

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

FRANKLIN RESOURCES INC

Form 13F-HR/A

September 08, 2011

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

Form 13F
FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2011

Check here if Amendment [X]; Amendment Number: 1
This Amendment (Check only one.): [X] 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 September 7, 2011
[Signature] [City,State] [Date]

This amendment is being filed to add: (1) an additional holding of 1,000,000 shares of Gold Resource Corp, and (2) the holding of NXP Semiconductors NV, which additions were each previously inadvertently omitted.

Report Type (Check only one.):

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

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

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 14
 Form 13F Information Table Entry Total: 3674
 Form 13F Information Table Value Total: 152,607,044

(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.
4	028-03877	Fiduciary Trust Company International
5	028-12948	Fiduciary International, Inc.
6	028-06154	Franklin Mutual Advisers, LLC
7	028-11855	Franklin Templeton Investments (Asia) Ltd.
8	028-11753	Franklin Templeton Investments Australia Limited
9	028-06143	Franklin Templeton Investments Corp.
10	028-12310	Franklin Templeton Institutional, LLC
11	028-11761	Franklin Templeton Investment Management Limited
12	028-06174	Franklin Templeton Portfolio Advisors, Inc.
13	028-11763	Templeton Asset Management Ltd.
14	028-05454	Templeton Global Advisors Limited
15	028-01074	Templeton Investment Counsel, LLC

FORM 13F INFORMATION TABLE
 FOR THE PERIOD ENDED 06/30/2011
 REPORTING MANAGER: FRANKLIN RESOURCES, INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6		
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVEST MENT DISCRE TION
3M CO	COM	88579Y101	3509	37000	SH		DEFIN
3M CO	COM	88579Y101	112354	1184540	SH		DEFIN
3M CO	COM	88579Y101	28294	298298	SH		DEFIN

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

3M CO	COM	88579Y101	18585	195938	SH	DEFINE
3M CO	COM	88579Y101	1485	15654	SH	DEFINE
7 DAYS GROUP HLDGS LTD	ADR	81783J101	5780	299037	SH	DEFINE
AAR CORP	COM	000361105	32110	1185313	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	66280	2554170	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	17083	658293	SH	DEFINE
ABBOTT LABS	COM	002824100	357997	6803440	SH	DEFINE
ABBOTT LABS	COM	002824100	62197	1182004	SH	DEFINE
ABBOTT LABS	COM	002824100	46598	885555	SH	DEFINE
ABBOTT LABS	COM	002824100	1026	19500	SH	DEFINE
ABBOTT LABS	COM	002824100	33	620	SH	DEFINE
ABBOTT LABS	COM	002824100	25187	478652	SH	DEFINE
ABBOTT LABS	COM	002824100	1506	28628	SH	DEFINE
ABBOTT LABS	COM	002824100	6537	124230	SH	DEFINE
ABBOTT LABS	COM	002824100	107281	2038780	SH	DEFINE
ABBOTT LABS	COM	002824100	14499	275550	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	14132	211180	SH	DEFINE
ABERCROMBIE & FITCH CO	CL A	002896207	22	325	SH	DEFINE
ABITIBIBOWATER INC	COM NEW	003687209	7124	351157	SH	DEFINE
ABM INDS INC	COM	000957100	108925	4666867	SH	DEFINE
ABOVENET INC	COM	00374N107	342208	4856771	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	15774	261070	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	16014	265046	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	4121	68205	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	7088	117311	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	12707	210316	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	1	24	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	12842	212550	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	459308	7601926	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	56186	929929	SH	DEFINE
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	162	2680	SH	DEFINE
ACE LTD	SHS	H0023R105	22848	347130	SH	DEFINE
ACE LTD	SHS	H0023R105	12585	191205	SH	DEFINE
ACE LTD	SHS	H0023R105	3232	49100	SH	DEFINE
ACE LTD	SHS	H0023R105	753401	11446389	SH	DEFINE
ACE LTD	SHS	H0023R105	18399	279530	SH	DEFINE
ACE LTD	SHS	H0023R105	3518	53451	SH	DEFINE
ACE LTD	SHS	H0023R105	6764	102760	SH	DEFINE
ACE LTD	SHS	H0023R105	500	7590	SH	DEFINE
ACE LTD	SHS	H0023R105	6202	94224	SH	DEFINE
ACE LTD	SHS	H0023R105	15366	233451	SH	DEFINE
ACE LTD	SHS	H0023R105	5535	84090	SH	DEFINE
ACE LTD	SHS	H0023R105	261021	3965677	SH	DEFINE
ACE LTD	SHS	H0023R105	236029	3585981	SH	DEFINE
ACE LTD	SHS	H0023R105	170	2590	SH	DEFINE
ACHILLION PHARMACEUTICALS IN	COM	00448Q201	6131	824000	SH	DEFINE
ACME PACKET INC	COM	004764106	62416	890010	SH	DEFINE
ACME PACKET INC	COM	004764106	234	3343	SH	DEFINE
ACTIVISION BLIZZARD INC	COM	00507V109	1254	107335	SH	DEFINE
ADOBE SYS INC	COM	00724F101	16602	527900	SH	DEFINE
ADOBE SYS INC	COM	00724F101	6331	201302	SH	DEFINE
ADVANCE AUTO PARTS INC	COM	00751Y106	655	11200	SH	DEFINE
ADVANCE AUTO PARTS INC	COM	00751Y106	1	24	SH	DEFINE
ADVANCED MICRO DEVICES INC	NOTE 6.000% 5/0007903AL1		21433	2103900	PRN	DEFINE
ADVENT SOFTWARE INC	COM	007974108	4913	174400	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	727	25800	SH	DEFINE
ADVENT SOFTWARE INC	COM	007974108	2992	106200	SH	DEFINE
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	492	18000	SH	DEFINE
AEGEAN MARINE PETROLEUM NETW	SHS	Y0017S102	5412	763360	SH	DEFINE
AEGERION PHARMACEUTICALS INC	COM	00767E102	9017	572500	SH	DEFINE
AEGERION PHARMACEUTICALS INC	COM	00767E102	249	15800	SH	DEFINE
AEGERION PHARMACEUTICALS INC	COM	00767E102	1038	65900	SH	DEFINE

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

AEROVIRONMENT INC	COM	008073108	3545	100270	SH	DEFINE
AES CORP	COM	00130H105	1776	139400	SH	DEFINE
AETNA INC NEW	COM	00817Y108	54049	1225870	SH	DEFINE
AETNA INC NEW	COM	00817Y108	423	9588	SH	DEFINE
AETNA INC NEW	COM	00817Y108	63	1440	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	51871	511300	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	1513	14910	SH	DEFINE
AFFILIATED MANAGERS GROUP	COM	008252108	2272	22400	SH	DEFINE
AFLAC INC	COM	001055102	57199	1225349	SH	DEFINE
AFLAC INC	COM	001055102	137228	2939750	SH	DEFINE
AFLAC INC	COM	001055102	18630	399094	SH	DEFINE
AFLAC INC	COM	001055102	43	930	SH	DEFINE
AFLAC INC	COM	001055102	2523	54040	SH	DEFINE
AFLAC INC	COM	001055102	1905	40820	SH	DEFINE
AGCO CORP	COM	001084102	2571	52085	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	160556	3141379	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	6049	118349	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	15	300	SH	OTHER
AGILENT TECHNOLOGIES INC	COM	00846U101	2147	42000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	52	1010	SH	DEFINE
AGL RES INC	COM	001204106	149238	3665870	SH	DEFINE
AGL RES INC	COM	001204106	3	74	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	35466	561800	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	13	200	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	1183	18700	SH	DEFINE
AGRIUM INC	COM	008916108	5775	65750	SH	DEFINE
AGRIUM INC	COM	008916108	136	1545	SH	DEFINE
AGRIUM INC	COM	008916108	82994	944841	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	280937	2939288	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	47790	500000	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	16605	173731	SH	DEFINE
AIR PRODS & CHEMS INC	COM	009158106	81	850	SH	OTHER
AIR PRODS & CHEMS INC	COM	009158106	1348	14100	SH	DEFINE
AIRGAS INC	COM	009363102	525	7500	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	7081	225000	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	252	7995	SH	DEFINE
ALAMO GROUP INC	COM	011311107	6328	267000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	9584	140000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	41076	600000	SH	DEFINE
ALBEMARLE CORP	COM	012653101	58824	850065	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	281	48732	SH	DEFINE
ALCOA INC	COM	013817101	5702	359500	SH	DEFINE
ALCOA INC	COM	013817101	1870	117900	SH	DEFINE
ALCOA INC	COM	013817101	980	61813	SH	DEFINE
ALCOA INC	COM	013817101	10895	686924	SH	DEFINE
ALCOA INC	COM	013817101	12975	818120	SH	DEFINE
ALCOA INC	COM	013817101	5868	370010	SH	DEFINE
ALCOA INC	COM	013817101	117161	7387220	SH	DEFINE
ALCOA INC	COM	013817101	4172	263030	SH	DEFINE
ALCOA INC	COM	013817101	50	3160	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	2084	43266	SH	DEFINE
ALEXANDERS INC	COM	014752109	212646	535632	SH	DEFINE
ALEXANDRIA REAL ESTATE EQ IN	COM	015271109	12915	166820	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	22537	479200	SH	DEFINE
ALEXION PHARMACEUTICALS INC	COM	015351109	143	3030	SH	DEFINE
ALKERMES INC	COM	01642T108	3601	193600	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	45	135	SH	DEFINE
ALLEGHANY CORP DEL	COM	017175100	281423	844834	SH	DEFINE
ALLEGHENY TECHNOLOGIES INC	COM	01741R102	348	5485	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	53146	1073654	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	1058	21368	SH	DEFINE
ALLEGIANTRAVEL CO	COM	01748X102	4371	88300	SH	DEFINE

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

ALLEGIAN T TRAVEL CO	COM		01748X102	3842	77615	SH	DEFINE
ALLERGAN INC	COM		018490102	133847	1607783	SH	DEFINE
ALLERGAN INC	COM		018490102	30105	361625	SH	DEFINE
ALLERGAN INC	COM		018490102	1425	17120	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM		018581108	39481	419700	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	COM		018581108	270	2875	SH	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE	4.750% 5/10	1018581AC2	6233	3000000	PRN	DEFINE
ALLIANCE DATA SYSTEMS CORP	NOTE	1.750% 8/00	1018581AD0	21654	17000000	PRN	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN		01881G106	336	17300	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN		01881G106	31	1570	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN		01881G106	44969	2313214	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN		01881G106	2532	130259	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN		01881G106	445	22890	SH	DEFINE
ALLIANT ENERGY CORP	COM		018802108	64446	1585000	SH	DEFINE
ALLIANT ENERGY CORP	COM		018802108	80	1970	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM		01988P108	77436	3987425	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM		01988P108	5	250	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTN	COM		01988P108	180	9279	SH	DEFINE
ALLSTATE CORP	COM		020002101	3816	125000	SH	DEFINE
ALLSTATE CORP	COM		020002101	2220	72730	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM		02076X102	157564	3467540	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM		02076X102	232	5100	SH	DEFINE
ALPHA NATURAL RESOURCES INC	COM		02076X102	249	5488	SH	DEFINE
ALTERA CORP	COM		021441100	7	160	SH	DEFINE
ALTERA CORP	COM		021441100	4008	86475	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	5870	222260	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	9429	357011	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	757465	28680981	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	12	450	SH	DEFINE
ALTRIA GROUP INC	COM		02209S103	4226	160000	SH	DEFINE
ALZA CORP	SDCV	7/2022	261WAB5	14194	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM		00163U106	5330	283500	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW		023111206	10964	757700	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW		023111206	263	18200	SH	DEFINE
AMARIN CORP PLC	SPONS ADR NEW		023111206	1091	75400	SH	DEFINE
AMAZON COM INC	COM		023135106	132303	646990	SH	DEFINE
AMAZON COM INC	COM		023135106	33236	162532	SH	DEFINE
AMAZON COM INC	COM		023135106	7607	37200	SH	DEFINE
AMAZON COM INC	COM		023135106	1166	5700	SH	DEFINE
AMAZON COM INC	COM		023135106	20960	102500	SH	DEFINE
AMAZON COM INC	COM		023135106	2045	10000	SH	DEFINE
AMAZON COM INC	COM		023135106	195	955	SH	DEFINE
AMAZON COM INC	COM		023135106	1309	6400	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS		02364W105	13971	259300	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS		02364W105	24550	455633	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPON ADR L SHS		02364W105	423057	7851852	SH	DEFINE
AMERICAN ASSETS TR INC	COM		024013104	6118	272510	SH	DEFINE
AMERICAN CAMPUS CMNTYS INC	COM		024835100	8153	229520	SH	DEFINE
AMERICAN ELEC PWR INC	COM		025537101	590366	15667880	SH	DEFINE
AMERICAN ELEC PWR INC	COM		025537101	6885	182715	SH	DEFINE
AMERICAN ELEC PWR INC	COM		025537101	38	1000	SH	OTHER
AMERICAN EXPRESS CO	COM		025816109	31023	600050	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	41642	805454	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	52	1000	SH	OTHER
AMERICAN EXPRESS CO	COM		025816109	1489	28800	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	25386	491033	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	6461	124970	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	30981	599246	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	433	8380	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	12243	236800	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	6342	122660	SH	DEFINE
AMERICAN EXPRESS CO	COM		025816109	398004	7698340	SH	DEFINE

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

AMERICAN EXPRESS CO	COM	025816109	60756	1175173	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	109	2100	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	84	2864	SH	DEFINE
AMERICAN INTL GROUP INC	COM NEW	026874784	543255	18528473	SH	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE 3.250% 7/002744MAA6		3176	2048000	PRN	DEFINE
AMERICAN MED SYS HLDGS INC	NOTE 4.000% 9/102744MAB4		22005	12952000	PRN	DEFINE
AMERICAN NATL INS CO	COM	028591105	65497	845122	SH	DEFINE
AMERICAN PAC CORP	COM	028740108	6416	800000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	123108	2352540	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	35407	676612	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	4971	95000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1047	20000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	19224	367368	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1989	38000	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	354	6760	SH	DEFINE
AMERICAN TOWER CORP	CL A	029912201	1188	22700	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	22253	1284844	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	73625	2500000	SH	DEFINE
AMERICAN WTR WKS CO INC NEW	COM	030420103	5200	176555	SH	DEFINE
AMERIPRISE FINL INC	COM	03076C106	2339	40554	SH	DEFINE
AMERIS BANCORP	COM	03076K108	891	100476	SH	DEFINE
AMERISOURCEBERGEN CORP	COM	03073E105	1628	39316	SH	DEFINE
AMERON INTL INC	COM	030710107	6568	100000	SH	DEFINE
AMETEK INC NEW	COM	031100100	85957	1914400	SH	DEFINE
AMETEK INC NEW	COM	031100100	2205	49112	SH	DEFINE
AMGEN INC	COM	031162100	94755	1623900	SH	DEFINE
AMGEN INC	COM	031162100	5147	88207	SH	DEFINE
AMGEN INC	COM	031162100	606553	10395078	SH	DEFINE
AMGEN INC	COM	031162100	19869	340515	SH	DEFINE
AMGEN INC	COM	031162100	7035	120569	SH	DEFINE
AMGEN INC	COM	031162100	65212	1117597	SH	DEFINE
AMGEN INC	COM	031162100	706	12100	SH	DEFINE
AMGEN INC	COM	031162100	44917	769780	SH	DEFINE
AMGEN INC	COM	031162100	3287	56331	SH	DEFINE
AMGEN INC	COM	031162100	11429	195870	SH	DEFINE
AMGEN INC	COM	031162100	858274	14709060	SH	DEFINE
AMGEN INC	COM	031162100	121987	2090612	SH	DEFINE
AMGEN INC	COM	031162100	198	3400	SH	DEFINE
AMR CORP	NOTE 6.250%10/1001765BC9		9725	10000000	PRN	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	3154	236100	SH	DEFINE
AMYLIN PHARMACEUTICALS INC	COM	032346108	8	562	SH	DEFINE
ANACOR PHARMACEUTICALS INC	COM	032420101	3186	493200	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	197517	2573190	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	15869	206740	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	1366	17800	SH	DEFINE
ANADARKO PETE CORP	COM	032511107	74	960	SH	DEFINE
ANADYS PHARMACEUTICALS INC	COM	03252Q408	552	546471	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	49712	1270110	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	3687	94200	SH	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	125124	2508000	PRN	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	3856	77285	PRN	DEFINE
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	40	800	PRN	OTHER
ANGLOGOLD ASHANTI HLDGS FIN	MAND BD CV 13	03512Q206	933	18710	PRN	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	264380	6281303	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	208	4950	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	2532	140370	SH	DEFINE
ANNALY CAP MGMT INC	COM	035710409	3427	189975	SH	DEFINE
ANSYS INC	COM	03662Q105	88970	1627400	SH	DEFINE
ANTHERA PHARMACEUTICALS INC	COM	03674U102	2635	322500	SH	DEFINE
AOL INC	COM	00184X105	1	36	SH	DEFINE
AOL INC	COM	00184X105	887	44670	SH	DEFINE
AOL INC	COM	00184X105	1012	50960	SH	DEFINE

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

AOL INC	COM	00184X105	3539	178210	SH	DEFINE
AON CORP	COM	037389103	4	75	SH	DEFINE
AON CORP	COM	037389103	23359	455350	SH	DEFINE
AON CORP	COM	037389103	5722	111540	SH	DEFINE
APACHE CORP	COM	037411105	4060	32900	SH	DEFINE
APACHE CORP	COM	037411105	37893	307100	SH	DEFINE
APACHE CORP	COM	037411105	34841	282361	SH	DEFINE
APACHE CORP	COM	037411105	1619	13120	SH	DEFINE
APACHE CORP	COM	037411105	24970	202370	SH	DEFINE
APACHE CORP	COM	037411105	3304	26775	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	23131	350900	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	10169	154265	SH	DEFINE
APACHE CORP	PFD CONV SER D	037411808	53	800	SH	OTHER
APOGEE ENTERPRISES INC	COM	037598109	33381	2605878	SH	DEFINE
APOLLO GROUP INC	CL A	037604105	23989	549210	SH	DEFINE
APPLE INC	COM	037833100	679699	2024910	SH	DEFINE
APPLE INC	COM	037833100	183421	546434	SH	DEFINE
APPLE INC	COM	037833100	67	200	SH	OTHER
APPLE INC	COM	037833100	14837	44200	SH	DEFINE
APPLE INC	COM	037833100	74	220	SH	DEFINE
APPLE INC	COM	037833100	1175	3500	SH	DEFINE
APPLE INC	COM	037833100	21380	63694	SH	DEFINE
APPLE INC	COM	037833100	2350	7000	SH	DEFINE
APPLE INC	COM	037833100	1434	4272	SH	DEFINE
APPLE INC	COM	037833100	1376	4100	SH	DEFINE
APPLIED INDL TECHNOLOGIES IN	COM	03820C105	46057	1293380	SH	DEFINE
APPLIED MATLS INC	COM	038222105	1607	123508	SH	DEFINE
APPLIED MATLS INC	COM	038222105	2506	192650	SH	DEFINE
APTARGROUP INC	COM	038336103	41354	790100	SH	DEFINE
ARBOR RLTY TR INC	COM	038923108	1591	340000	SH	DEFINE
ARCELORMITTAL SA LUXEMBOURG	NOTE 5.000% 5/1	103938LAK0	23566	17000000	PRN	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	16258	509337	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	833	26105	SH	DEFINE
ARCH CAP GROUP LTD	ORD	G0450A105	24055	753600	SH	DEFINE
ARCH COAL INC	COM	039380100	9063	339963	SH	DEFINE
ARCH COAL INC	COM	039380100	13	500	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	134219	4451700	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	15217	504720	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	4164	138102	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	2554	84700	SH	DEFINE
ARCOS DORADOS HOLDINGS INC	SHS CLASS -A -	G0457F107	25304	1199790	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	5960	234084	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	188	7400	SH	DEFINE
ARDEA BIOSCIENCES INC	COM	03969P107	774	30400	SH	DEFINE
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	5211	175352	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	11865	500000	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	28	1200	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	34444	1451490	SH	DEFINE
ARKANSAS BEST CORP DEL	COM	040790107	3402	143360	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	25587	900000	SH	DEFINE
ARM HLDGS PLC	SPONSORED ADR	042068106	151	5300	SH	DEFINE
ARMSTRONG WORLD INDS INC NEW	COM	04247X102	5923	130000	SH	DEFINE
ARQULE INC	COM	04269E107	20451	3272100	SH	DEFINE
ARQULE INC	COM	04269E107	231	37000	SH	DEFINE
ARQULE INC	COM	04269E107	920	147200	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	3052	73550	SH	DEFINE
ARROW ELECTRS INC	COM	042735100	810	19530	SH	DEFINE
ARTIO GLOBAL INVS INC	COM CL A	04315B107	20794	1840190	SH	DEFINE
ARTIO GLOBAL INVS INC	COM CL A	04315B107	1675	148230	SH	DEFINE
ARUBA NETWORKS INC	COM	043176106	69950	2367163	SH	DEFINE
ARUBA NETWORKS INC	COM	043176106	173	5855	SH	DEFINE
ASHLAND INC NEW	COM	044209104	21325	330000	SH	DEFINE

