SH	DEFINE
XEROX CORP	COM	984121103	485550	71195146	SH	DEFINE
XILINX INC	COM	983919101	106589	2969040	SH	DEFINE
XILINX INC	COM	983919101	1578	43946	SH	DEFINE
XILINX INC	NOTE 2.625% 6/1	983919AF8	24702	18080000	PRN	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	42	11651	SH	DEFINE
XYLEM INC	COM	98419M100	1580	58300	SH	DEFINE
XYLEM INC	COM	98419M100	453	16700	SH	DEFINE
YAHOO INC	COM	984332106	33830	1700000	SH	DEFINE
YAHOO INC	COM	984332106	2390	120102	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	30819	1789093	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	1657	96200	SH	DEFINE
YELP INC	CL A	985817105	11985	635800	SH	DEFINE
YELP INC	CL A	985817105	648	34400	SH	DEFINE
YELP INC	CL A	985817105	2773	147087	SH	DEFINE
YM BIOSCIENCES INC	COM	984238105	3682	1287800	SH	DEFINE
YM BIOSCIENCES INC	COM	984238105	14	5000	SH	DEFINE
YUM BRANDS INC	COM	988498101	4503	67820	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	6666	100000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	10162	152439	SH	DEFINE
ZYNGA INC	CL A	98986T108	28129	11868601	SH	DEFINE
ZYNGA INC	CL A	98986T108	2065	871210	SH	DEFINE
GRAND TOTAL			-----	158358498		