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

ASML HOLDING N V	NY REG SHS	N07059186	1179	31886	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	52018	2021680	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	SHS	G05384105	4063	157906	SH	DEFINE
ASPEN TECHNOLOGY INC	COM	045327103	2148	125000	SH	DEFINE
ASSOCIATED BANC CORP	COM	045487105	74891	5387858	SH	DEFINE
ASSURANT INC	COM	04621X108	30830	850000	SH	DEFINE
ASSURED GUARANTY LTD	COM	G0585R106	2334	143082	SH	DEFINE
ASTEC INDS INC	COM	046224101	45648	1234402	SH	DEFINE
ASTORIA FINL CORP	COM	046265104	185	14453	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	916	18299	SH	DEFINE
AT&T INC	COM	00206R102	846888	26962379	SH	DEFINE
AT&T INC	COM	00206R102	38859	1237154	SH	DEFINE
AT&T INC	COM	00206R102	45	1446	SH	DEFINE
AT&T INC	COM	00206R102	3265	103947	SH	DEFINE
AT&T INC	COM	00206R102	705	22450	SH	DEFINE
AT&T INC	COM	00206R102	1803	57409	SH	DEFINE
AT&T INC	COM	00206R102	5545	176530	SH	DEFINE
AT&T INC	COM	00206R102	520	16570	SH	DEFINE
AT&T INC	COM	00206R102	14621	465500	SH	DEFINE
AT&T INC	COM	00206R102	34	1080	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	856	20836	SH	DEFINE
ATHENAHEALTH INC	COM	04685W103	3818	92889	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	2717	70836	SH	DEFINE
ATLANTIC TELE NETWORK INC	COM NEW	049079205	37	975	SH	DEFINE
ATMEL CORP	COM	049513104	10553	750000	SH	DEFINE
ATMEL CORP	COM	049513104	173	12300	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	635	19100	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	1496	45000	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	20	600	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	68600	1554500	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	97	2200	SH	DEFINE
AURICO GOLD INC	COM	05155C105	14785	1344800	SH	DEFINE
AURIZON MINES LTD	COM	05155P106	5716	1020600	SH	DEFINE
AUTODESK INC	COM	052769106	32231	835000	SH	DEFINE
AUTODESK INC	COM	052769106	5916	153276	SH	DEFINE
AUTODESK INC	COM	052769106	5790	150000	SH	DEFINE
AUTODESK INC	COM	052769106	1235	32000	SH	DEFINE
AUTODESK INC	COM	052769106	22251	576445	SH	DEFINE
AUTODESK INC	COM	052769106	2316	60000	SH	DEFINE
AUTODESK INC	COM	052769106	1428	37000	SH	DEFINE
AUTOLIV INC	COM	052800109	89444	1140136	SH	DEFINE
AUTOLIV INC	COM	052800109	218	2785	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	36876	700000	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	23126	438989	SH	DEFINE
AUTOMATIC DATA PROCESSING IN	COM	053015103	84	1600	SH	OTHER
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	23677	1208000	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	412	21000	SH	DEFINE
AUXILIUM PHARMACEUTICALS INC	COM	05334D107	1691	86300	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	114705	3018570	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	2462	64790	SH	DEFINE
AVAGO TECHNOLOGIES LTD	SHS	Y0486S104	266	7006	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	328	2558	SH	DEFINE
AVALONBAY CMNTYS INC	COM	053484101	18176	141561	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	17847	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	12	300	SH	DEFINE
AVISTA CORP	COM	05379B107	17688	688500	SH	DEFINE
AVISTA CORP	COM	05379B107	83	3225	SH	DEFINE
AVIVA PLC	ADR	05382A104	14117	992073	SH	DEFINE
AVON PRODS INC	COM	054303102	16274	581207	SH	DEFINE
AVON PRODS INC	COM	054303102	11	400	SH	OTHER
AVON PRODS INC	COM	054303102	13154	469780	SH	DEFINE
AVON PRODS INC	COM	054303102	84988	3035297	SH	DEFINE

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

AXIS CAPITAL HOLDINGS	SHS	G0692U109	17907	578380	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	1566	56500	SH	DEFINE
BABCOCK & WILCOX CO NEW	COM	05615F102	11	380	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	70050	499900	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	12982	92645	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	869	6200	SH	DEFINE
BAIDU INC	SPON ADR REP A	056752108	4246	30300	SH	DEFINE
BAKER HUGHES INC	COM	057224107	73470	1012548	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1570	21631	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1122	15460	SH	DEFINE
BAKER HUGHES INC	COM	057224107	3075	42380	SH	DEFINE
BAKER HUGHES INC	COM	057224107	62027	854840	SH	DEFINE
BAKER HUGHES INC	COM	057224107	734	10120	SH	DEFINE
BAKER HUGHES INC	COM	057224107	24570	338618	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1606	22138	SH	DEFINE
BAKER HUGHES INC	COM	057224107	9915	136650	SH	DEFINE
BAKER HUGHES INC	COM	057224107	430084	5927290	SH	DEFINE
BAKER HUGHES INC	COM	057224107	50386	694410	SH	DEFINE
BAKER HUGHES INC	COM	057224107	126	1740	SH	DEFINE
BALDWIN & LYONS INC	CL B	057755209	6557	283000	SH	DEFINE
BALL CORP	COM	058498106	1144	29758	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	20	1000	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	516251	25195328	SH	DEFINE
BANCO BRADESCO S A	SP ADR PFD NEW	059460303	22387	1092597	SH	DEFINE
BANCO SANTANDER SA	ADR	05964H105	6112	531030	SH	DEFINE
BANK HAWAII CORP	COM	062540109	397	8525	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	76	1200	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	828	13025	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	152390	2394889	SH	DEFINE
BANK MONTREAL QUE	COM	063671101	1690	26584	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	203	3375	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	7422	123204	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	6629	110000	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1264	21000	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	352280	5845970	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	68253	1132970	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	2408	40000	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1162	19278	SH	DEFINE
BANK NOVA SCOTIA HALIFAX	COM	064149107	1488	24700	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	1835	167400	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	493862	45060401	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	3295	300640	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	492625	44947544	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	9675	882730	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	14391	1313060	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	304	27750	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	23243	2120692	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	4251	387900	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	158414	14453858	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	23941	2184370	SH	DEFINE
BANK OF AMERICA CORPORATION	COM	060505104	71	6470	SH	DEFINE
BANK OF AMERICA CORPORATION	7.25%CNV PFD L	060505682	836671	835668	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	2296	89600	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	8452	329885	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	9916	387040	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	4705	183640	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	39024	1523199	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	439	17120	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	22192	866206	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	1566	61132	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	3325	129770	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	6715	262100	SH	DEFINE

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

BANK OF NEW YORK MELLON CORP	COM	064058100	45449	1773948	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	110	4310	SH	DEFINE
BANRO CORP	COM	066800103	26683	7020300	SH	DEFINE
BANRO CORP	-W EXP 09/17/2010	066800111	906	600000	SH	DEFINE
BAR HBR BANKSHARES	COM	066849100	4260	151070	SH	DEFINE
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	808	31475	SH	DEFINE
BARD C R INC	COM	067383109	72837	663000	SH	DEFINE
BARD C R INC	COM	067383109	1852	16857	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	38508	830800	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	533	11500	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	34	740	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	2192	47300	SH	DEFINE
BARRETT BILL CORP	COM	06846N104	3909	84330	SH	DEFINE
BARRETT BILL CORP	NOTE 5.000% 3/10	06846NAA2	362	350000	PRN	DEFINE
BARRICK GOLD CORP	COM	067901108	188623	4164733	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	1318	29099	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	14811	326100	SH	DEFINE
BASSETT FURNITURE INDS INC	COM	070203104	962	122100	SH	DEFINE
BAXTER INTL INC	COM	071813109	26264	440000	SH	DEFINE
BAXTER INTL INC	COM	071813109	4393	73591	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	1082	19800	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	45	825	SH	DEFINE
BAYTEX ENERGY CORP	COM	07317Q105	35162	643039	SH	DEFINE
BB&T CORP	COM	054937107	143	5342	SH	DEFINE
BB&T CORP	COM	054937107	3699	137810	SH	DEFINE
BB&T CORP	COM	054937107	2068	77060	SH	DEFINE
BB&T CORP	COM	054937107	429	16000	SH	DEFINE
BB&T CORP	COM	054937107	1215	45270	SH	DEFINE
BCE INC	COM NEW	05534B760	2221	56516	SH	DEFINE
BCE INC	COM NEW	05534B760	125963	3211193	SH	DEFINE
BECKMAN COULTER INC	NOTE 2.500%12/10	075811AD1	9590	8000000	PRN	DEFINE
BECTON DICKINSON & CO	COM	075887109	355085	4120754	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	10816	125518	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	231	2685	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	112	1300	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	216	3696	SH	DEFINE
BEMIS INC	COM	081437105	98285	2909549	SH	DEFINE
BEMIS INC	COM	081437105	5740	169922	SH	DEFINE
BENCHMARK ELECTRS INC	COM	08160H101	112106	6794300	SH	DEFINE
BERKLEY W R CORP	COM	084423102	2203	67900	SH	DEFINE
BERKLEY W R CORP	COM	084423102	707	21800	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1486	45810	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	1277	11	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	21363	184	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	4876	42	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL A	084670108	232	2	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	34001	439340	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	116	1500	SH	DEFINE
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	77	1000	SH	DEFINE
BEST BUY INC	COM	086516101	1633	52000	SH	DEFINE
BEST BUY INC	COM	086516101	11906	379053	SH	DEFINE
BEST BUY INC	COM	086516101	3100	98683	SH	DEFINE
BEST BUY INC	COM	086516101	26	820	SH	DEFINE
BEST BUY INC	COM	086516101	590	18770	SH	DEFINE
BEST BUY INC	COM	086516101	3176	101130	SH	DEFINE
BEST BUY INC	SDCV 2.250% 1/10	086516AF8	16200	16000000	PRN	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	14619	154491	SH	DEFINE
BHP BILLITON PLC	SPONSORED ADR	05545E209	24565	313210	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	4814	612449	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	77348	723422	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	688	6439	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	14791	138338	SH	DEFINE

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

BIOGEN IDEC INC	COM	09062X103	1948	18220	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	2795	26145	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	931	8710	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	114636	1072170	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	7700	72020	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	8483	311778	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE	1.875% 4/209061GAD3	14896	10300000	PRN	DEFINE
BIOSPECIFICS TECHNOLOGIES CO	COM	090931106	4255	189950	SH	DEFINE
BLACKROCK INC	COM	09247X101	187251	976238	SH	DEFINE
BLACKROCK INC	COM	09247X101	25453	132701	SH	DEFINE
BLACKROCK INC	COM	09247X101	2628	13700	SH	DEFINE
BLACKROCK INC	COM	09247X101	21	110	SH	DEFINE
BLACKROCK INC	COM	09247X101	423	2204	SH	DEFINE
BLACKROCK MUNIHOLDNGS QLTY I	COM	09254A101	164	13000	SH	DEFINE
BLACKROCK MUNIYIELD NY QLTY	COM	09255E102	150	11842	SH	DEFINE
BLACKROCK NY MUNI INC QLTY T	COM	09249U105	496	36750	SH	DEFINE
BLACKSTONE GROUP L P	COM	UNIT LTD 09253U108	515	31080	SH	DEFINE
BLOCK H & R INC	COM	093671105	488	30400	SH	DEFINE
BLUE NILE INC	COM	09578R103	28390	645520	SH	DEFINE
BLUE NILE INC	COM	09578R103	712	16200	SH	DEFINE
BLUE NILE INC	COM	09578R103	2929	66600	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	547	10007	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT	LTD PARTNER 096627104	9132	314475	SH	DEFINE
BOARDWALK PIPELINE PARTNERS	UT	LTD PARTNER 096627104	290	10000	SH	DEFINE
BOEING CO	COM	097023105	147883	2000310	SH	DEFINE
BOEING CO	COM	097023105	3524	47671	SH	DEFINE
BOEING CO	COM	097023105	34	460	SH	DEFINE
BOEING CO	COM	097023105	647	8749	SH	DEFINE
BOEING CO	COM	097023105	1320	17849	SH	DEFINE
BORGWARNER INC	COM	099724106	226644	2805353	SH	DEFINE
BORGWARNER INC	COM	099724106	11106	137467	SH	DEFINE
BORGWARNER INC	COM	099724106	1802	22300	SH	DEFINE
BORGWARNER INC	COM	099724106	55	680	SH	DEFINE
BORGWARNER INC	COM	099724106	453	5608	SH	DEFINE
BORGWARNER INC	NOTE	3.500% 4/1099724AF3	16706	6750000	PRN	DEFINE
BOSTON BEER INC	CL	A 100557107	2589	28900	SH	DEFINE
BOSTON BEER INC	CL	A 100557107	287	3205	SH	DEFINE
BOSTON BEER INC	CL	A 100557107	1174	13100	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	316	2980	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	39199	369243	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	121	17550	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	319394	46222048	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	66126	2676082	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	1517	61400	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	5918	239500	SH	DEFINE
BOTTOMLINE TECH DEL INC	COM	101388106	17109	692389	SH	DEFINE
BP PLC	SPONSORED	ADR 055622104	934355	21096302	SH	DEFINE
BP PLC	SPONSORED	ADR 055622104	4332	97814	SH	DEFINE
BP PLC	SPONSORED	ADR 055622104	162	3655	SH	DEFINE
BP PLC	SPONSORED	ADR 055622104	12629	285152	SH	DEFINE
BP PLC	SPONSORED	ADR 055622104	8	180	SH	DEFINE
BP PLC	SPONSORED	ADR 055622104	10793	243700	SH	DEFINE
BP PRUDHOE BAY RTY TR	UNIT	BEN INT 055630107	7443	66674	SH	DEFINE
BRADY CORP	CL	A 104674106	196371	6125097	SH	DEFINE
BRADY CORP	CL	A 104674106	64	2000	SH	DEFINE
BRE PROPERTIES INC	CL	A 05564E106	32	632	SH	DEFINE
BRE PROPERTIES INC	CL	A 05564E106	3525	70670	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	34079	1715985	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	42	2112	SH	DEFINE
BRIGHAM EXPLORATION CO	COM	109178103	14540	485800	SH	DEFINE
BRINKER INTL INC	COM	109641100	29	1200	SH	DEFINE
BRINKER INTL INC	COM	109641100	38967	1593090	SH	DEFINE

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

BRISTOL MYERS SQUIBB CO	COM	110122108	19127	660469	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	20	700	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	454	15660	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	11003	379930	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	141361	2770705	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	708	13880	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	143	1625	SH	DEFINE
BRITISH AMERN TOB PLC	SPONSORED ADR	110448107	6587	74850	SH	DEFINE
BROADCOM CORP	CL A	111320107	11438	340000	SH	DEFINE
BROADCOM CORP	CL A	111320107	3994	118721	SH	DEFINE
BROADCOM CORP	CL A	111320107	10	300	SH	OTHER
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	201	8359	SH	DEFINE
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	2003	83200	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	7564	1170900	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	5382	833093	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	563	87160	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	36184	5601171	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	1508	233421	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	4796	742440	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	231038	35764400	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	30244	4681740	SH	DEFINE
BROCADE COMMUNICATIONS SYS I	COM NEW	111621306	90	14000	SH	DEFINE
BROOKDALE SR LIVING INC	NOTE 2.750% 6/1	1112463AA2	25856	25000000	PRN	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	2379	71545	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	7	200	SH	DEFINE
BROOKFIELD ASSET MGMT INC	CL A LTD VT SH	112585104	168169	5052676	SH	DEFINE
BROOKFIELD INFRAST PARTNERS	LP INT UNIT	G16252101	240753	9610915	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	3187	165093	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	1981	102500	SH	DEFINE
BROOKFIELD OFFICE PPTYS INC	COM	112900105	6746	349140	SH	DEFINE
BROWN FORMAN CORP	CL A	115637100	19845	275619	SH	DEFINE
BROWN FORMAN CORP	CL B	115637209	1656	22177	SH	DEFINE
BROWN SHOE INC NEW	COM	115736100	41568	3903118	SH	DEFINE
BRUNSWICK CORP	COM	117043109	39403	1931500	SH	DEFINE
BT GROUP PLC	ADR	05577E101	251	7675	SH	DEFINE
BUCKEYE PARTNERS L P	UNIT LTD PARTN	118230101	479	7412	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	53963	813800	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	961	14500	SH	DEFINE
BUFFALO WILD WINGS INC	COM	119848109	4071	61400	SH	DEFINE
BUNGE LIMITED	COM	G16962105	6095	88394	SH	DEFINE
BUNGE LIMITED	COM	G16962105	30161	437430	SH	DEFINE
BUNGE LIMITED	COM	G16962105	13705	198774	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	79467	1007950	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	1679	21300	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM NEW	12541W209	198	2512	SH	DEFINE
CA INC	COM	12673P105	398	17436	SH	DEFINE
CABOT CORP	COM	127055101	51153	1283000	SH	DEFINE
CABOT CORP	COM	127055101	492	12340	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	3785	411456	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	367	39902	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	1491	162110	SH	DEFINE
CAE INC	COM	124765108	8977	665296	SH	DEFINE
CAL DIVE INTL INC	NOTE 3.250%12/1	1127914AB5	9988	10000000	PRN	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	8667	469253	SH	DEFINE
CALIFORNIA WTR SVC GROUP	COM	130788102	213	11400	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	9952	1600000	SH	DEFINE
CALLAWAY GOLF CO	COM	131193104	30	4800	SH	DEFINE
CALLON PETE CO DEL	COM	13123X102	38166	5436818	SH	DEFINE
CALPINE CORP	COM NEW	131347304	32583	2020000	SH	DEFINE
CALPINE CORP	COM NEW	131347304	7	443	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	87	1365	SH	DEFINE
CAMDEN PPTY TR	SH BEN INT	133131102	12727	200040	SH	DEFINE

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

CAMERON INTERNATIONAL CORP	COM	13342B105	124933	2484270	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	1524	30295	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	393	11365	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	15648	373204	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	210	5021	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	180858	4312980	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	5040	120300	SH	DEFINE
CANADIAN NAT RES LTD	COM	136385101	793	18900	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	40146	502450	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	8792	110035	SH	DEFINE
CANADIAN NATL RY CO	COM	136375102	185004	2312316	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	31160	500000	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	273	4386	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	10996	176192	SH	DEFINE
CANADIAN PAC RY LTD	COM	13645T100	673	10800	SH	DEFINE
CANON INC	ADR	138006309	1906	40040	SH	DEFINE
CANON INC	ADR	138006309	207	4352	SH	DEFINE
CAPE BANCORP INC	COM	139209100	20	2000	SH	DEFINE
CAPE BANCORP INC	COM	139209100	2647	264663	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	667	12917	SH	DEFINE
CAPITAL ONE FINL CORP	COM	14040H105	3641	70475	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	197	30480	SH	DEFINE
CAPITALSOURCE INC	SDCV	4.000% 7/114055XAE2	134250	133582000	PRN	DEFINE
CAPITALSOURCE INC	NOTE	7.250% 7/114055XAG7	13215	12676000	PRN	DEFINE
CARBO CERAMICS INC	COM	140781105	8148	50000	SH	DEFINE
CARBO CERAMICS INC	COM	140781105	13	81	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	13626	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	844	18579	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	4982	109680	SH	DEFINE
CARDIOME PHARMA CORP	COM NEW	14159U202	3672	825228	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	256	12125	SH	DEFINE
CAREFUSION CORP	COM	14170T101	20378	750000	SH	DEFINE
CAREFUSION CORP	COM	14170T101	231	8508	SH	DEFINE
CARLISLE COS INC	COM	142339100	91676	1862204	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	41393	1100000	SH	DEFINE
CARNIVAL CORP	PAIRED CTF	143658300	125	3328	SH	DEFINE
CASELLA WASTE SYS INC	CL A	147448104	10632	1742993	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	28587	649700	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	4968	112900	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	1144	26000	SH	DEFINE
CASEYS GEN STORES INC	COM	147528103	3045	69200	SH	DEFINE
CATALYST HEALTH SOLUTIONS IN	COM	14888B103	728	13035	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	99519	934800	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	35927	337467	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	30	280	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	386	3625	SH	DEFINE
CATERPILLAR INC DEL	COM	149123101	958	9002	SH	DEFINE
CATO CORP NEW	CL A	149205106	47069	1634324	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	1354	17164	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	599	7590	SH	DEFINE
CDN IMPERIAL BK OF COMMERCE	COM	136069101	254972	3228253	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	1829	34300	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	382020	7166039	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	15763	295685	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	64	1200	SH	OTHER
CELANESE CORP DEL	COM SER A	150870103	95	1780	SH	DEFINE
CELANESE CORP DEL	COM SER A	150870103	687	12890	SH	DEFINE
CELGENE CORP	COM	151020104	163419	2709212	SH	DEFINE
CELGENE CORP	COM	151020104	65438	1084855	SH	DEFINE
CELGENE CORP	COM	151020104	24	400	SH	OTHER
CELGENE CORP	COM	151020104	953	15800	SH	DEFINE
CELGENE CORP	COM	151020104	45	740	SH	DEFINE

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

CELGENE CORP	COM	151020104	297	4931	SH	DEFINE
CELLDEX THERAPEUTICS INC NEW	COM	15117B103	1048	295100	SH	DEFINE
CEMEX SAB DE CV	SPON ADR NEW	151290889	89	10333	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	79	2100	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	49	1300	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	1006	26700	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	81853	2168086	SH	DEFINE
CENOVUS ENERGY INC	COM	15135U109	4145	109887	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	204336	10560000	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	19	1000	SH	DEFINE
CENTRAL GOLDTRUST	TR UNIT	153546106	625	11041	SH	DEFINE
CENTURYLINK INC	COM	156700106	236879	5859000	SH	DEFINE
CENTURYLINK INC	COM	156700106	14701	363622	SH	DEFINE
CEPHALON INC	COM	156708109	216616	2711095	SH	DEFINE
CEPHALON INC	NOTE 2.500% 5/01	156708AR0	12300	10000000	PRN	DEFINE
CERADYNE INC	COM	156710105	66825	1713890	SH	DEFINE
CERNER CORP	COM	156782104	129932	2126200	SH	DEFINE
CERNER CORP	COM	156782104	4571	74802	SH	DEFINE
CERNER CORP	COM	156782104	449	7342	SH	DEFINE
CF INDS HLDGS INC	COM	125269100	23886	168600	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	17888	4300000	SH	DEFINE
CHARTER COMMUNICATIONS INC D	CL A NEW	16117M305	354458	6532586	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	1777	110300	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	258	16000	SH	DEFINE
CHATHAM LODGING TR	COM	16208T102	1063	66000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	11370	200000	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	2022	35560	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	9836	173018	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	4424	77820	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	3045	53570	SH	DEFINE
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	24794	436137	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	6889	1350700	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	246	48300	SH	DEFINE
CHELSEA THERAPEUTICS INTL LT	COM	163428105	988	193800	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	26355	1404867	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	2500	84200	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	23800	801630	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	349	11742	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	17318	583280	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	3595	121090	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	51040	1719086	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	31753	1069473	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	7073	238220	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	6665	224490	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	15554	523896	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	108	3630	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	294225	2861000	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	340903	3314890	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	77705	755587	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	4214	40980	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	24634	239536	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	4960	48231	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	70362	684187	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	817	7940	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	28999	281979	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	4636	45083	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	19006	184810	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	400790	3897220	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	65374	635691	SH	DEFINE
CHEVRON CORP NEW	COM	166764100	195	1900	SH	DEFINE
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	3040	78150	SH	DEFINE
CHICOS FAS INC	COM	168615102	3	200	SH	DEFINE

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

CHICOS FAS INC	COM	168615102	12390	813500	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	1	20	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	12758	272730	SH	DEFINE
CHINA MOBILE LIMITED	SPONSORED ADR	16941M109	10727	229299	SH	DEFINE
CHINA SEC & SURVE TECH INC	COM	16942J105	8082	1524899	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	1	50	SH	DEFINE
CHINA SOUTHN AIRLS LTD	SPON ADR CL H	169409109	4215	155863	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	26	400	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	11646	177931	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	11282	172380	SH	DEFINE
CHINA TELECOM CORP LTD	SPON ADR H SHS	169426103	975	14900	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	91458	296760	SH	DEFINE
CHIPOTLE MEXICAN GRILL INC	COM	169656105	1065	3455	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	20318	3533650	SH	DEFINE
CHUBB CORP	COM	171232101	63311	1011200	SH	DEFINE
CHUBB CORP	COM	171232101	20529	327890	SH	DEFINE
CHUBB CORP	COM	171232101	63	1000	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW11	17133Q502	475	13734	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPON ADR NEW11	17133Q502	1606	46480	SH	DEFINE
CHURCH & DWIGHT INC	COM	171340102	5386	132867	SH	DEFINE
CIBER INC	COM	17163B102	4091	737200	SH	DEFINE
CIBER INC	COM	17163B102	604	108800	SH	DEFINE
CIBER INC	COM	17163B102	2455	442400	SH	DEFINE
CIGNA CORP	COM	125509109	2448	47593	SH	DEFINE
CIGNA CORP	COM	125509109	4219	82025	SH	DEFINE
CIMAREX ENERGY CO	COM	171798101	1489	16558	SH	DEFINE
CINTAS CORP	COM	172908105	52399	1586398	SH	DEFINE
CINTAS CORP	COM	172908105	221	6700	SH	DEFINE
CIRCOR INTL INC	COM	17273K109	26187	611408	SH	DEFINE
CISCO SYS INC	COM	17275R102	208149	13334320	SH	DEFINE
CISCO SYS INC	COM	17275R102	28182	1805407	SH	DEFINE
CISCO SYS INC	COM	17275R102	19	1200	SH	OTHER
CISCO SYS INC	COM	17275R102	400414	25651146	SH	DEFINE
CISCO SYS INC	COM	17275R102	16485	1056074	SH	DEFINE
CISCO SYS INC	COM	17275R102	5085	325770	SH	DEFINE
CISCO SYS INC	COM	17275R102	35092	2248074	SH	DEFINE
CISCO SYS INC	COM	17275R102	546	34950	SH	DEFINE
CISCO SYS INC	COM	17275R102	48647	3116418	SH	DEFINE
CISCO SYS INC	COM	17275R102	1798	115198	SH	DEFINE
CISCO SYS INC	COM	17275R102	8196	525080	SH	DEFINE
CISCO SYS INC	COM	17275R102	547574	35078380	SH	DEFINE
CISCO SYS INC	COM	17275R102	74375	4764546	SH	DEFINE
CISCO SYS INC	COM	17275R102	142	9070	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	214131	4838021	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	156	3535	SH	DEFINE
CIT GROUP INC	COM NEW	125581801	214196	4839500	SH	DEFINE
CITI TRENDS INC	COM	17306X102	2927	194100	SH	DEFINE
CITI TRENDS INC	COM	17306X102	418	27700	SH	DEFINE
CITI TRENDS INC	COM	17306X102	1844	122300	SH	DEFINE
CITI TRENDS INC	COM	17306X102	2158	143130	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	275192	2290400	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	3383	28155	SH	DEFINE
CITIGROUP INC	UNIT 99/99/9999	172967416	48	400	SH	OTHER
CITIGROUP INC	UNIT 99/99/9999	172967416	994	8275	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	38471	923900	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	217367	5220161	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	1667	40045	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	15934	382663	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	3079	73940	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	32940	791066	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	545	13098	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	39257	942768	SH	DEFINE

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

CITIGROUP INC	COM NEW	172967424	8	189	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	217366	5220130	SH	DEFINE
CITIGROUP INC	COM NEW	172967424	2349	56407	SH	DEFINE
CITIZENS CMNTY BANCORP INC M	COM	174903104	790	143700	SH	DEFINE
CITRIX SYS INC	COM	177376100	215068	2688360	SH	DEFINE
CITRIX SYS INC	COM	177376100	20570	257120	SH	DEFINE
CITRIX SYS INC	COM	177376100	1908	23850	SH	DEFINE
CITRIX SYS INC	COM	177376100	512	6406	SH	DEFINE
CLARCOR INC	COM	179895107	4341	91825	SH	DEFINE
CLAYMORE EXCHANGE TRD FD TR	GUGG AIRLINE ETF	18383Q812	248	6955	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	4409	42700	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	799	7735	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	2643	25600	SH	DEFINE
CLECO CORP NEW	COM	12561W105	24395	700000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	17750	192000	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	120	1300	SH	DEFINE
CLIFFS NATURAL RESOURCES INC	COM	18683K101	3298	35675	SH	DEFINE
CLOROX CO DEL	COM	189054109	4933	73150	SH	DEFINE
CME GROUP INC	COM	12572Q105	5832	20000	SH	DEFINE
CME GROUP INC	COM	12572Q105	581	1994	SH	DEFINE
CMS ENERGY CORP	COM	125896100	27566	1400000	SH	DEFINE
CMS ENERGY CORP	COM	125896100	30	1500	SH	DEFINE
CMS ENERGY CORP	NOTE 5.500% 6/1	125896BD1	21731	15000000	PRN	DEFINE
CNH GLOBAL N V	SHS NEW	N20935206	30667	793455	SH	DEFINE
CNO FINL GROUP INC	COM	12621E103	44977	5686122	SH	DEFINE
COACH INC	COM	189754104	8281	129532	SH	DEFINE
COAST DISTR SYS	COM	190345108	194	66800	SH	DEFINE
COBALT INTL ENERGY INC	COM	19075F106	8323	610610	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	1879	540000	SH	DEFINE
COCA COLA CO	COM	191216100	27952	415400	SH	DEFINE
COCA COLA CO	COM	191216100	34140	507351	SH	DEFINE
COCA COLA CO	COM	191216100	1553	23080	SH	DEFINE
COCA COLA ENTERPRISES INC NE	COM	19122T109	358582	12288614	SH	DEFINE
COGENT COMM GROUP INC	COM NEW	19239V302	13205	776318	SH	DEFINE
COGNEX CORP	COM	192422103	5378	151800	SH	DEFINE
COGNEX CORP	COM	192422103	758	21400	SH	DEFINE
COGNEX CORP	COM	192422103	3238	91400	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	71763	978500	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1382	18842	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	1981	27010	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	346	4724	SH	DEFINE
COHERENT INC	COM	192479103	46	825	SH	DEFINE
COHERENT INC	COM	192479103	12539	226870	SH	DEFINE
COHU INC	COM	192576106	37994	2898105	SH	DEFINE
COINSTAR INC	COM	19259P300	8443	154800	SH	DEFINE
COINSTAR INC	COM	19259P300	1321	24225	SH	DEFINE
COINSTAR INC	COM	19259P300	4963	91000	SH	DEFINE
COINSTAR INC	NOTE 4.000% 9/0	19259PAF9	26138	17000000	PRN	DEFINE
COLFAX CORP	COM	194014106	5377	216800	SH	DEFINE
COLFAX CORP	COM	194014106	811	32700	SH	DEFINE
COLFAX CORP	COM	194014106	3254	131200	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	64857	741981	SH	DEFINE
COLGATE PALMOLIVE CO	COM	194162103	11390	130303	SH	DEFINE
COLONIAL PPTYS TR	COM SH BEN INT	195872106	9602	470710	SH	DEFINE
COLONY FINL INC	COM	19624R106	15862	877827	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	57163	2255838	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	2991	118021	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	1377	54340	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	3770	148775	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	2083	82196	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	12952	511120	SH	DEFINE
COMCAST CORP NEW	CL A	20030N101	40168	1585150	SH	DEFINE

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

COMCAST CORP NEW	CL A SPL	20030N200	2348	96898	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	77475	3197480	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	26587	1097263	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1618	66770	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1279	52770	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	675	27840	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	13227	545908	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1691	69772	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	1017	41985	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	856054	35330338	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	69327	2861224	SH	DEFINE
COMCAST CORP NEW	CL A SPL	20030N200	215	8870	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	15139	1055000	SH	DEFINE
COMMERCIAL METALS CO	COM	201723103	3	200	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	45456	1770100	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	13	500	SH	DEFINE
COMMUNITY HEALTH SYS INC NEW	COM	203668108	226757	8830086	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	12518	281618	SH	DEFINE
COMMVAULT SYSTEMS INC	COM	204166102	5	110	SH	DEFINE
COMPANHIA ENERGETICA DE MINA	SP ADR N-V PFD	204409601	925	44820	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	330	26480	SH	DEFINE
COMPANHIA SIDERURGICA NACION	SPONSORED ADR	20440W105	4406	353600	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	88	1500	SH	DEFINE
COMPANIA CERVECERIAS UNIDAS	SPONSORED ADR	204429104	17024	289578	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	12587	331403	SH	DEFINE
COMPANIA DE MINAS BUENAVENTU	SPONSORED ADR	204448104	69585	1832150	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	11354	178857	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	4384	115500	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	37960	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	770	20280	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	7076	186400	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	21648	751930	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	939	32600	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	3815	132500	SH	DEFINE
COMSTOCK RES INC	COM NEW	205768203	4132	143511	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	274	10600	SH	DEFINE
CONCHO RES INC	COM	20605P101	117251	1276560	SH	DEFINE
CONCHO RES INC	COM	20605P101	402	4379	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	1181	23595	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	13835	184000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	728991	9695320	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	33427	444569	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	49	650	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	9830	130740	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	2676	35585	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	7888	162700	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	400100	7515020	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	798	14995	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	7084	133064	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1	14	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1054	19800	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	5592	105030	SH	DEFINE
CONSTELLATION BRANDS INC	CL A	21036P108	967	46448	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	87308	2300000	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	63	1650	SH	DEFINE
CONSTELLATION ENERGY GROUP I	COM	210371100	39171	1031889	SH	DEFINE
CONTINENTAL MATLS CORP	COM PAR \$0.25	211615307	1984	129700	SH	DEFINE
CON-WAY INC	COM	205944101	1191	30685	SH	DEFINE
COOPER INDUSTRIES PLC	SHS	G24140108	37198	623400	SH	DEFINE
COOPER INDUSTRIES PLC	SHS	G24140108	35	585	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	348	5215	SH	DEFINE
COPA HOLDINGS SA	CL A	P31076105	102699	1538792	SH	DEFINE

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

CORCEPT THERAPEUTICS INC	COM	218352102	2153	539675	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	14815	268000	SH	DEFINE
CORN PRODS INTL INC	COM	219023108	1351	24435	SH	DEFINE
CORNING INC	COM	219350105	11482	632640	SH	DEFINE
CORNING INC	COM	219350105	21375	1177691	SH	DEFINE
COST PLUS INC CALIF	COM	221485105	9524	952406	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	16143	198712	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	42961	528815	SH	DEFINE
COSTCO WHSL CORP NEW	COM	22160K105	33	410	SH	DEFINE
COUNTRY STYLE COOKING RESTAU	SPONSORED ADR	22238M109	205	15450	SH	DEFINE
COVANCE INC	COM	222816100	11874	200000	SH	DEFINE
COVANCE INC	COM	222816100	62	1050	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	32602	893930	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	40	1100	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	101238	2775920	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	1176	22100	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	18631	350000	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	9428	177127	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	11	200	SH	OTHER
COVIDIEN PLC	SHS	G2554F113	0	5	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	1208	22687	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	1	12	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	2568	48240	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	173305	3255785	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	41655	782542	SH	DEFINE
COVIDIEN PLC	SHS	G2554F113	173120	2010690	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	265	6800	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	780	20000	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	780	20000	SH	DEFINE
CREE INC	COM	225447101	3891	115840	SH	DEFINE
CREE INC	COM	225447101	12642	376365	SH	DEFINE
CREE INC	COM	225447101	8	250	SH	DEFINE
CRH PLC	ADR	12626K203	9434	418917	SH	DEFINE
CRH PLC	ADR	12626K203	202	8963	SH	DEFINE
CROSS A T CO	CL A	227478104	7517	660000	SH	DEFINE
CROWN HOLDINGS INC	COM	228368106	345	8900	SH	DEFINE
CSX CORP	COM	126408103	11252	429141	SH	DEFINE
CSX CORP	COM	126408103	63	2400	SH	OTHER
CTC MEDIA INC	COM	12642X106	99778	4679997	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	22988	533620	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	9767	226712	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	1820	42250	SH	DEFINE
CTRIIP COM INTL LTD	AMERICAN DEP SHS	22943F100	306	7100	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	412	7250	SH	DEFINE
CUMMINS INC	COM	231021106	182723	1765620	SH	DEFINE
CUMMINS INC	COM	231021106	30666	296314	SH	DEFINE
CUMMINS INC	COM	231021106	310	3000	SH	DEFINE
CUMMINS INC	COM	231021106	581	5612	SH	DEFINE
CURIS INC	COM	231269101	3017	842700	SH	DEFINE
CVR ENERGY INC	COM	12662P108	5983	243000	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	53207	1415824	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	9179	244254	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1253811	33363786	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	19172	510173	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	4202	111810	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	28281	752550	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	508	13530	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	8471	225400	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	1692	45025	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	10308	274290	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	496577	13213872	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	82896	2205851	SH	DEFINE
CVS CAREMARK CORPORATION	COM	126650100	144	3830	SH	DEFINE

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

CYMER INC	COM	232572107	11605	234400	SH	DEFINE
CYMER INC	COM	232572107	649	13100	SH	DEFINE
CYMER INC	COM	232572107	2693	54400	SH	DEFINE
CYTEC INDS INC	COM	232820100	23	400	SH	DEFINE
CYTEC INDS INC	COM	232820100	761	13310	SH	DEFINE
CYTOKINETICS INC	COM	23282W100	1047	837300	SH	DEFINE
D R HORTON INC	COM	23331A109	37082	3218944	SH	DEFINE
D R HORTON INC	COM	23331A109	63	5473	SH	DEFINE
DANAHER CORP DEL	COM	235851102	103731	1957550	SH	DEFINE
DANAHER CORP DEL	COM	235851102	27264	514515	SH	DEFINE
DANAHER CORP DEL	COM	235851102	6094	115000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1272	24000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	21832	412000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	2385	45000	SH	DEFINE
DANAHER CORP DEL	COM	235851102	374	7063	SH	DEFINE
DANAHER CORP DEL	COM	235851102	1431	27000	SH	DEFINE
DAVITA INC	COM	23918K108	79542	918390	SH	DEFINE
DAVITA INC	COM	23918K108	191	2200	SH	DEFINE
DEAN FOODS CO NEW	COM	242370104	1091	88900	SH	DEFINE
DEERE & CO	COM	244199105	16490	200000	SH	DEFINE
DEERE & CO	COM	244199105	8141	98735	SH	DEFINE
DELL INC	COM	24702R101	518	31059	SH	DEFINE
DELL INC	COM	24702R101	12024	721283	SH	DEFINE
DELL INC	COM	24702R101	5168	310020	SH	DEFINE
DELL INC	COM	24702R101	33856	2030933	SH	DEFINE
DELL INC	COM	24702R101	560	33580	SH	DEFINE
DELL INC	COM	24702R101	48417	2904428	SH	DEFINE
DELL INC	COM	24702R101	1508	90474	SH	DEFINE
DELL INC	COM	24702R101	9681	580770	SH	DEFINE
DELL INC	COM	24702R101	232696	13958986	SH	DEFINE
DELL INC	COM	24702R101	49247	2954220	SH	DEFINE
DELL INC	COM	24702R101	158	9490	SH	DEFINE
DELTA APPAREL INC	COM	247368103	13175	775000	SH	DEFINE
DENBURY RES INC	COM NEW	247916208	28704	1435200	SH	DEFINE
DENDREON CORP	COM	24823Q107	51438	1304200	SH	DEFINE
DENDREON CORP	COM	24823Q107	14825	375895	SH	DEFINE
DENDREON CORP	COM	24823Q107	10215	259000	SH	DEFINE
DENDREON CORP	COM	24823Q107	1302	33000	SH	DEFINE
DENDREON CORP	COM	24823Q107	22737	576500	SH	DEFINE
DENDREON CORP	COM	24823Q107	2564	65000	SH	DEFINE
DENDREON CORP	COM	24823Q107	1558	39500	SH	DEFINE
DENDREON CORP	NOTE	2.875% 1/124823QAC1	27594	25000000	PRN	DEFINE
DENTSPLY INTL INC NEW	COM	249030107	312	8200	SH	DEFINE
DEPOMED INC	COM	249908104	1580	193200	SH	DEFINE
DESCARTES SYSTEMS GROUP INC	COM	249906108	2755	383300	SH	DEFINE
DEVELOPERS DIVERSIFIED RLTY	COM	251591103	9088	644528	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	2963	37600	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	129199	1639370	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	34895	442776	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	16	200	SH	OTHER
DEVON ENERGY CORP NEW	COM	25179M103	1056	13400	SH	DEFINE
DEVON ENERGY CORP NEW	COM	25179M103	70	890	SH	DEFINE
DEVRY INC DEL	COM	251893103	5312	89840	SH	DEFINE
DEX ONE CORP	COM	25212W100	37163	14689039	SH	DEFINE
DEX ONE CORP	COM	25212W100	5	2000	SH	DEFINE
DEX ONE CORP	COM	25212W100	64	25281	SH	DEFINE
DEXCOM INC	COM	252131107	10721	739900	SH	DEFINE
DEXCOM INC	COM	252131107	1090	75200	SH	DEFINE
DEXCOM INC	COM	252131107	4493	310100	SH	DEFINE
DHT HOLDINGS INC	COM	Y2065G105	1817	474310	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	25093	306500	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	41402	505710	SH	DEFINE

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

DIAGEO P L C	SPON ADR NEW	25243Q205	57	700	SH	OTHER
DIAGEO P L C	SPON ADR NEW	25243Q205	1531	18700	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	6599	80600	SH	DEFINE
DIAGEO P L C	SPON ADR NEW	25243Q205	1445	17656	SH	DEFINE
DIAMOND FOODS INC	COM	252603105	763	10000	SH	DEFINE
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	320	4550	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	51919	1350300	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	69	1800	SH	DEFINE
DIGI INTL INC	COM	253798102	1992	153214	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	11799	190991	SH	DEFINE
DIGITAL RLTY TR INC	COM	253868103	198	3200	SH	DEFINE
DIRECTV	COM CL A	25490A101	68640	1350650	SH	DEFINE
DIRECTV	COM CL A	25490A101	1050	20665	SH	DEFINE
DIRECTV	COM CL A	25490A101	31	610	SH	DEFINE
DIRECTV	COM CL A	25490A101	427	8393	SH	DEFINE
DISCOVER FINL SVCS	COM	254709108	520	19421	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	31236	762600	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER A	25470F104	267	6516	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	68124	1863850	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	158	4324	SH	DEFINE
DISCOVERY COMMUNICATNS NEW	COM SER C	25470F302	440	12047	SH	DEFINE
DISH NETWORK CORP	CL A	25470M109	4047	131950	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	125676	3219162	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	53904	1380746	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	70	1800	SH	OTHER
DISNEY WALT CO	COM DISNEY	254687106	8808	225607	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	606	15530	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	257	6577	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	207036	5303176	SH	DEFINE
DISNEY WALT CO	COM DISNEY	254687106	18939	485130	SH	DEFINE
DIXIE GROUP INC	CL A	255519100	2115	495406	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	8704	205000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	1052	24780	SH	DEFINE
DOLLAR GEN CORP NEW	COM	256677105	58261	1719127	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GP	COM	256743105	612	8300	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	693846	14374270	SH	DEFINE
DOMINION RES INC VA NEW	COM	25746U109	5044	104492	SH	DEFINE
DOMTAR CORP	COM NEW	257559203	119266	1259144	SH	DEFINE
DONALDSON INC	COM	257651109	52163	859636	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	4098	206050	SH	DEFINE
DOVER CORP	COM	260003108	256605	3784736	SH	DEFINE
DOVER CORP	COM	260003108	2891	42635	SH	DEFINE
DOVER CORP	COM	260003108	27	400	SH	OTHER
DOVER CORP	COM	260003108	54	800	SH	DEFINE
DOW CHEM CO	COM	260543103	3978	110500	SH	DEFINE
DOW CHEM CO	COM	260543103	7308	202998	SH	DEFINE
DOW CHEM CO	COM	260543103	10826	300735	SH	DEFINE
DOW CHEM CO	COM	260543103	5033	139810	SH	DEFINE
DOW CHEM CO	COM	260543103	282	7830	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	409	9754	SH	DEFINE
DR PEPPER SNAPPLE GROUP INC	COM	26138E109	331595	7908291	SH	DEFINE
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	11109	552699	SH	DEFINE
DREAMWORKS ANIMATION SKG INC	CL A	26153C103	48	2390	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	10696	198990	SH	DEFINE
DRESSER-RAND GROUP INC	COM	261608103	65	1200	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	10686	432300	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	2418	97800	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	353	14262	SH	DEFINE
DREW INDS INC	COM NEW	26168L205	1476	59700	SH	DEFINE
DRIL-QUIP INC	COM	262037104	15164	223560	SH	DEFINE
DRIL-QUIP INC	COM	262037104	163	2400	SH	DEFINE
DRIL-QUIP INC	COM	262037104	726	10700	SH	DEFINE

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

DRIL-QUIP INC	COM	262037104	643	9480	SH	DEFINE
DRYSHIPS INC	SHS	Y2109Q101	71	17000	SH	DEFINE
DST SYS INC DEL	COM	233326107	44968	851664	SH	DEFINE
DTE ENERGY CO	COM	233331107	1015	20300	SH	DEFINE
DTE ENERGY CO	COM	233331107	178822	3575000	SH	DEFINE
DTE ENERGY CO	COM	233331107	217	4330	SH	DEFINE
DTS INC	COM	23335C101	3451	85100	SH	DEFINE
DTS INC	COM	23335C101	531	13100	SH	DEFINE
DTS INC	COM	23335C101	2149	53000	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	32848	607730	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	55107	1019555	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	1081	20000	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	654	12098	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	2245	41540	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	2244	41508	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	7288	134840	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	15413	285170	SH	DEFINE
DU PONT E I DE NEMOURS & CO	COM	263534109	205	3800	SH	DEFINE
DUCKWALL-ALCO STORES INC NEW	COM	264142100	2523	238000	SH	DEFINE
DUCOMMUN INC DEL	COM	264147109	4550	221200	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	817836	43432590	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	8377	444882	SH	DEFINE
DUKE ENERGY CORP NEW	COM	26441C105	2	132	SH	DEFINE
DUKE REALTY CORP	COM NEW	264411505	227	16231	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	9216	122000	SH	DEFINE
DUN & BRADSTREET CORP DEL NE	COM	26483E100	109	1437	SH	DEFINE
DYNEGY INC DEL	COM	26817G300	67471	10900000	SH	DEFINE
E M C CORP MASS	COM	268648102	288210	10461390	SH	DEFINE
E M C CORP MASS	COM	268648102	57800	2097992	SH	DEFINE
E M C CORP MASS	COM	268648102	1975	71700	SH	DEFINE
E M C CORP MASS	COM	268648102	77	2790	SH	DEFINE
E M C CORP MASS	COM	268648102	766	27817	SH	DEFINE
E M C CORP MASS	NOTE	1.750%12/0268648AM4	24605	14000000	PRN	DEFINE
EATON CORP	COM	278058102	5207	101200	SH	DEFINE
EATON CORP	COM	278058102	4884	94918	SH	DEFINE
EBAY INC	COM	278642103	2	50	SH	DEFINE
EBAY INC	COM	278642103	20456	633909	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	5604	315700	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	776	43700	SH	DEFINE
ECHO GLOBAL LOGISTICS INC	COM	27875T101	3053	172000	SH	DEFINE
ECOLAB INC	COM	278865100	105142	1864890	SH	DEFINE
ECOLAB INC	COM	278865100	989	17550	SH	DEFINE
ECOLAB INC	COM	278865100	397	7039	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	CL A	278878103	2470	144000	SH	DEFINE
EDISON INTL	COM	281020107	107531	2775000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	182142	2089270	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	1863	21371	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	338	3881	SH	DEFINE
EGA EMERGING GLOBAL SHS TR	BRAZIL INFRSTR	268461829	928	36025	SH	DEFINE
EL PASO CORP	COM	28336L109	1170	57926	SH	DEFINE
ELAN PLC	ADR	284131208	4658	409700	SH	DEFINE
ELAN PLC	ADR	284131208	89	7800	SH	DEFINE
ELAN PLC	ADR	284131208	74	6520	SH	DEFINE
ELAN PLC	ADR	284131208	99174	8722434	SH	DEFINE
ELAN PLC	ADR	284131208	42279	3718451	SH	DEFINE
ELAN PLC	ADR	284131208	303	26650	SH	DEFINE
ELAN PLC	ADR	284131208	103532	9105750	SH	DEFINE
ELAN PLC	ADR	284131208	60068	5283020	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	59528	4033300	SH	DEFINE
ELDORADO GOLD CORP NEW	COM	284902103	13	850	SH	DEFINE
ELECTRO SCIENTIFIC INDS	COM	285229100	10458	541855	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	6	200	SH	DEFINE

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

EMBRAER S A	SP ADR REP 4	COM29082A107	545	17710	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	3830	124428	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	3248	105520	SH	DEFINE
EMBRAER S A	SP ADR REP 4	COM29082A107	136389	4431090	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	30672	1046455	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	3	100	SH	DEFINE
EMERSON ELEC CO	COM	291011104	186019	3307010	SH	DEFINE
EMERSON ELEC CO	COM	291011104	48346	859479	SH	DEFINE
EMERSON ELEC CO	COM	291011104	17	300	SH	OTHER
EMERSON ELEC CO	COM	291011104	1778	31600	SH	DEFINE
EMERSON ELEC CO	COM	291011104	67	1190	SH	DEFINE
EMERSON ELEC CO	COM	291011104	184	3275	SH	DEFINE
EMERSON ELEC CO	COM	291011104	1696	30148	SH	DEFINE
ENBRIDGE INC	COM	29250N105	13	400	SH	DEFINE
ENBRIDGE INC	COM	29250N105	152792	4697511	SH	DEFINE
ENCANA CORP	COM	292505104	1540	50028	SH	DEFINE
ENCANA CORP	COM	292505104	76874	2488850	SH	DEFINE
ENCANA CORP	COM	292505104	5383	174451	SH	DEFINE
ENCANA CORP	COM	292505104	711	23008	SH	DEFINE
ENDO PHARMACEUTICALS HLDGS I	COM	29264F205	1928	48000	SH	DEFINE
ENDOCYTE INC	COM	29269A102	1962	137000	SH	DEFINE
ENERGEN CORP	COM	29265N108	45709	809010	SH	DEFINE
ENERGIZER HLDGS INC	COM	29266R108	773	10685	SH	DEFINE
ENERGY TRANSFER EQUITY L P	COM UT LTD PTN	29273V100	674	15000	SH	DEFINE
ENERGY TRANSFER PRTRNS L P	UNIT LTD PARTN	29273R109	490	10025	SH	DEFINE
ENERPLUS CORP	COM	292766102	647	20487	SH	DEFINE
ENERPLUS CORP	COM	292766102	99	3135	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	440	9250	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	11225	236060	SH	DEFINE
ENI S P A	SPONSORED ADR	26874R108	124	2600	SH	DEFINE
ENPRO INDS INC	COM	29355X107	39211	815702	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	26165	490896	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	23138	434102	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	1056	19812	SH	DEFINE
ENSCO PLC	SPONSORED ADR	29358Q109	259192	4862886	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	146	1400	SH	DEFINE
ENSTAR GROUP LIMITED	SHS	G3075P101	11819	113109	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	660266	9669970	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	1608	23547	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	152094	2227499	SH	DEFINE
ENERGY CORP NEW	COM	29364G103	21	310	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	9899	229095	SH	DEFINE
ENTERPRISE PRODS PARTNERS L	COM	293792107	8	175	SH	DEFINE
ENVESTNET INC	COM	29404K106	5370	361600	SH	DEFINE
ENVESTNET INC	COM	29404K106	792	53300	SH	DEFINE
ENVESTNET INC	COM	29404K106	3255	219200	SH	DEFINE
EOG RES INC	COM	26875P101	19478	186300	SH	DEFINE
EOG RES INC	COM	26875P101	835	7985	SH	DEFINE
EPOCRATES INC	COM	29429D103	922	50000	SH	DEFINE
EQUIFAX INC	COM	294429105	13888	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	21	600	SH	DEFINE
EQUITY LIFESTYLE PPTYS INC	COM	29472R108	3776	60480	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	2	33	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	11038	183965	SH	DEFINE
EQUITY RESIDENTIAL	SH BEN INT	29476L107	35295	588249	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	5887	409402	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	30656	2131830	SH	DEFINE
ERICSSON L M TEL CO	ADR B SEK 10	294821608	47846	3327260	SH	DEFINE
ERIE INDY CO	CL A	29530P102	184439	2608015	SH	DEFINE
ERIE INDY CO	CL A	29530P102	57	800	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	40112	1090000	SH	DEFINE
ESPEY MFG & ELECTRS CORP	COM	296650104	3028	122699	SH	DEFINE

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

ESSEX PPTY TR INC	COM	297178105	13081	96690	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	41691	545700	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	1352	17700	SH	DEFINE
ESTERLINE TECHNOLOGIES CORP	COM	297425100	2903	38000	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	14975	703360	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	6024	180800	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	895	26870	SH	DEFINE
EVERCORE PARTNERS INC	CLASS A	29977A105	3712	111400	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	540	6600	SH	DEFINE
EXELON CORP	COM	30161N101	179223	4183550	SH	DEFINE
EXELON CORP	COM	30161N101	912	21299	SH	DEFINE
EXELON CORP	COM	30161N101	558728	13042205	SH	DEFINE
EXELON CORP	COM	30161N101	12	280	SH	DEFINE
EXPEDIA INC DEL	COM	30212P105	8700	300100	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	167005	3262464	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	5286	103272	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	47	920	SH	DEFINE
EXPEDITORS INTL WASH INC	COM	302130109	338	6596	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	125004	2315750	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	24801	459448	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1679	31100	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	32	600	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	426	7898	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	20286	1023000	SH	DEFINE
EXTERRAN HLDGS INC	COM	30225X103	119555	6028973	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	153849	1890500	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	976610	12000609	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	286889	3525305	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	3076	37800	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	119	1460	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	11495	141245	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	2506	30789	SH	DEFINE
F M C CORP	COM NEW	302491303	1067	12403	SH	DEFINE
F M C CORP	COM NEW	302491303	5061	58831	SH	DEFINE
F5 NETWORKS INC	COM	315616102	121315	1100366	SH	DEFINE
F5 NETWORKS INC	COM	315616102	13763	124839	SH	DEFINE
F5 NETWORKS INC	COM	315616102	254	2302	SH	DEFINE
FABRINET	SHS	G3323L100	56295	2318580	SH	DEFINE
FABRINET	SHS	G3323L100	918	37799	SH	DEFINE
FABRINET	SHS	G3323L100	3722	153300	SH	DEFINE
FABRINET	SHS	G3323L100	1247	51368	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	121380	1186280	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	1284	12550	SH	DEFINE
FACTSET RESH SYS INC	COM	303075105	335	3274	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	254296	4838200	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	105	2000	SH	DEFINE
FAMILY DLR STORES INC	COM	307000109	121	2300	SH	DEFINE
FARMER BROS CO	COM	307675108	19912	1963669	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	11841	270339	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	1388	31700	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	5719	130561	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	12268	280097	SH	DEFINE
FASTENAL CO	COM	311900104	36969	1027200	SH	DEFINE
FASTENAL CO	COM	311900104	1320	36666	SH	DEFINE
FASTENAL CO	COM	311900104	1008	28000	SH	DEFINE
FBL FINL GROUP INC	CL A	30239F106	19515	606994	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	681	8000	SH	DEFINE
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	13910	163300	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	31095	4740079	SH	DEFINE
FEDEX CORP	COM	31428X106	103359	1089720	SH	DEFINE
FEDEX CORP	COM	31428X106	13190	139064	SH	DEFINE
FEDEX CORP	COM	31428X106	13970	147281	SH	DEFINE

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

FEDEX CORP	COM	31428X106	664	7000	SH	DEFINE
FEDEX CORP	COM	31428X106	7606	80193	SH	DEFINE
FEDEX CORP	COM	31428X106	269	2838	SH	DEFINE
FEDEX CORP	COM	31428X106	9752	102813	SH	DEFINE
FEDEX CORP	COM	31428X106	275359	2903102	SH	DEFINE
FEDEX CORP	COM	31428X106	31601	333170	SH	DEFINE
FEDEX CORP	COM	31428X106	109	1150	SH	DEFINE
FEI CO	COM	30241L109	6282	164502	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	1411	264800	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	179	33500	SH	DEFINE
FELCOR LODGING TR INC	COM	31430F101	699	131200	SH	DEFINE
FELCOR LODGING TR INC	PFD CV A \$1.95	31430F200	101868	3901500	SH	DEFINE
FERRO CORP	COM	315405100	150	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL	CL A	31620R105	179	11390	SH	DEFINE
FIRST CALIFORNIA FINANCIAL G	COM NEW	319395109	3221	906100	SH	DEFINE
FIRST CLOVER LEAF FIN CORP	COM	31969M105	3020	436070	SH	DEFINE
FIRST DEFIANCE FINL CORP	COM	32006W106	3452	235000	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	33442	2533500	SH	DEFINE
FIRST NIAGARA FINL GP INC	COM	33582V108	56	4275	SH	DEFINE
FIRST SOLAR INC	COM	336433107	218165	1649392	SH	DEFINE
FIRST SOLAR INC	COM	336433107	161	1220	SH	DEFINE
FIRST SOLAR INC	COM	336433107	17	130	SH	DEFINE
FIRST SOLAR INC	COM	336433107	170	1283	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	380750	8624000	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	319	7236	SH	DEFINE
FISERV INC	COM	337738108	1089	17391	SH	DEFINE
FLEXSTEEL INDS INC	COM	339382103	3490	239895	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	287	44735	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	9440	1470329	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	3671	571800	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	33725	5253090	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4551	708813	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4800	747594	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	4571	712020	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	266952	41581377	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	140123	21825980	SH	DEFINE
FLEXTRONICS INTL LTD	ORD	Y2573F102	107	16710	SH	DEFINE
FLIR SYS INC	COM	302445101	120090	3562444	SH	DEFINE
FLIR SYS INC	COM	302445101	36	1060	SH	DEFINE
FLIR SYS INC	COM	302445101	4020	119252	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	97976	891590	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	472	4291	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	164	1492	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	1375	12510	SH	DEFINE
FLUOR CORP NEW	COM	343412102	29207	451700	SH	DEFINE
FLUOR CORP NEW	COM	343412102	13792	213308	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	173263	3868350	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	5274	117752	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	1299	29000	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	896	20000	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	167	3739	SH	DEFINE
FOMENTO ECONOMICO MEXICANO S	SPON ADR UNITS	344419106	89722	1349412	SH	DEFINE
FORCE PROTECTION INC	COM NEW	345203202	3226	649710	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	18131	1314800	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	2860	207382	SH	DEFINE
FORD MTR CO DEL	COM PAR \$0.01	345370860	7	520	SH	DEFINE
FOREST CITY ENTERPRISES INC	CL A	345550107	112	6000	SH	DEFINE
FOREST CITY ENTERPRISES INC	CL A	345550107	3704	198370	SH	DEFINE
FORESTAR GROUP INC	COM	346233109	36047	2194000	SH	DEFINE
FORTINET INC	COM	34959E109	139689	5118700	SH	DEFINE
FORTINET INC	COM	34959E109	207	7584	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	1231	19300	SH	DEFINE

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

FORTUNE BRANDS INC	COM	349631101	723	11340	SH	DEFINE
FORWARD AIR CORP	COM	349853101	16737	495333	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	2594	85375	SH	DEFINE
FOSTER WHEELER AG	COM	H27178104	36	1200	SH	OTHER
FRANCE TELECOM	SPONSORED ADR	35177Q105	12162	571254	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	246	11540	SH	DEFINE
FRANCE TELECOM	SPONSORED ADR	35177Q105	14041	659522	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	37074	789641	SH	DEFINE
FRANKLIN ELEC INC	COM	353514102	42	900	SH	DEFINE
FRANKLIN RES INC	COM	354613101	63088	480523	SH	DEFINE
FREDS INC	CL A	356108100	56536	3917950	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	125176	2366282	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	33728	637587	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	1682	31800	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	16	300	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	3613	68297	SH	DEFINE
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	1780	33656	SH	DEFINE
FREESCALE SEMICONDUCTOR HLDG	SHS OLD	G3727Q101	9584	521140	SH	DEFINE
FRESH MKT INC	COM	35804H106	1373	35500	SH	DEFINE
FRISCHS RESTAURANTS INC	COM	358748101	5687	243551	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	92924	11514745	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	4070	504351	SH	DEFINE
FRONTIER COMMUNICATIONS CORP	COM	35906A108	0	18	SH	DEFINE
FRONTIER OIL CORP	COM	35914P105	2013	62300	SH	DEFINE
FULLER H B CO	COM	359694106	261	10700	SH	DEFINE
FURMANITE CORPORATION	COM	361086101	4367	550000	SH	DEFINE
FURNITURE BRANDS INTL INC	COM	360921100	8040	1942109	SH	DEFINE
FUSION-IO INC	COM	36112J107	3582	119050	SH	DEFINE
GAFISA S A	SPONS ADR	362607301	3492	369100	SH	DEFINE
GAIAM INC	CL A	36268Q103	1964	395271	SH	DEFINE
GAIAM INC	CL A	36268Q103	338	67985	SH	DEFINE
GAIAM INC	CL A	36268Q103	1356	272800	SH	DEFINE
GAIAM INC	CL A	36268Q103	1197	240909	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	74643	2615381	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	22	758	SH	DEFINE
GALLAGHER ARTHUR J & CO	COM	363576109	60	2100	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	56847	2131500	SH	DEFINE
GAMESTOP CORP NEW	CL A	36467W109	1153	43243	SH	DEFINE
GAP INC DEL	COM	364760108	429	23719	SH	DEFINE
GAP INC DEL	COM	364760108	8218	454030	SH	DEFINE
GAP INC DEL	COM	364760108	1897	104830	SH	DEFINE
GAP INC DEL	COM	364760108	1439	79500	SH	DEFINE
GAP INC DEL	COM	364760108	783	43282	SH	DEFINE
GAP INC DEL	COM	364760108	4405	243350	SH	DEFINE
GAP INC DEL	COM	364760108	47324	2614581	SH	DEFINE
GAP INC DEL	COM	364760108	4951	273530	SH	DEFINE
GAP INC DEL	COM	364760108	62	3400	SH	DEFINE
GARDNER DENVER INC	COM	365558105	79498	945842	SH	DEFINE
GARDNER DENVER INC	COM	365558105	66828	795100	SH	DEFINE
GARDNER DENVER INC	COM	365558105	63	750	SH	DEFINE
GENCO SHIPPING & TRADING LTD	SHS	Y2685T107	1049	139470	SH	DEFINE
GENCORP INC	COM	368682100	19726	3072645	SH	DEFINE
GENCORP INC	SDCV	4.062%12/3368682AN0	1023	1000000	PRN	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	75176	1008800	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	128790	1728255	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	6985	93729	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	46	620	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	1553	20842	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	3829	203000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	695185	36860298	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	115630	6130944	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	19	1000	SH	OTHER

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

GENERAL ELECTRIC CO	COM	369604103	1711	90700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	10728	568830	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	5952	315604	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	63619	3373243	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	689	36550	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	39600	2099675	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	4136	219288	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	6761	358490	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	532935	28257412	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	89762	4759372	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	173	9190	SH	DEFINE
GENERAL GROWTH PTYS INC NEW	COM	370023103	5494	329170	SH	DEFINE
GENERAL MLS INC	COM	370334104	4243	113986	SH	DEFINE
GENERAL MLS INC	COM	370334104	196078	5268089	SH	DEFINE
GENERAL MLS INC	COM	370334104	15206	408552	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	107958	3555931	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	117	3848	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	320575	10559110	SH	DEFINE
GENERAL MTRS CO	COM	37045V100	7	220	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V118	54941	2567358	SH	DEFINE
GENERAL MTRS CO	-W EXP 07/10/2013	37045V126	40898	2567358	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	215699	4425500	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	6423	131771	SH	DEFINE
GENERAL MTRS CO	JR PFD CNV SRB	37045V209	235	4830	SH	DEFINE
GENESEE & WYO INC	CL A	371559105	66525	1134466	SH	DEFINE
GENESIS ENERGY L P	UNIT LTD PARTN	371927104	313	11500	SH	DEFINE
GENON ENERGY INC	COM	37244E107	66631	17262023	SH	DEFINE
GENTEX CORP	COM	371901109	74967	2479900	SH	DEFINE
GENTEX CORP	COM	371901109	58	1925	SH	DEFINE
GENTIUM S P A	SPONSORED ADR	37250B104	4980	503517	SH	DEFINE
GENUINE PARTS CO	COM	372460105	284	5223	SH	DEFINE
GENUINE PARTS CO	COM	372460105	11350	208635	SH	DEFINE
GENUINE PARTS CO	COM	372460105	79	1450	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	15454	1503300	SH	DEFINE
GENWORTH FINL INC	COM CL A	37247D106	39	3800	SH	DEFINE
GIBALTAR INDS INC	COM	374689107	40095	3541982	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	52	1475	SH	DEFINE
GILDAN ACTIVEWEAR INC	COM	375916103	59330	1682943	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	2745	66300	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	155454	3754040	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	40473	977379	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	17	400	SH	OTHER
GILEAD SCIENCES INC	COM	375558103	1226	29600	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	13485	325640	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	2862	69110	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	22487	543030	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	3934	94992	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	265	6405	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	8100	195610	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	1622	39160	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	46501	1122950	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	101	2430	SH	DEFINE
GILEAD SCIENCES INC	NOTE 0.625% 5/0	375558AH6	17869	15000000	PRN	DEFINE
GLATFELTER	COM	377316104	14905	969121	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	739	17223	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	237	5530	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	14279	332836	SH	DEFINE
GLIMCHER RLTY TR	SH BEN INT	379302102	1454	153080	SH	DEFINE
GLOBAL INDEMNITY PLC	SHS	G39319101	2408	108584	SH	DEFINE
GLOBAL INDS LTD	COM	379336100	31554	5757963	SH	DEFINE
GLOBAL PMTS INC	COM	37940X102	41672	817100	SH	DEFINE
GOLD FIELDS LTD NEW	SPONSORED ADR	38059T106	44424	3044828	SH	DEFINE

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

GOLD FIELDS LTD NEW		SPONSORED ADR	38059T106	66	4490	SH	DEFINE
GOLD RESOURCE CORP		COM	38068T105	25441	1020500	SH	DEFINE
GOLDCORP INC NEW		COM	380956409	180669	3738045	SH	DEFINE
GOLDCORP INC NEW		COM	380956409	1527	31630	SH	DEFINE
GOLDCORP INC NEW		COM	380956409	6871	142000	SH	DEFINE
GOLDEN STAR RES LTD CDA		COM	38119T104	3588	1631600	SH	DEFINE
GOLDMAN SACHS GROUP INC		COM	38141G104	18442	138570	SH	DEFINE
GOLDMAN SACHS GROUP INC		COM	38141G104	10457	78569	SH	DEFINE
GOLDMAN SACHS GROUP INC		COM	38141G104	24	180	SH	DEFINE
GOODYEAR TIRE & RUBR CO		PFD CONV	382550309	27699	498000	SH	DEFINE
GOOGLE INC		CL A	38259P508	161920	319760	SH	DEFINE
GOOGLE INC		CL A	38259P508	47178	93167	SH	DEFINE
GOOGLE INC		CL A	38259P508	63	125	SH	OTHER
GOOGLE INC		CL A	38259P508	5925	11700	SH	DEFINE
GOOGLE INC		CL A	38259P508	80	158	SH	DEFINE
GOOGLE INC		CL A	38259P508	2	3	SH	DEFINE
GRACO INC		COM	384109104	66670	1316035	SH	DEFINE
GRACO INC		COM	384109104	513	10125	SH	DEFINE
GRACO INC		COM	384109104	142	2800	SH	DEFINE
GRAINGER W W INC		COM	384802104	1490	9700	SH	DEFINE
GRAINGER W W INC		COM	384802104	84508	550000	SH	DEFINE
GRAINGER W W INC		COM	384802104	3090	20110	SH	DEFINE
GRAN TIERRA ENERGY INC		COM	38500T101	10330	1562820	SH	DEFINE
GRAND CANYON ED INC		COM	38526M106	4935	348000	SH	DEFINE
GRAND CANYON ED INC		COM	38526M106	723	51000	SH	DEFINE
GRAND CANYON ED INC		COM	38526M106	2998	211400	SH	DEFINE
GRANITE CONSTR INC		COM	387328107	61958	2525800	SH	DEFINE
GREAT BASIN GOLD LTD		Com	390124105	33615	16368800	SH	DEFINE
GREAT PLAINS ENERGY INC		COM	391164100	10643	513400	SH	DEFINE
GREAT PLAINS ENERGY INC		COM	391164100	47057	2270000	SH	DEFINE
GREAT PLAINS ENERGY INC		COM	391164100	85	4083	SH	DEFINE
GREAT PLAINS ENERGY INC		COM	391164100	297	14330	SH	DEFINE
GREAT PLAINS ENERGY INC		UNIT 06/15/2042	391164803	43079	653200	SH	DEFINE
GREAT PLAINS ENERGY INC		UNIT 06/15/2042	391164803	7172	108755	SH	DEFINE
GREAT PLAINS ENERGY INC		UNIT 06/15/2042	391164803	46	700	SH	OTHER
GREAT PLAINS ENERGY INC		UNIT 06/15/2042	391164803	396	5997	SH	DEFINE
GREATBATCH INC		COM	39153L106	10359	386232	SH	DEFINE
GRIFFIN LD & NURSERIES INC		CL A	398231100	4961	152701	SH	DEFINE
GRIFFON CORP		COM	398433102	1917	190131	SH	DEFINE
GRIFOLS S A		SPONSORED ADR	398438309	10111	1346283	SH	DEFINE
GROUP 1 AUTOMOTIVE INC		COM	398905109	78761	1912610	SH	DEFINE
GROUPE CGI INC		CL A SUB VTG	39945C109	16101	652005	SH	DEFINE
GUARANTY BANCORP DEL		COM	40075T102	14392	10740191	SH	DEFINE
GUESS INC		COM	401617105	99146	2357270	SH	DEFINE
GUESS INC		COM	401617105	548	13030	SH	DEFINE
GUESS INC		COM	401617105	2242	53300	SH	DEFINE
HAIN CELESTIAL GROUP INC		COM	405217100	4327	129700	SH	DEFINE
HAIN CELESTIAL GROUP INC		COM	405217100	634	19000	SH	DEFINE
HAIN CELESTIAL GROUP INC		COM	405217100	2595	77800	SH	DEFINE
HALLIBURTON CO		COM	406216101	239862	4703180	SH	DEFINE
HALLIBURTON CO		COM	406216101	2168	42507	SH	DEFINE
HALLIBURTON CO		COM	406216101	22658	444268	SH	DEFINE
HALLIBURTON CO		COM	406216101	2380	46670	SH	DEFINE
HALLIBURTON CO		COM	406216101	20363	399281	SH	DEFINE
HALLIBURTON CO		COM	406216101	9787	191903	SH	DEFINE
HALLIBURTON CO		COM	406216101	2480	48624	SH	DEFINE
HALLIBURTON CO		COM	406216101	5336	104620	SH	DEFINE
HALLIBURTON CO		COM	406216101	283572	5560245	SH	DEFINE
HALLIBURTON CO		COM	406216101	37298	731330	SH	DEFINE
HALLIBURTON CO		COM	406216101	84	1650	SH	DEFINE
HALLMARK FINL SVCS INC	EC	COM NEW	40624Q203	315	40000	SH	DEFINE
HANCOCK HLDG CO		COM	410120109	28512	920350	SH	DEFINE

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

HANCOCK HLDG CO	COM	410120109	2805	90531	SH	DEFINE
HANCOCK HLDG CO	COM	410120109	2144	69200	SH	DEFINE
HANOVER INS GROUP INC	COM	410867105	39829	1056200	SH	DEFINE
HANOVER INS GROUP INC	COM	410867105	58	1545	SH	DEFINE
HANSEN NAT CORP	COM	411310105	151352	1869700	SH	DEFINE
HANSEN NAT CORP	COM	411310105	27515	339902	SH	DEFINE
HANSEN NAT CORP	COM	411310105	272	3358	SH	DEFINE
HARDINGE INC	COM	412324303	11456	1050000	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	1819	44400	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	37410	913096	SH	DEFINE
HARLEY DAVIDSON INC	COM	412822108	315	7696	SH	DEFINE
HARRIS & HARRIS GROUP INC	COM	413833104	62	12000	SH	DEFINE
HARRIS CORP DEL	COM	413875105	249	5518	SH	DEFINE
HARTE-HANKS INC	COM	416196103	365	45000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	DEP CONV PFD	416515708	27285	1047000	SH	DEFINE
HARTFORD FINL SVCS GROUP INC	DEP CONV PFD	416515708	920	35302	SH	DEFINE
HASBRO INC	COM	418056107	786	17900	SH	DEFINE
HAVERTY FURNITURE INC	COM	419596101	14848	1290000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	16842	700000	SH	DEFINE
HAWAIIAN ELEC INDUSTRIES	COM	419870100	5	200	SH	DEFINE
HCC INS HLDGS INC	COM	404132102	36049	1144400	SH	DEFINE
HCC INS HLDGS INC	COM	404132102	52	1645	SH	DEFINE
HCP INC	COM	40414L109	103	2800	SH	DEFINE
HCP INC	COM	40414L109	22481	612741	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	34	650	SH	DEFINE
HEALTH CARE REIT INC	COM	42217K106	20852	397720	SH	DEFINE
HEALTHCARE RLTY TR	COM	421946104	2775	134520	SH	DEFINE
HEALTHCARE SVCS GRP INC	COM	421906108	9750	600000	SH	DEFINE
HEARTLAND EXPRESS INC	COM	422347104	8280	500000	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	49255	664897	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	644	8700	SH	DEFINE
HEARTWARE INTL INC	COM	422368100	2593	35000	SH	DEFINE
HEARTWARE INTL INC	NOTE	3.500%12/1422368AA8	10513	10000000	PRN	DEFINE
HEICO CORP NEW	COM	422806109	33769	616899	SH	DEFINE
HEICO CORP NEW	COM	422806109	791	14447	SH	DEFINE
HEICO CORP NEW	COM	422806109	3243	59243	SH	DEFINE
HEIDRICK & STRUGGLES INTL IN	COM	422819102	1499	66200	SH	DEFINE
HEINZ H J CO	COM	423074103	16168	303455	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	49739	3003565	SH	DEFINE
HELIX ENERGY SOLUTIONS GRP I	COM	42330P107	6344	383100	SH	DEFINE
HELMERICH & PAYNE INC	COM	423452101	1405	21250	SH	DEFINE
HERSHEY CO	COM	427866108	1668	29340	SH	DEFINE
HESS CORP	COM	42809H107	38939	520860	SH	DEFINE
HESS CORP	COM	42809H107	1868	24986	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	80896	2222415	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	8198	225209	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	563242	15473678	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	76	2080	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	2305	63325	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	5687	259800	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	853	38949	SH	DEFINE
HEXCEL CORP NEW	COM	428291108	3423	156351	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	46191	1134630	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	16581	876377	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	1037	54800	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	3954	208993	SH	DEFINE
HIGHER ONE HLDGS INC	COM	42983D104	2573	136009	SH	DEFINE
HIGHWOODS PPTYS INC	COM	431284108	6581	198650	SH	DEFINE
HILL ROM HLDGS INC	COM	431475102	58893	1279175	SH	DEFINE
HILLENBRAND INC	COM	431571108	100404	4245414	SH	DEFINE
HILLENBRAND INC	COM	431571108	104	4400	SH	DEFINE
HILLENBRAND INC	COM	431571108	47	2000	SH	DEFINE

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

HITTITE MICROWAVE CORP	COM	43365Y104	69511	1122780	SH	DEFINE
HITTITE MICROWAVE CORP	COM	43365Y104	50	800	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	3920	51000	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	3813	49600	SH	DEFINE
HMS HLDGS CORP	COM	40425J101	2429	31600	SH	DEFINE
HOLOGIC INC	COM	436440101	1141	56580	SH	DEFINE
HOME DEPOT INC	COM	437076102	3694	102000	SH	DEFINE
HOME DEPOT INC	COM	437076102	90965	2511458	SH	DEFINE
HOME DEPOT INC	COM	437076102	32092	886026	SH	DEFINE
HOME DEPOT INC	COM	437076102	22	600	SH	OTHER
HOME DEPOT INC	COM	437076102	15326	423147	SH	DEFINE
HOME DEPOT INC	COM	437076102	3808	105140	SH	DEFINE
HOME DEPOT INC	COM	437076102	3420	94435	SH	DEFINE
HOME DEPOT INC	COM	437076102	762	21040	SH	DEFINE
HOME DEPOT INC	COM	437076102	6980	192709	SH	DEFINE
HOME DEPOT INC	COM	437076102	2858	78899	SH	DEFINE
HOME DEPOT INC	COM	437076102	10817	298650	SH	DEFINE
HOME DEPOT INC	COM	437076102	235865	6512004	SH	DEFINE
HOME DEPOT INC	COM	437076102	43821	1209870	SH	DEFINE
HOME DEPOT INC	COM	437076102	124	3410	SH	DEFINE
HONDA MOTOR LTD	AMERN SHS	438128308	3298	85419	SH	DEFINE
HONEYWELL INTL INC	COM	438516106	34294	575502	SH	DEFINE
HOOVER FURNITURE CORP	COM	439038100	12541	1415440	SH	DEFINE
HORNBECK OFFSHORE SVCS INC N	COM	440543106	11154	405600	SH	DEFINE
HOSPIRA INC	COM	441060100	4986	88000	SH	DEFINE
HOSPIRA INC	COM	441060100	3106	54827	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	23573	1390721	SH	DEFINE
HOUSTON WIRE & CABLE CO	COM	44244K109	4855	312201	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	13935	280841	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	9944	200410	SH	DEFINE
HSBC HLDGS PLC	SPON ADR NEW	404280406	19018	383275	SH	DEFINE
HSN INC	COM	404303109	1976	60020	SH	DEFINE
HUB GROUP INC	CL A	443320106	6101	162000	SH	DEFINE
HUB GROUP INC	CL A	443320106	803	21320	SH	DEFINE
HUB GROUP INC	CL A	443320106	2968	78800	SH	DEFINE
HUBBELL INC	CL B	443510201	748	11518	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	37061	2481400	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	1488	99700	SH	DEFINE
HUDBAY MINERALS INC	COM	443628102	3522	235800	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	52032	6353140	SH	DEFINE
HUDSON CITY BANCORP	COM	443683107	160	19545	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	80482	3279615	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	78	3160	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	159	6481	SH	DEFINE
HUMANA INC	COM	444859102	126	1560	SH	DEFINE
HUMANA INC	COM	444859102	4236	52600	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	1366	29000	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	47387	1006300	SH	DEFINE
HUNT J B TRANS SVCS INC	COM	445658107	255	5410	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	5750	166666	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	378	10955	SH	DEFINE
HUNTINGTON INGALLS INDS INC	COM	446413106	100967	2926577	SH	DEFINE
HURCO COMPANIES INC	COM	447324104	12208	379000	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	5036	166700	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	707	23400	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	2907	96232	SH	DEFINE
HUTCHINSON TECHNOLOGY INC	NOTE 3.250% 1/1448407AF3		948	1163000	PRN	DEFINE
HUTCHINSON TECHNOLOGY INC	NOTE 8.500% 1/1448407AG1		354	417000	PRN	DEFINE
HYATT HOTELS CORP	COM CL A	448579102	47	1150	SH	DEFINE
HYATT HOTELS CORP	COM CL A	448579102	4240	103880	SH	DEFINE
IAC INTERACTIVECORP	COM PAR \$.001	44919P508	5727	150050	SH	DEFINE
IAMGOLD CORP	COM	450913108	120547	6422630	SH	DEFINE

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

IAMGOLD CORP	COM	450913108	8059	428325	SH	DEFINE
ICICI BK LTD	ADR	45104G104	8667	175793	SH	DEFINE
ICICI BK LTD	ADR	45104G104	6442	130679	SH	DEFINE
ICICI BK LTD	ADR	45104G104	670	13590	SH	DEFINE
ICICI BK LTD	ADR	45104G104	7872	159670	SH	DEFINE
ICICI BK LTD	ADR	45104G104	18299	371176	SH	DEFINE
ICICI BK LTD	ADR	45104G104	239695	4861958	SH	DEFINE
ICICI BK LTD	ADR	45104G104	127192	2579963	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	27494	1136100	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	1040	42975	SH	DEFINE
ICONIX BRAND GROUP INC	COM	451055107	4276	176700	SH	DEFINE
IDACORP INC	COM	451107106	20279	513400	SH	DEFINE
IDENIX PHARMACEUTICALS INC	COM	45166R204	2690	538016	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	2005	35500	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	56490	1000000	SH	DEFINE
ILLINOIS TOOL WKS INC	COM	452308109	3352	59337	SH	DEFINE
ILLUMINA INC	COM	452327109	28241	375794	SH	DEFINE
ILLUMINA INC	COM	452327109	174	2320	SH	DEFINE
ILLUMINA INC	COM	452327109	165	2189	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	4526	207700	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	673	30900	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	2798	128400	SH	DEFINE
IMPAX LABORATORIES INC	COM	45256B101	6631	304306	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	477	10236	SH	DEFINE
IMPERIAL OIL LTD	COM NEW	453038408	25835	554522	SH	DEFINE
INCYTE CORP	COM	45337C102	8392	443100	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	178118	3048420	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	6435	110130	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	5551	95000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	1227	21000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	21999	376500	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	2454	42000	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	524	8969	SH	DEFINE
INFORMATICA CORP	COM	45666Q102	1420	24300	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	117	1800	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	18844	288896	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	49	3971	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	18268	1476838	SH	DEFINE
ING GROEP N V	SPONSORED ADR	456837103	5473	442425	SH	DEFINE
INGERSOLL-RAND GLOBAL HLDG C	NOTE 4.500% 4/1	45687AAD4	20430	8000000	PRN	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	45501	1002000	SH	DEFINE
INGERSOLL-RAND PLC	SHS	G47791101	764	16825	SH	DEFINE
INHIBITEX INC	COM	45719T103	2963	755935	SH	DEFINE
INSPERITY INC	COM	45778Q107	35397	1195430	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1439	114723	SH	DEFINE
INTEL CORP	COM	458140100	687058	31004425	SH	DEFINE
INTEL CORP	COM	458140100	69359	3129938	SH	DEFINE
INTEL CORP	COM	458140100	61	2770	SH	DEFINE
INTEL CORP	COM	458140100	11235	507013	SH	DEFINE
INTEL CORP	COM	458140100	2105	94972	SH	DEFINE
INTEL CORP	SDCV 2.950%12/1	458140AD2	2078	2000000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	28097	225300	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	978	7845	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	745	5971	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	1172	9400	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	362	2900	SH	DEFINE
INTERMEC INC	COM	458786100	2944	266668	SH	DEFINE
INTERMUNE INC	COM	45884X103	13851	386368	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	357376	2083220	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	271001	1579720	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	209577	1221667	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	2127	12400	SH	DEFINE

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

INTERNATIONAL BUSINESS MACHS	COM	459200101	77	450	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	4656	27140	SH	DEFINE
INTERNATIONAL BUSINESS MACHS	COM	459200101	2859	16668	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	40971	2330550	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	COM	459902102	172	9782	SH	DEFINE
INTERNATIONAL GAME TECHNOLOG	NOTE	3.250% 5/0459902AQ5	25387	21200000	PRN	DEFINE
INTERNATIONAL SHIPHOLDING CO	COM NEW	460321201	7640	359000	SH	DEFINE
INTERPUBLIC GROUP COS INC	COM	460690100	371	29710	SH	DEFINE
INTERVAL LEISURE GROUP INC	COM	46113M108	822	60020	SH	DEFINE
INTERXION HOLDING N.V	SHS	N47279109	4799	317000	SH	DEFINE
INTL PAPER CO	COM	460146103	843	28278	SH	DEFINE
INTL PAPER CO	COM	460146103	350149	11742085	SH	DEFINE
INTUIT	COM	461202103	5186	100000	SH	DEFINE
INTUIT	COM	461202103	2063	39787	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	48345	129920	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	3140	8439	SH	DEFINE
INTUITIVE SURGICAL INC	COM NEW	46120E602	190	511	SH	DEFINE
INVESCO LTD	SHS	G491BT108	9064	387360	SH	DEFINE
INVESCO LTD	SHS	G491BT108	7632	326145	SH	DEFINE
INVESCO LTD	SHS	G491BT108	14	600	SH	DEFINE
INVESCO LTD	SHS	G491BT108	1240	53000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	866	37000	SH	DEFINE
INVESCO LTD	SHS	G491BT108	11760	502551	SH	DEFINE
INVESCO LTD	SHS	G491BT108	374	16000	SH	DEFINE
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	33406	2382770	SH	DEFINE
IRONWOOD PHARMACEUTICALS INC	COM CL A	46333X108	2650	168600	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	2726	186170	SH	DEFINE
ISHARES GOLD TRUST	ISHARES	464285105	238882	16317043	SH	DEFINE
ISHARES INC	MSCI AUSTRALIA	464286103	3946	151480	SH	DEFINE
ISHARES INC	MSCI BRAZIL	464286400	6055	82544	SH	DEFINE
ISHARES INC	MSCI CDA INDEX	464286509	320	10118	SH	DEFINE
ISHARES INC	MSCI EMU INDEX	464286608	420	10808	SH	DEFINE
ISHARES INC	MSCI PAC J IDX	464286665	864	18145	SH	DEFINE
ISHARES INC	MSCI S KOREA	464286772	400	6158	SH	DEFINE
ISHARES INC	MSCI STH AFRCA	464286780	682	9600	SH	DEFINE
ISHARES INC	MSCI MEX INVEST	464286822	441	7042	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	943	90445	SH	DEFINE
ISHARES INC	MSCI JAPAN	464286848	227905	21850865	SH	DEFINE
ISHARES INC	MSCI HONG KONG	464286871	230	12400	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	1456	43025	SH	DEFINE
ISHARES SILVER TRUST	ISHARES	46428Q109	34	1000	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	2884	54493	SH	DEFINE
ISHARES TR	BARCLYS TIPS BD	464287176	21318	192676	SH	DEFINE
ISHARES TR	FTSE CHINA25 IDX	464287184	9493	221028	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	56084	423530	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	6058	45748	SH	DEFINE
ISHARES TR	BARCLY USAGG B	464287226	147470	1382485	SH	DEFINE
ISHARES TR	BARCLY USAGG B	464287226	136	1275	SH	DEFINE
ISHARES TR	BARCLY USAGG B	464287226	5	48	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	95190	1999798	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	95	2000	SH	OTHER
ISHARES TR	IBOXX INV CPBD	464287242	14734	133790	SH	DEFINE
ISHARES TR	S&P NA NAT RES	464287374	619	14170	SH	DEFINE
ISHARES TR	BARCLYS 7-10 YR	464287440	1179	12302	SH	DEFINE
ISHARES TR	BARCLYS 1-3 YR	464287457	757	8975	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	22709	377595	SH	DEFINE
ISHARES TR	MSCI EAFE INDEX	464287465	44702	743307	SH	DEFINE
ISHARES TR	RUSSELL MCP GR	464287481	261	4215	SH	DEFINE
ISHARES TR	RUSSELL MIDCAP	464287499	624	5704	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	629	6441	SH	DEFINE
ISHARES TR	RUSSELL1000VAL	464287598	626	9173	SH	DEFINE
ISHARES TR	RUSSELL1000GRW	464287614	1951	32051	SH	DEFINE

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

ISHARES TR	RUSSELL 1000	464287622	1917	25947	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	8668	104688	SH	DEFINE
ISHARES TR	RUSSELL 3000	464287689	201	2530	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	318	3850	SH	DEFINE
ISHARES TR	S&P SMLCAP 600	464287804	2772	37807	SH	DEFINE
ISHARES TR	S&P SMLCP VALU	464287879	2387	32146	SH	DEFINE
ISHARES TR	S&P SMLCP GROW	464287887	2769	34424	SH	DEFINE
ISHARES TR	MSCI ACWI INDX	464288257	1514	31381	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	3	60	SH	DEFINE
ISHARES TR	MSCI SMALL CAP	464288273	6792	155671	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	10698	117162	SH	DEFINE
ISHARES TR	HIGH YLD CORP	464288513	429	4700	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	62934	590370	SH	DEFINE
ISHARES TR	BARCLYS INTER CR	464288638	160	1500	SH	OTHER
ISHARES TR	BARCLYS 1-3YR CR	464288646	12486	118971	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	24472	617033	SH	DEFINE
ISHARES TR	US PFD STK IDX	464288687	79	2000	SH	OTHER
ISHARES TR	US PFD STK IDX	464288687	896	22600	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	27	3000	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	4841	528540	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	184	20110	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	1052	114860	SH	DEFINE
ISIS PHARMACEUTICALS INC	COM	464330109	3879	423430	SH	DEFINE
ISTAR FINL INC	COM	45031U101	126	15500	SH	DEFINE
ISTAR FINL INC	DEBT	10/045031UBF7	312930	347700000	PRN	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	4656	197720	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	938191	39838293	SH	DEFINE
ITAU UNIBANCO HLDG SA	SPON ADR REP PFD	465562106	1641	69692	SH	DEFINE
ITRON INC	COM	465741106	1787	37115	SH	DEFINE
ITT CORP NEW	COM	450911102	3660	62100	SH	DEFINE
ITT CORP NEW	COM	450911102	2851	48375	SH	DEFINE
ITURAN LOCATION AND CONTROL	SHS	M6158M104	3324	235917	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	67090	2652515	SH	DEFINE
IVANHOE MINES LTD	COM	46579N103	863	34125	SH	DEFINE
IXIA	COM	45071R109	2710	211700	SH	DEFINE
IXIA	COM	45071R109	443	34600	SH	DEFINE
IXIA	COM	45071R109	1807	141200	SH	DEFINE
IXIA	COM	45071R109	5026	392625	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	5816	255300	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	850	37300	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	3387	148700	SH	DEFINE
JACK IN THE BOX INC	COM	466367109	4470	196237	SH	DEFINE
JACOBS ENGR GROUP INC DEL	COM	469814107	4085	94451	SH	DEFINE
JAKKS PAC INC	COM	47012E106	42623	2315210	SH	DEFINE
JAMES RIVER COAL CO	COM NEW	470355207	14724	707200	SH	DEFINE
JAMES RIVER COAL CO	COM NEW	470355207	956	45900	SH	DEFINE
JAMES RIVER COAL CO	COM NEW	470355207	3023	145200	SH	DEFINE
JANUS CAP GROUP INC	COM	47102X105	510	54000	SH	DEFINE
JARDEN CORP	COM	471109108	56817	1646400	SH	DEFINE
JAZZ PHARMACEUTICALS INC	COM	472147107	10316	309331	SH	DEFINE
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	22447	1347390	SH	DEFINE
JDS UNIPHASE CORP	COM PAR \$0.001	46612J507	154	9250	SH	DEFINE
JETBLUE AIRWAYS CORP	COM	477143101	423	69337	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	763	39500	SH	DEFINE
JOHN BEAN TECHNOLOGIES CORP	COM	477839104	5	250	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	261353	3928940	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	1090280	16390265	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	125884	1892418	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	67	1000	SH	OTHER
JOHNSON & JOHNSON	COM	478160104	53	800	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	26739	401972	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	2297	34526	SH	DEFINE

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

JOHNSON CTLS INC	COM	478366107	193243	4638600	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	21809	523508	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	12	300	SH	OTHER
JOHNSON CTLS INC	COM	478366107	4449	106800	SH	DEFINE
JOHNSON CTLS INC	COM	478366107	646	15508	SH	DEFINE
JOY GLOBAL INC	COM	481165108	155660	1634400	SH	DEFINE
JOY GLOBAL INC	COM	481165108	13073	137268	SH	DEFINE
JOY GLOBAL INC	COM	481165108	1419	14900	SH	DEFINE
JOY GLOBAL INC	COM	481165108	437	4584	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	797007	19467683	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	63684	1555554	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	16	400	SH	OTHER
JPMORGAN CHASE & CO	COM	46625H100	1658	40500	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	19815	483997	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	44205	1079742	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	581	14200	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	18628	455008	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	4376	106885	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	6117	149420	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	208221	5085996	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	50843	1241880	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	81	1980	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	6300	200000	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	833	26435	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	3	99	SH	DEFINE
KAISER ALUMINUM CORP	COM PAR \$0.01	483007704	44570	816000	SH	DEFINE
KANSAS CITY LIFE INS CO	COM	484836101	6940	222789	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	95130	1603400	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	42	700	SH	DEFINE
KANSAS CITY SOUTHERN	COM NEW	485170302	541	9126	SH	DEFINE
KAYDON CORP	COM	486587108	4501	120600	SH	DEFINE
KAYDON CORP	COM	486587108	702	18800	SH	DEFINE
KAYDON CORP	COM	486587108	2874	77021	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1074	22460	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	1974	41300	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	10287	215207	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	999	20891	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	13998	292839	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	480	10051	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	106296	2223769	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	224046	4687157	SH	DEFINE
KB FINANCIAL GROUP INC	SPONSORED ADR	48241A105	57	1200	SH	DEFINE
KB HOME	COM	48666K109	198	20210	SH	DEFINE
KELLOGG CO	COM	487836108	3319	60000	SH	DEFINE
KELLOGG CO	COM	487836108	5637	101906	SH	DEFINE
KELLOGG CO	COM	487836108	1079	19500	SH	DEFINE
KELLOGG CO	COM	487836108	223	4025	SH	DEFINE
KELLY SVCS INC	CL A	488152208	38942	2360100	SH	DEFINE
KENNAMETAL INC	COM	489170100	65100	1542291	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COM	492515101	1006	212766	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	84894	4716340	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	871	48400	SH	DEFINE
KEY ENERGY SVCS INC	COM	492914106	3609	200500	SH	DEFINE
KEYCORP NEW	COM	493267108	18743	2250000	SH	DEFINE
KEYCORP NEW	COM	493267108	21	2533	SH	DEFINE
KEYW HLDG CORP	COM	493723100	4142	334317	SH	DEFINE
KEYW HLDG CORP	COM	493723100	637	51387	SH	DEFINE
KEYW HLDG CORP	COM	493723100	2656	214400	SH	DEFINE
KID BRANDS INC	COM	49375T100	4439	860200	SH	DEFINE
KILROY RLTY CORP	COM	49427F108	10635	269310	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	1937	29100	SH	DEFINE
KIMBERLY CLARK CORP	COM	494368103	4281	64316	SH	DEFINE

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

KIMBERLY CLARK CORP	COM	494368103	3441	51700	SH	DEFINE
KIMCO RLTY CORP	COM	49446R109	10253	550034	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	16000	220386	SH	DEFINE
KINDER MORGAN ENERGY PARTNER	UT LTD PARTNER	494550106	44	600	SH	OTHER
KINDER MORGAN INC DEL	COM	49456B101	10107	351800	SH	DEFINE
KINGSWAY FINL SVCS INC	COM	496904103	456	462700	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	101419	6420450	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	175	11090	SH	DEFINE
KINROSS GOLD CORP	COM NO PAR	496902404	1197	75800	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	1782	109200	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	33	2000	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	115734	7091533	SH	DEFINE
KKR & CO L P DEL	COM UNITS	48248M102	18850	1155000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	32	800	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	3321	82050	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	6196	779416	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	3293	414229	SH	DEFINE
KOHL'S CORP	COM	500255104	28823	576340	SH	DEFINE
KOHL'S CORP	COM	500255104	125	2495	SH	DEFINE
KOHL'S CORP	COM	500255104	64	1270	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	321	12486	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	2870	111770	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	11483	447172	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRS	NY REG SH NEW	500472303	12263	477514	SH	DEFINE
KOSMOS ENERGY LTD	SHS	G5315B107	4343	255800	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	888	25200	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	8009	227335	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	987755	28037319	SH	DEFINE
KRAFT FOODS INC	CL A	50075N104	15774	447732	SH	DEFINE
KROGER CO	COM	501044101	358	14416	SH	DEFINE
KROGER CO	COM	501044101	301158	12143473	SH	DEFINE
K-SWISS INC	CL A	482686102	30058	2827698	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	201662	10373573	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	1554	79920	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	1181	13500	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	795	9095	SH	DEFINE
L-3 COMMUNICATIONS HLDGS INC	COM	502424104	3666	41925	SH	DEFINE
LA Z BOY INC	COM	505336107	41103	4164472	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	2468	25500	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	10133	104689	SH	DEFINE
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1800	18600	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	72758	1643127	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	57	1294	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	22	500	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	171	3868	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	55426	911316	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	61	1000	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	262	6198	SH	DEFINE
LASALLE HOTEL PPTYS	COM SH BEN INT	517942108	4168	158240	SH	DEFINE
LAUDER ESTEE COS INC	CL A	518439104	4347	41325	SH	DEFINE
LAYNE CHRISTENSEN CO	COM	521050104	1576	51945	SH	DEFINE
LAZARD LTD	SHS A	G54050102	95193	2565846	SH	DEFINE
LAZARD LTD	SHS A	G54050102	23282	627551	SH	DEFINE
LAZARD LTD	SHS A	G54050102	1692	45600	SH	DEFINE
LAZARD LTD	SHS A	G54050102	313	8447	SH	DEFINE
LEAPFROG ENTERPRISES INC	CL A	52186N106	26004	6162009	SH	DEFINE
LEGG MASON INC	COM	524901105	153	4660	SH	DEFINE
LEGG MASON INC	COM	524901105	4988	152270	SH	DEFINE
LEGG MASON INC	COM	524901105	1	16	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	47708	1956834	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	54	2200	SH	DEFINE
LENNAR CORP	CL B	526057302	7751	528000	SH	DEFINE

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

LEUCADIA NATL CORP	NOTE	3.750%	4/1527288AX2	5801	3600000	PRN	DEFINE
LEXICON PHARMACEUTICALS INC	COM		528872104	2935	1667700	SH	DEFINE
LEXINGTON REALTY TRUST	COM		529043101	2963	324570	SH	DEFINE
LEXMARK INTL NEW	CL A		529771107	316	10800	SH	DEFINE
LIBERTY GLOBAL INC	COM SER A		530555101	1650	36641	SH	DEFINE
LIBERTY MEDIA CORP	DEB	3.500%	1/1530715AN1	4366	8000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB	3.250%	3/1530715AR2	8625	10000000	PRN	DEFINE
LIBERTY MEDIA CORP	DEB	3.250%	3/1530715AR2	1	1000	PRN	DEFINE
LIBERTY MEDIA CORP NEW	INT COM SER A		53071M104	181	10792	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT		531172104	3148	96625	SH	DEFINE
LIBERTY PPTY TR	SH BEN INT		531172104	33	1000	SH	OTHER
LIBERTY PPTY TR	SH BEN INT		531172104	4106	126040	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM		53217V109	19912	382410	SH	DEFINE
LIFE TECHNOLOGIES CORP	COM		53217V109	1036	19900	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	629	16100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	139	3555	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM		53219L109	966	24730	SH	DEFINE
LILLY ELI & CO	COM		532457108	15012	400000	SH	DEFINE
LILLY ELI & CO	COM		532457108	5798	154486	SH	DEFINE
LILLY ELI & CO	COM		532457108	800972	21342171	SH	DEFINE
LILLY ELI & CO	COM		532457108	2409	64200	SH	DEFINE
LILLY ELI & CO	COM		532457108	8	200	SH	DEFINE
LIMITED BRANDS INC	COM		532716107	63889	1661600	SH	DEFINE
LIMITED BRANDS INC	COM		532716107	114	2977	SH	DEFINE
LINCOLN ELEC HLDGS INC	COM		533900106	55907	1559480	SH	DEFINE
LINCOLN NATL CORP IND	COM		534187109	4171	146397	SH	DEFINE
LINKEDIN CORP	COM CL A		53578A108	595	6600	SH	DEFINE
LINKEDIN CORP	COM CL A		53578A108	45	500	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB		536020100	1967	50340	SH	DEFINE
LINN ENERGY LLC	UNIT LTD LIAB		536020100	39	1000	SH	OTHER
LIONBRIDGE TECHNOLOGIES INC	COM		536252109	8161	2566372	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW		535919203	3604	544400	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW		535919203	594	89800	SH	DEFINE
LIONS GATE ENTMNT CORP	COM NEW		535919203	2350	355047	SH	DEFINE
LIVE NATION ENTERTAINMENT IN	COM		538034109	1015	88491	SH	DEFINE
LIZ CLAIBORNE INC	COM		539320101	1524	284900	SH	DEFINE
LIZ CLAIBORNE INC	COM		539320101	7525	1406559	SH	DEFINE
LOCKHEED MARTIN CORP	COM		539830109	40485	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM		539830109	3938	48637	SH	DEFINE
LOEWS CORP	COM		540424108	699	16600	SH	DEFINE
LOGITECH INTL S A	SHS		H50430232	1686	150000	SH	DEFINE
LOGITECH INTL S A	SHS		H50430232	1	100	SH	DEFINE
LOGMEIN INC	COM		54142L109	256	6630	SH	DEFINE
LONGTOP FINL TECHNOLOGIES LT	ADR		54318P108	2	100	SH	DEFINE
LONGTOP FINL TECHNOLOGIES LT	ADR		54318P108	4378	231289	SH	DEFINE
LORILLARD INC	COM		544147101	365	3350	SH	DEFINE
LORILLARD INC	COM		544147101	679579	6242112	SH	DEFINE
LORILLARD INC	COM		544147101	3465	31825	SH	DEFINE
LOWES COS INC	COM		548661107	2758	118338	SH	DEFINE
LSI CORPORATION	COM		502161102	2	304	SH	DEFINE
LSI CORPORATION	COM		502161102	268574	37721082	SH	DEFINE
LUBRIZOL CORP	COM		549271104	7469	55630	SH	DEFINE
LUBRIZOL CORP	COM		549271104	369	2745	SH	DEFINE
LULULEMON ATHLETICA INC	COM		550021109	1250	11175	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR		55068R202	2182	67975	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR		55068R202	10	300	SH	OTHER
LUXOTTICA GROUP S P A	SPONSORED ADR		55068R202	1156	36000	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR		55068R202	1168	36400	SH	DEFINE
LUXOTTICA GROUP S P A	SPONSORED ADR		55068R202	353	11000	SH	DEFINE
LYDALL INC DEL	COM		550819106	5555	464463	SH	DEFINE
M & T BK CORP	COM		55261F104	373788	4250000	SH	DEFINE
M & T BK CORP	COM		55261F104	718	8165	SH	DEFINE

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

M D C HLDGS INC	COM	552676108	34928	1417531	SH	DEFINE
M/I HOMES INC	COM	55305B101	18327	1494866	SH	DEFINE
MACERICH CO	COM	554382101	19932	372563	SH	DEFINE
MACYS INC	COM	55616P104	246	8406	SH	DEFINE
MACYS INC	COM	55616P104	1182	40430	SH	DEFINE
MACYS INC	COM	55616P104	10075	344560	SH	DEFINE
MAG SILVER CORP	COM	55903Q104	16858	1686100	SH	DEFINE
MAGELLAN MIDSTREAM PRTNRS LP	COM UNIT RP LP	559080106	338	5666	SH	DEFINE
MAGNA INTL INC	COM	559222401	18189	336275	SH	DEFINE
MAIDEN HOLDINGS LTD	SHS	G5753U112	2101	230850	SH	DEFINE
MANPOWERGROUP INC	COM	56418H100	1006	18745	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	13757	779000	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	2269	128191	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	266	15060	SH	DEFINE
MANULIFE FINL CORP	COM	56501R106	86643	4890921	SH	DEFINE
MARATHON OIL CORP	COM	565849106	43566	827000	SH	DEFINE
MARATHON OIL CORP	COM	565849106	4617	87638	SH	DEFINE
MARATHON OIL CORP	COM	565849106	735470	13961091	SH	DEFINE
MARATHON OIL CORP	COM	565849106	4088	77600	SH	DEFINE
MARKEL CORP	COM	570535104	7991	20138	SH	DEFINE
MARKEL CORP	COM	570535104	1468	3700	SH	DEFINE
MARKET VECTORS ETF TR	GOLD MINER ETF	57060U100	404	7400	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	396	7370	SH	DEFINE
MARKET VECTORS ETF TR	AGRIBUS ETF	57060U605	5	90	SH	DEFINE
MARKET VECTORS ETF TR	BRAZL SMCP ETF	57060U613	1968	34686	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	38755	1091990	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	107	3017	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	27	770	SH	DEFINE
MARRIOTT INTL INC NEW	CL A	571903202	176	4947	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	19590	628100	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	476	15263	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	331	10600	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	6005	192525	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2066	66229	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	2768	88750	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	300	9630	SH	DEFINE
MARSHALL & ILSLEY CORP NEW	COM	571837103	189	23667	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	6542	302860	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	769	35581	SH	DEFINE
MARTEN TRANS LTD	COM	573075108	3024	140000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	17993	225000	SH	DEFINE
MARTIN MARIETTA MATLS INC	COM	573284106	639	7991	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	ORD	G5876H105	209	14159	SH	DEFINE
MASCO CORP	COM	574599106	1649	137100	SH	DEFINE
MASCO CORP	COM	574599106	14	1200	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	218989	726720	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	16843	55895	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	4174	13850	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	27	90	SH	DEFINE
MASTERCARD INC	CL A	57636Q104	463	1538	SH	DEFINE
MATTEL INC	COM	577081102	1166	42416	SH	DEFINE
MATTEL INC	COM	577081102	170615	6206438	SH	DEFINE
MATTHEWS INTL CORP	CL A	577128101	10044	250172	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	63982	2503207	SH	DEFINE
MAXIM INTEGRATED PRODS INC	COM	57772K101	961	37585	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	4527	235300	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	702	36500	SH	DEFINE
MB FINANCIAL INC NEW	COM	55264U108	2907	151100	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	171626	3462287	SH	DEFINE
MCCORMICK & CO INC	COM NON VTG	579780206	460	9284	SH	DEFINE
MCDONALDS CORP	COM	580135101	180731	2143399	SH	DEFINE
MCDONALDS CORP	COM	580135101	47899	568066	SH	DEFINE

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

MCDONALDS CORP	COM	580135101	17559	208241	SH	DEFINE
MCGRAW HILL COS INC	COM	580645109	10612	253218	SH	DEFINE
MCKESSON CORP	COM	58155Q103	10456	125000	SH	DEFINE
MCKESSON CORP	COM	58155Q103	692	8269	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	137369	2033600	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	35034	518636	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	54	800	SH	OTHER
MEAD JOHNSON NUTRITION CO	COM	582839106	1912	28300	SH	DEFINE
MEAD JOHNSON NUTRITION CO	COM	582839106	475	7026	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	14480	434700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	241479	7249436	SH	DEFINE
MECHEL OAO	SPONSORED ADR	583840103	9152	383105	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	25235	446480	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	18303	323835	SH	DEFINE
MEDIVATION INC	COM	58501N101	3491	162900	SH	DEFINE
MEDIVATION INC	COM	58501N101	39	1800	SH	DEFINE
MEDTRONIC INC	COM	585055106	186967	4852500	SH	DEFINE
MEDTRONIC INC	COM	585055106	22148	574814	SH	DEFINE
MEDTRONIC INC	COM	585055106	3457	89732	SH	DEFINE
MEDTRONIC INC	COM	585055106	599258	15553022	SH	DEFINE
MEDTRONIC INC	COM	585055106	11722	304229	SH	DEFINE
MEDTRONIC INC	COM	585055106	5605	145480	SH	DEFINE
MEDTRONIC INC	COM	585055106	40546	1052310	SH	DEFINE
MEDTRONIC INC	COM	585055106	9866	256060	SH	DEFINE
MEDTRONIC INC	COM	585055106	1847	47946	SH	DEFINE
MEDTRONIC INC	COM	585055106	9779	253790	SH	DEFINE
MEDTRONIC INC	COM	585055106	349852	9079990	SH	DEFINE
MEDTRONIC INC	COM	585055106	52749	1369050	SH	DEFINE
MEDTRONIC INC	COM	585055106	131	3390	SH	DEFINE
MEMC ELECTR MATLS INC	COM	552715104	100	11765	SH	DEFINE
MENS WEARHOUSE INC	COM	587118100	68751	2040097	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	7934	100000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	9234	116389	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	5792	73000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1269	16000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	66090	833000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	2380	30000	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1135	14300	SH	DEFINE
MERCADOLIBRE INC	COM	58733R102	1412	17800	SH	DEFINE
MERCER INTL INC	NOTE	8.500% 1/1588056AK7	3064	1000000	PRN	DEFINE
MERCK & CO INC NEW	COM	58933Y105	4200	119000	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	1418983	40209215	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	79589	2255283	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	85	2400	SH	OTHER
MERCK & CO INC NEW	COM	58933Y105	978823	27736562	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	13123	371866	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	5921	167777	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	46981	1331277	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	50833	1440423	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	4274	121102	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	11115	314970	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	500388	14179303	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	90486	2564056	SH	DEFINE
MERCK & CO INC NEW	COM	58933Y105	180	5095	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	18494	468309	SH	DEFINE
MERCURY GENL CORP NEW	COM	589400100	79	2000	SH	DEFINE
MERU NETWORKS INC	COM	59047Q103	2497	207877	SH	DEFINE
MERU NETWORKS INC	COM	59047Q103	378	31473	SH	DEFINE
MERU NETWORKS INC	COM	59047Q103	1540	128200	SH	DEFINE
METHANEX CORP	COM	59151K108	298	9500	SH	DEFINE
METHANEX CORP	COM	59151K108	88418	2815327	SH	DEFINE
METHODE ELECTRS INC	COM	591520200	2103	181127	SH	DEFINE

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

METLIFE INC	COM	59156R108	27520	627300	SH	DEFINE
METLIFE INC	COM	59156R108	466	10622	SH	DEFINE
METLIFE INC	COM	59156R108	297566	6782893	SH	DEFINE
METLIFE INC	UNIT 99/99/9999	59156R116	370951	4500200	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	24828	147200	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	140427	832554	SH	DEFINE
METTLER TOLEDO INTERNATIONAL	COM	592688105	5712	33862	SH	DEFINE
MF GLOBAL HLDGS LTD	COM	55277J108	56842	7343880	SH	DEFINE
MF GLOBAL HLDGS LTD	NOTE 1.875% 2/055277JAA6		17434	17500000	PRN	DEFINE
MGM RESORTS INTERNATIONAL	NOTE 4.250% 4/155303QAE0		19530	18000000	PRN	DEFINE
MI DEVELOPMENTS INC	CL A SUB VTG	55304X104	54168	1774600	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	102047	2691830	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	29281	772382	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	316	8325	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM	595017104	2584	68166	SH	DEFINE
MICROSEMI CORP	COM	595137100	4073	198689	SH	DEFINE
MICROSOFT CORP	COM	594918104	5551	213500	SH	DEFINE
MICROSOFT CORP	COM	594918104	72491	2788115	SH	DEFINE
MICROSOFT CORP	COM	594918104	46621	1793112	SH	DEFINE
MICROSOFT CORP	COM	594918104	991459	38133056	SH	DEFINE
MICROSOFT CORP	COM	594918104	19137	736053	SH	DEFINE
MICROSOFT CORP	COM	594918104	8324	320146	SH	DEFINE
MICROSOFT CORP	COM	594918104	73843	2840099	SH	DEFINE
MICROSOFT CORP	COM	594918104	681	26180	SH	DEFINE
MICROSOFT CORP	COM	594918104	56885	2187894	SH	DEFINE
MICROSOFT CORP	COM	594918104	4942	190061	SH	DEFINE
MICROSOFT CORP	COM	594918104	19021	731560	SH	DEFINE
MICROSOFT CORP	COM	594918104	940365	36167869	SH	DEFINE
MICROSOFT CORP	COM	594918104	101141	3890025	SH	DEFINE
MICROSOFT CORP	COM	594918104	249	9570	SH	DEFINE
MIDSOUTH BANCORP INC	COM	598039105	2408	176700	SH	DEFINE
MIDWAY GOLD CORP	COM	598153104	8575	4375000	SH	DEFINE
MILLER INDS INC TENN	COM NEW	600551204	6756	361500	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	176	6280	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	601	21410	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPON ADR	602675100	338	12036	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	49949	1337690	SH	DEFINE
MINEFINDERS LTD	COM	602900102	51366	3948157	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	3603	54358	SH	DEFINE
MINUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	2817	583159	SH	DEFINE
MINUBISHI UFJ FINL GROUP IN	SPONSORED ADR	606822104	2308	477830	SH	DEFINE
MOBILE MINI INC	COM	60740F105	6933	327200	SH	DEFINE
MOBILE MINI INC	COM	60740F105	971	45800	SH	DEFINE
MOBILE MINI INC	COM	60740F105	3994	188500	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	302	15875	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	11811	621000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	5442	286100	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	19573	1029090	SH	DEFINE
MOLEX INC	COM	608554101	1842	71483	SH	DEFINE
MOLEX INC	CL A	608554200	2859	133100	SH	DEFINE
MOLSON COORS BREWING CO	CL B	60871R209	244	5450	SH	DEFINE
MOLYCORP INC DEL	PFD CONV SER A	608753208	394	3400	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	7254	100000	SH	DEFINE
MONSANTO CO NEW	COM	61166W101	5798	79923	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	45798	2544320	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	SHS	G62185106	47	2600	SH	DEFINE
MOODYS CORP	COM	615369105	1918	50000	SH	DEFINE
MOODYS CORP	COM	615369105	347	9046	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	817	35500	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	4559	198134	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	907	39400	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	570102	24776288	SH	DEFINE

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

MORGAN STANLEY	COM NEW	617446448	2519	109480	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	21495	934180	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	315	13710	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	33261	1445484	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	2253	97910	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	162467	7060715	SH	DEFINE
MORGAN STANLEY	COM NEW	617446448	8161	354680	SH	DEFINE
MOSAIC CO NEW	COM	61945C103	3846	56790	SH	DEFINE
MOSAIC CO NEW	COM	61945C103	2702	39900	SH	DEFINE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	350	7599	SH	DEFINE
MOTOROLA SOLUTIONS INC	COM NEW	620076307	109177	2371360	SH	DEFINE
MUELLER INDS INC	COM	624756102	105689	2787900	SH	DEFINE
MUELLER INDS INC	COM	624756102	379	10000	SH	DEFINE
MULTI FINELINE ELECTRONIX IN	COM	62541B101	6695	309800	SH	DEFINE
MURPHY OIL CORP	COM	626717102	26310	400700	SH	DEFINE
MURPHY OIL CORP	COM	626717102	579	8815	SH	DEFINE
MURPHY OIL CORP	COM	626717102	320179	4876322	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	4071	50400	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	573	7100	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	2342	29000	SH	DEFINE
MYLAN INC	COM	628530107	4	175	SH	DEFINE
MYLAN INC	COM	628530107	12684	514155	SH	DEFINE
MYLAN INC	NOTE	3.750% 9/1628530AJ6	20708	10500000	PRN	DEFINE
NABI BIOPHARMACEUTICALS	COM	629519109	543	100855	SH	DEFINE
NABORS INDUSTRIES LTD	SHS	G6359F103	909	36872	SH	DEFINE
NARA BANCORP INC	COM	63080P105	100	12250	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	466	18400	SH	DEFINE
NASDAQ OMX GROUP INC	COM	631103108	565	22341	SH	SOLE
NASH FINCH CO	COM	631158102	215	6000	SH	DEFINE
NATIONAL FUEL GAS CO N J	COM	636180101	466	6400	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	47018	1583645	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	1158	38994	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	2487	83750	SH	DEFINE
NATIONAL INSTRS CORP	COM	636518102	2889	97289	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	61277	783490	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	24515	313454	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	2659	34000	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	1053	13460	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	24033	307282	SH	DEFINE
NATIONAL PRESTO INDS INC	COM	637215104	203	2000	SH	DEFINE
NATIONAL SEMICONDUCTOR CORP	COM	637640103	0	6	SH	DEFINE
NATIONAL SEMICONDUCTOR CORP	COM	637640103	126381	5135341	SH	DEFINE
NATIONAL WESTN LIFE INS CO	CL A	638522102	27588	173000	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	219	5300	SH	DEFINE
NATIONWIDE HEALTH PPTYS INC	COM	638620104	5627	135880	SH	DEFINE
NATURAL GAS SERVICES GROUP	COM	63886Q109	582	36000	SH	DEFINE
NAUTILUS INC	COM	63910B102	200	100000	SH	DEFINE
NAVIGANT CONSULTING INC	COM	63935N107	2626	250370	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	9810	173760	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	2051	36327	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	2680	47471	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	4136	73250	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	8662	153410	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	8924	158050	SH	DEFINE
NAVISTAR INTL CORP NEW	COM	63934E108	104	1840	SH	DEFINE
NEKTAR THERAPEUTICS	COM	640268108	4969	683500	SH	DEFINE
NETAPP INC	COM	64110D104	120227	2277890	SH	DEFINE
NETAPP INC	COM	64110D104	13793	261338	SH	DEFINE
NETAPP INC	COM	64110D104	45	850	SH	DEFINE
NETAPP INC	COM	64110D104	433	8202	SH	DEFINE
NETAPP INC	NOTE	1.750% 6/064110DAB0	25631	15000000	PRN	DEFINE
NETFLIX INC	COM	64110L106	10508	40000	SH	DEFINE

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

NETFLIX INC	COM		64110L106	154	585	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM		64118B100	113472	2807330	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM		64118B100	990	24500	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM		64118B100	4123	102000	SH	DEFINE
NETSPEND HLDGS INC	COM		64118V106	4878	487800	SH	DEFINE
NETSPEND HLDGS INC	COM		64118V106	720	72000	SH	DEFINE
NETSPEND HLDGS INC	COM		64118V106	2969	296900	SH	DEFINE
NEUROCRINE BIOSCIENCES INC	COM		64125C109	2957	367300	SH	DEFINE
NEVSUN RESOURCES LTD	COM		64156L101	176787	29186540	SH	DEFINE
NEW GOLD INC CDA	COM		644535106	17948	1739200	SH	DEFINE
NEW JERSEY RES	COM		646025106	267	5975	SH	DEFINE
NEW ORIENTAL ED & TECH GRP I	SPON ADR		647581107	8696	77839	SH	DEFINE
NEW YORK TIMES CO	CL A		650111107	1181	135450	SH	DEFINE
NEWELL RUBBERMAID INC	COM		651229106	220	13930	SH	DEFINE
NEWLEAD HOLDINGS LTD	SHS		G64626115	62	32321	SH	DEFINE
NEWMONT MINING CORP	COM		651639106	227484	4215014	SH	DEFINE
NEWMONT MINING CORP	COM		651639106	1828	33864	SH	DEFINE
NEWMONT MINING CORP	NOTE	3.000% 2/1	651639AK2	9225	7500000	PRN	DEFINE
NEWS CORP	CL A		65248E104	1764	99671	SH	DEFINE
NEWS CORP	CL A		65248E104	528421	29854279	SH	DEFINE
NEWS CORP	CL A		65248E104	18332	1035707	SH	DEFINE
NEWS CORP	CL A		65248E104	40701	2299490	SH	DEFINE
NEWS CORP	CL A		65248E104	644	36390	SH	DEFINE
NEWS CORP	CL A		65248E104	26097	1474399	SH	DEFINE
NEWS CORP	CL A		65248E104	1214	68567	SH	DEFINE
NEWS CORP	CL A		65248E104	890	50290	SH	DEFINE
NEWS CORP	CL A		65248E104	702213	39673051	SH	DEFINE
NEWS CORP	CL A		65248E104	84022	4746998	SH	DEFINE
NEWS CORP	CL A		65248E104	204	11542	SH	DEFINE
NEWS CORP	CL B		65248E203	300	16600	SH	DEFINE
NEWS CORP	CL B		65248E203	4066	224871	SH	DEFINE
NEWS CORP	CL B		65248E203	1204	66576	SH	DEFINE
NEXEN INC	COM		65334H102	14	632	SH	DEFINE
NEXEN INC	COM		65334H102	8110	359677	SH	DEFINE
NEXTERA ENERGY INC	COM		65339F101	659856	11483750	SH	DEFINE
NEXTERA ENERGY INC	COM		65339F101	18166	316144	SH	DEFINE
NICOR INC	COM		654086107	228	4170	SH	DEFINE
NII HLDGS INC	CL B NEW		62913F201	33295	785640	SH	DEFINE
NII HLDGS INC	CL B NEW		62913F201	81	1900	SH	DEFINE
NIKE INC	CL B		654106103	138614	1540500	SH	DEFINE
NIKE INC	CL B		654106103	196189	2180365	SH	DEFINE
NIKE INC	CL B		654106103	84927	943848	SH	DEFINE
NIKE INC	CL B		654106103	1755	19500	SH	DEFINE
NIKE INC	CL B		654106103	35	390	SH	DEFINE
NIKE INC	CL B		654106103	1632	18138	SH	DEFINE
NISOURCE INC	COM		65473P105	85455	4220000	SH	DEFINE
NISOURCE INC	COM		65473P105	81	4000	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	18933	480400	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	13080	331900	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	4617	117146	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	1201	30480	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	2584	65560	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	28348	719320	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	31109	789364	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	1344	34097	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	12359	313610	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	319454	8105915	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	37111	941660	SH	DEFINE
NOBLE CORPORATION BAAR	NAMEN -AKT		H5833N103	159	4030	SH	DEFINE
NOBLE ENERGY INC	COM		655044105	45693	509800	SH	DEFINE
NOBLE ENERGY INC	COM		655044105	201	2237	SH	DEFINE
NOKIA CORP	SPONSORED ADR		654902204	337	52428	SH	DEFINE

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

NOMURA HLDGS INC	SPONSORED ADR	65535H208	5128	1040136	SH	DEFINE
NORDSON CORP	COM	655663102	43150	786700	SH	DEFINE
NORDSTROM INC	COM	655664100	5257	112000	SH	DEFINE
NORDSTROM INC	COM	655664100	41673	887800	SH	DEFINE
NORDSTROM INC	COM	655664100	3656	77887	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	27170	362600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	9838	131302	SH	DEFINE
NORTHEAST UTILS	COM	664397106	37934	1078600	SH	DEFINE
NORTHEAST UTILS	COM	664397106	31653	900000	SH	DEFINE
NORTHEAST UTILS	COM	664397106	193	5486	SH	DEFINE
NORTHERN TR CORP	COM	665859104	2372	51600	SH	DEFINE
NORTHERN TR CORP	COM	665859104	60792	1322710	SH	DEFINE
NORTHERN TR CORP	COM	665859104	3458	75242	SH	DEFINE
NORTHERN TR CORP	COM	665859104	14	300	SH	OTHER
NORTHERN TR CORP	COM	665859104	50	1090	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	69350	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	6066	87465	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	4046	321600	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	608	48305	SH	DEFINE
NORTHWEST BANCSHARES INC MD	COM	667340103	2482	197300	SH	DEFINE
NORTHWEST PIPE CO	COM	667746101	4834	185500	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	4184	68474	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	418841	6853892	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	231	3775	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	12221	199979	SH	DEFINE
NOVARTIS A G	SPONSORED ADR	66987V109	6857	112210	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	8845	70600	SH	DEFINE
NOVO-NORDISK A S	ADR	670100205	10116	80747	SH	DEFINE
NPS PHARMACEUTICALS INC	COM	62936P103	2767	292800	SH	DEFINE
NRG ENERGY INC	COM NEW	629377508	487857	19847717	SH	DEFINE
NSTAR	COM	67019E107	216	4690	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	138131	6433663	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	60596	2822356	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	43	2000	SH	OTHER
NUANCE COMMUNICATIONS INC	COM	67020Y100	1449	67500	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	1024	47700	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	296	13802	SH	DEFINE
NUANCE COMMUNICATIONS INC	DBCV	2.750% 8/167020YAB6	6562	4990000	PRN	DEFINE
NUCOR CORP	COM	670346105	96812	2348669	SH	DEFINE
NUCOR CORP	COM	670346105	129241	3135400	SH	DEFINE
NUCOR CORP	COM	670346105	14116	342446	SH	DEFINE
NUCOR CORP	COM	670346105	12	300	SH	OTHER
NUCOR CORP	COM	670346105	124	3000	SH	DEFINE
NUPATHE INC	COM	67059M100	1204	164300	SH	DEFINE
NUVEEN INS NY TX FR ADV MUN	COM	670656107	525	38600	SH	DEFINE
NV ENERGY INC	COM	67073Y106	133083	8669930	SH	DEFINE
NV ENERGY INC	COM	67073Y106	90258	5880000	SH	DEFINE
NV ENERGY INC	COM	67073Y106	2	120	SH	DEFINE
NXP SEMICONDUCTORS NV	COM	N6596X109	94717	3543480	SH	DEFINE
NYSE EURONEXT	COM	629491101	1098	32044	SH	DEFINE
NYSE EURONEXT	COM	629491101	305896	8926055	SH	DEFINE
NYSE EURONEXT	COM	629491101	1303	38014	SH	DEFINE
O REILLY AUTOMOTIVE INC NEW	COM	67103H107	218	3325	SH	DEFINE
OASIS PETE INC NEW	COM	674215108	8011	269900	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	3902	37500	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	98903	950620	SH	DEFINE
OCCIDENTAL PETE CORP DEL	COM	674599105	7444	71546	SH	DEFINE
OCEANEERING INTL INC	COM	675232102	13001	321020	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	454	107500	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	41	9800	SH	DEFINE
OIL STS INTL INC	COM	678026105	76754	960500	SH	DEFINE
OIL STS INTL INC	COM	678026105	50168	627810	SH	DEFINE

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

OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	125	825	SH	DEFINE
OIL SVC HOLDRS TR	DEPOSTRY RCPT	678002106	4545	29900	SH	DEFINE
OLD REP INTL CORP	COM	680223104	211295	17982562	SH	DEFINE
OLD REP INTL CORP	COM	680223104	147158	12524049	SH	DEFINE
OLD REP INTL CORP	COM	680223104	287	24400	SH	DEFINE
OLD REP INTL CORP	COM	680223104	7060	600884	SH	DEFINE
OMEGA PROTEIN CORP	COM	68210P107	9660	700000	SH	DEFINE
OMNICARE INC	COM	681904108	12364	387717	SH	DEFINE
OMNICARE INC	COM	681904108	577	18100	SH	DEFINE
OMNICARE INC	NOTE	3.750%12/1681904AN8	20081	15000000	PRN	DEFINE
OMNICOM GROUP INC	COM	681919106	3595	74645	SH	DEFINE
ONCOLYTICS BIOTECH INC	COM	682310107	8118	1457550	SH	DEFINE
ONEOK INC NEW	COM	682680103	274	3700	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	772	9050	SH	DEFINE
ONEOK PARTNERS LP	UNIT LTD PARTN	68268N103	8	90	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	4112	116483	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	14	400	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	3497	99060	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	399	11310	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	7839	222060	SH	DEFINE
ONYX PHARMACEUTICALS INC	NOTE	4.000% 8/1683399AB5	18000	15000000	PRN	DEFINE
OPEN TEXT CORP	COM	683715106	41589	649626	SH	DEFINE
OPEN TEXT CORP	COM	683715106	19626	306046	SH	DEFINE
OPKO HEALTH INC	COM	68375N103	148	40000	SH	DEFINE
OPNET TECHNOLOGIES INC	COM	683757108	1433	35000	SH	DEFINE
ORACLE CORP	COM	68389X105	209307	6359980	SH	DEFINE
ORACLE CORP	COM	68389X105	46081	1400227	SH	DEFINE
ORACLE CORP	COM	68389X105	4715	143260	SH	DEFINE
ORACLE CORP	COM	68389X105	10155	308562	SH	DEFINE
ORACLE CORP	COM	68389X105	4797	145768	SH	DEFINE
ORACLE CORP	COM	68389X105	1472	44720	SH	DEFINE
ORACLE CORP	COM	68389X105	515	15650	SH	DEFINE
ORACLE CORP	COM	68389X105	22744	691083	SH	DEFINE
ORACLE CORP	COM	68389X105	619	18816	SH	DEFINE
ORACLE CORP	COM	68389X105	14599	443610	SH	DEFINE
ORACLE CORP	COM	68389X105	629687	19133615	SH	DEFINE
ORACLE CORP	COM	68389X105	54986	1670789	SH	DEFINE
ORACLE CORP	COM	68389X105	131	3985	SH	DEFINE
ORIENTAL FINL GROUP INC	COM	68618W100	28100	2180000	SH	DEFINE
ORIENTAL FINL GROUP INC	COM	68618W100	22	1700	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP I	COM	690368105	71938	2670300	SH	DEFINE
OWENS CORNING NEW	COM	690742101	212575	5691439	SH	DEFINE
P & F INDS INC	CL A NEW	692830508	394	89700	SH	DEFINE
P A M TRANSN SVCS INC	COM	693149106	5280	535000	SH	DEFINE
PACER INTL INC TENN	COM	69373H106	5085	1077399	SH	DEFINE
PACIFIC BIOSCIENCES CALIF IN	COM	69404D108	1219	104200	SH	DEFINE
PACIRA PHARMACEUTICALS INC	COM	695127100	3735	311221	SH	DEFINE
PACKAGING CORP AMER	COM	695156109	620	22146	SH	DEFINE
PAIN THERAPEUTICS INC	COM	69562K100	553	142900	SH	DEFINE
PALL CORP	COM	696429307	28115	500000	SH	DEFINE
PALL CORP	COM	696429307	1075	19115	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	2476	19700	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	580	4615	SH	DEFINE
PANERA BREAD CO	CL A	69840W108	1546	12300	SH	DEFINE
PAR PHARMACEUTICAL COS INC	COM	69888P106	2460	74588	SH	DEFINE
PARAGON SHIPPING INC	CL A	69913R309	33	16450	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	5489	233000	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	829	35200	SH	DEFINE
PAREXEL INTL CORP	COM	699462107	3291	139700	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	3590	40000	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	1892	21081	SH	DEFINE
PARKER HANNIFIN CORP	COM	701094104	3121	34775	SH	DEFINE

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

PARTNERRE LTD	COM	G6852T105	330	4800	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	241253	3504034	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	7486	108731	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	0	5	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	1307	18980	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	62946	914250	SH	DEFINE
PARTNERRE LTD	COM	G6852T105	51121	742501	SH	DEFINE
PATTERSON UTI ENERGY INC	COM	703481101	47053	1488540	SH	DEFINE
PAYCHEX INC	COM	704326107	17197	559800	SH	DEFINE
PAYCHEX INC	COM	704326107	14066	457888	SH	DEFINE
PAYCHEX INC	COM	704326107	1216	39585	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	18103	307300	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	75434	1280490	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	22700	385336	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	837	14200	SH	DEFINE
PEABODY ENERGY CORP	COM	704549104	29	490	SH	DEFINE
PEABODY ENERGY CORP	SDCV	4.750%12/1704549AG9	15344	12500000	PRN	DEFINE
PEABODY ENERGY CORP	SDCV	4.750%12/1704549AG9	2670	2175000	PRN	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	36	1900	SH	DEFINE
PEARSON PLC	SPONSORED ADR	705015105	6717	353316	SH	DEFINE
PEBBLEBROOK HOTEL TR	COM	70509V100	3189	157930	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	77515	1343411	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	1145	19850	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	4870	84400	SH	DEFINE
PEETS COFFEE & TEA INC	COM	705560100	2688	46585	SH	DEFINE
PENGROWTH ENERGY CORP	COM	70706P104	503	40000	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	1173	43550	SH	DEFINE
PENN VA RESOURCES PARTNERS L	COM	707884102	40	1500	SH	OTHER
PENN WEST PETE LTD NEW	COM	707887105	974	42200	SH	DEFINE
PENN WEST PETE LTD NEW	COM	707887105	866	37500	SH	DEFINE
PENNEY J C INC	COM	708160106	67571	1956300	SH	DEFINE
PENNEY J C INC	COM	708160106	773	22380	SH	DEFINE
PENTAIR INC	COM	709631105	23150	573600	SH	DEFINE
PENTAIR INC	COM	709631105	129	3195	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	7853	696763	SH	DEFINE
PEOPLES BANCORP INC	COM	709789101	14	1200	SH	DEFINE
PEOPLES UNITED FINANCIAL INC	COM	712704105	327	24345	SH	DEFINE
PEPSICO INC	COM	713448108	234743	3333000	SH	DEFINE
PEPSICO INC	COM	713448108	583701	8287680	SH	DEFINE
PEPSICO INC	COM	713448108	95986	1362852	SH	DEFINE
PEPSICO INC	COM	713448108	106	1500	SH	OTHER
PEPSICO INC	COM	713448108	1817	25800	SH	DEFINE
PEPSICO INC	COM	713448108	183840	2610255	SH	DEFINE
PEPSICO INC	COM	713448108	38	540	SH	DEFINE
PEPSICO INC	COM	713448108	3771	53541	SH	DEFINE
PEPSICO INC	COM	713448108	1271	18049	SH	DEFINE
PERKINELMER INC	COM	714046109	203	7532	SH	DEFINE
PERRIGO CO	COM	714290103	29723	338267	SH	DEFINE
PERRIGO CO	COM	714290103	9	105	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	2	15	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	19457	133239	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	184813	7491417	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	8943	362523	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	38	1530	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	440	17839	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	18676	608729	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	104	3400	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	14122	460296	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	3305	107720	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	77480	2525416	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	452	14720	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	26008	847712	SH	DEFINE

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

PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	12059	393065	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	637588	20781904	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	167008	5443541	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SP ADR NON VTG	71654V101	203044	6618134	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	2302	68000	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	8286	244718	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	35105	1036764	SH	DEFINE
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	6362	187900	SH	DEFINE
PETSMART INC	COM	716768106	2328	51315	SH	DEFINE
PFIZER INC	COM	717081103	116890	5674250	SH	DEFINE
PFIZER INC	COM	717081103	771592	37455905	SH	DEFINE
PFIZER INC	COM	717081103	32727	1588677	SH	DEFINE
PFIZER INC	COM	717081103	1036458	50313480	SH	DEFINE
PFIZER INC	COM	717081103	20057	973659	SH	DEFINE
PFIZER INC	COM	717081103	7462	362240	SH	DEFINE
PFIZER INC	COM	717081103	77492	3761761	SH	DEFINE
PFIZER INC	COM	717081103	859	41690	SH	DEFINE
PFIZER INC	COM	717081103	46777	2270719	SH	DEFINE
PFIZER INC	COM	717081103	4066	197378	SH	DEFINE
PFIZER INC	COM	717081103	13776	668740	SH	DEFINE
PFIZER INC	COM	717081103	834413	40505503	SH	DEFINE
PFIZER INC	COM	717081103	106451	5167536	SH	DEFINE
PFIZER INC	COM	717081103	189	9161	SH	DEFINE
PG&E CORP	COM	69331C108	765914	18223020	SH	DEFINE
PG&E CORP	COM	69331C108	137	3248	SH	DEFINE
PG&E CORP	COM	69331C108	4055	96490	SH	DEFINE
PG&E CORP	COM	69331C108	23567	560722	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	52464	1954700	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	70601	2630460	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	349	13000	SH	DEFINE
PHARMACEUTICAL PROD DEV INC	COM	717124101	5489	204518	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	13117	1256400	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	290	27800	SH	DEFINE
PHARMACYCLICS INC	COM	716933106	1201	115000	SH	DEFINE
PHARMASSET INC	COM	71715N106	15999	142597	SH	DEFINE
PHI INC	COM VTG	69336T106	2058	95100	SH	DEFINE
PHI INC	COM NON VTG	69336T205	19676	905499	SH	DEFINE
PHI INC	COM NON VTG	69336T205	4407	202800	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	12746	190900	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	17776	266227	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	422647	6329890	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	33	490	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	11843	177363	SH	DEFINE
PHILIP MORRIS INTL INC	COM	718172109	2	35	SH	DEFINE
PHILIPPINE LONG DISTANCE TEL	SPONSORED ADR	718252604	2377	43981	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	28885	2496556	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	319193	7160000	SH	DEFINE
PINNACLE WEST CAP CORP	COM	723484101	120	2700	SH	DEFINE
PIONEER DRILLING CO	COM	723655106	3322	218000	SH	DEFINE
PIONEER DRILLING CO	COM	723655106	486	31900	SH	DEFINE
PIONEER DRILLING CO	COM	723655106	2024	132800	SH	DEFINE
PITNEY BOWES INC	COM	724479100	98	4270	SH	DEFINE
PITNEY BOWES INC	COM	724479100	518	22530	SH	DEFINE
PLATINUM GROUP METALS LTD	COM NEW	72765Q205	21882	12558000	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	2	50	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	12839	316695	SH	DEFINE
PMC-SIERRA INC	NOTE 2.250%10/1	69344FAD8	10319	9500000	PRN	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	1009	16927	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	3598	60367	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	560462	9402139	SH	DEFINE
PNC FINL SVCS GROUP INC	COM	693475105	50	846	SH	DEFINE
PNM RES INC	COM	69349H107	82525	4929784	SH	DEFINE

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

PNM RES INC	COM	69349H107	55242	3300000	SH	DEFINE
PNM RES INC	COM	69349H107	138	8250	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	165271	1246300	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	25989	195982	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	902	6800	SH	DEFINE
POLO RALPH LAUREN CORP	CL A	731572103	609	4592	SH	DEFINE
POLYCOM INC	COM	73172K104	42412	659600	SH	DEFINE
POLYCOM INC	COM	73172K104	2300	35765	SH	DEFINE
POLYCOM INC	COM	73172K104	3877	60296	SH	DEFINE
PORTLAND GEN ELEC CO	COM NEW	736508847	60672	2400000	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	1891	192155	SH	DEFINE
PORTUGAL TELECOM SGPS S A	SPONSORED ADR	737273102	55	5612	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2267	20870	SH	DEFINE
POSCO	SPONSORED ADR	693483109	7065	65040	SH	DEFINE
POSCO	SPONSORED ADR	693483109	1958	18029	SH	DEFINE
POSCO	SPONSORED ADR	693483109	11	99	SH	DEFINE
POSCO	SPONSORED ADR	693483109	2694	24800	SH	DEFINE
POSCO	SPONSORED ADR	693483109	5371	49451	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	4370	76637	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	3565	62498	SH	DEFINE
POTASH CORP SASK INC	COM	73755L107	18174	318125	SH	DEFINE
POTLATCH CORP NEW	COM	737630103	222	6300	SH	DEFINE
POWELL INDS INC	COM	739128106	22532	617327	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	21217	552100	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	784	20400	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	3290	85600	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	5620	146233	SH	DEFINE
POWERSHARES ETF TRUST	CLEANTECH PORT	73935X278	848	29875	SH	DEFINE
POWERSHARES INDIA ETF TR	INDIA PORT	73935L100	335	14300	SH	DEFINE
POWERSHARES QQQ TRUST	UNIT SER 1	73935A104	1670	29264	SH	DEFINE
POWERSHS DB MULTI SECT COMM	DB AGRICULT FD	73936B408	492	15500	SH	DEFINE
PPG INDS INC	COM	693506107	1146	12619	SH	DEFINE
PPL CORP	COM	69351T106	456226	16393300	SH	DEFINE
PPL CORP	COM	69351T106	365	13130	SH	DEFINE
PPL CORP	UNIT 99/99/9999S	69351T114	8228	150000	SH	DEFINE
PPL CORP	UNIT 99/99/9999	69351T601	14033	250000	SH	DEFINE
PRAXAIR INC	COM	74005P104	290014	2675649	SH	DEFINE
PRAXAIR INC	COM	74005P104	194035	1790160	SH	DEFINE
PRAXAIR INC	COM	74005P104	58332	538172	SH	DEFINE
PRAXAIR INC	COM	74005P104	6287	58000	SH	DEFINE
PRAXAIR INC	COM	74005P104	1301	12000	SH	DEFINE
PRAXAIR INC	COM	74005P104	22664	209101	SH	DEFINE
PRAXAIR INC	COM	74005P104	2385	22000	SH	DEFINE
PRAXAIR INC	COM	74005P104	921	8497	SH	DEFINE
PRAXAIR INC	COM	74005P104	1192	11000	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	207186	1258350	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	21189	128692	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	988	6000	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	23	140	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	431	2617	SH	DEFINE
PRECISION DRILLING CORP	COM 2010	74022D308	7009	487954	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	7308	700000	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	163384	2707725	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	4477	74192	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	36	600	SH	OTHER
PRICE T ROWE GROUP INC	COM	74144T108	20	330	SH	DEFINE
PRICE T ROWE GROUP INC	COM	74144T108	1281	21230	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	132200	258240	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	5946	11615	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	5734	11200	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1229	2400	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	22440	43834	SH	DEFINE

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

PRICELINE COM INC	COM NEW	741503403	2457	4800	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	382	747	SH	DEFINE
PRICELINE COM INC	COM NEW	741503403	1459	2850	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	336499	5293360	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	87115	1370375	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	99555	1566070	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	15445	242955	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	44	700	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	24617	387248	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	31339	492987	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	3153	49599	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	14675	230850	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	113332	1782790	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	25656	403590	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	66	1040	SH	DEFINE
PROGENICS PHARMACEUTICALS IN	COM	743187106	1374	191300	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	657918	13703770	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	2445	50921	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	14	300	SH	DEFINE
PROGRESS SOFTWARE CORP	COM	743312100	15703	650752	SH	DEFINE
PROGRESS SOFTWARE CORP	COM	743312100	1076	44597	SH	DEFINE
PROGRESS SOFTWARE CORP	COM	743312100	2999	124300	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	146	6820	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	17023	796197	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	8355	390764	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	3600	168389	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	1046	48930	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	2617	122390	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	260782	12197480	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	33143	1550190	SH	DEFINE
PROGRESSIVE CORP OHIO	COM	743315103	47	2180	SH	DEFINE
PROLOGIS INC	COM	74340W103	2	44	SH	DEFINE
PROLOGIS INC	COM	74340W103	6645	185421	SH	DEFINE
PROLOGIS INC	COM	74340W103	37964	1059277	SH	DEFINE
PROSHARES TR	PSHS ULTSH 20YRS	74347R297	607	17603	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	90324	3905043	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	12	500	SH	DEFINE
PROVIDENCE & WORCESTER RR CO	COM	743737108	2909	205000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	62382	981000	SH	DEFINE
PRUDENTIAL FINL INC	COM	744320102	519	8154	SH	DEFINE
PSS WORLD MED INC	COM	69366A100	4230	151021	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	316	2775	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	26304	230720	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	711946	21812060	SH	DEFINE
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	4507	138085	SH	DEFINE
PULSE ELECTRONICS CORP	COM	74586W106	45	10200	SH	DEFINE
PULTE GROUP INC	COM	745867101	14439	1885000	SH	DEFINE
PULTE GROUP INC	COM	745867101	98	12771	SH	DEFINE
QEP RES INC	COM	74733V100	2080	49735	SH	DEFINE
QIAGEN N V	ORD	N72482107	7548	396710	SH	DEFINE
QIAGEN N V	ORD	N72482107	6515	342250	SH	DEFINE
QIAGEN N V	ORD	N72482107	4850	255000	SH	DEFINE
QIAGEN N V	ORD	N72482107	1046	55000	SH	DEFINE
QIAGEN N V	ORD	N72482107	60504	3164300	SH	DEFINE
QIAGEN N V	ORD	N72482107	2352	123498	SH	DEFINE
QIAGEN N V	ORD	N72482107	1047	54600	SH	DEFINE
QIAGEN N V	ORD	N72482107	1170	61500	SH	DEFINE
QLIK TECHNOLOGIES INC	COM	74733T105	5961	175000	SH	DEFINE
QUALCOMM INC	COM	747525103	224408	3951565	SH	DEFINE
QUALCOMM INC	COM	747525103	71355	1256469	SH	DEFINE
QUALCOMM INC	COM	747525103	1937	34100	SH	DEFINE
QUALCOMM INC	COM	747525103	58	1030	SH	DEFINE

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

QUALCOMM INC	COM	747525103	1752	30853	SH	DEFINE
QUALITY SYS INC	COM	747582104	5002	57300	SH	DEFINE
QUALITY SYS INC	COM	747582104	786	9000	SH	DEFINE
QUALITY SYS INC	COM	747582104	3160	36200	SH	DEFINE
QUANTA SVCS INC	COM	74762E102	1886	93385	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	29550	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	5698	96420	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	35343	598020	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	598	10120	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	9610	162600	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	2087	35311	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	4148	70190	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	37110	627920	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	64965	1099247	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	103	1750	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	7191	316387	SH	DEFINE
QUESTAR CORP	COM	748356102	21252	1200000	SH	DEFINE
QUESTAR CORP	COM	748356102	877	49530	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	15176	629700	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	400	16600	SH	DEFINE
QUESTCOR PHARMACEUTICALS INC	COM	74835Y101	1653	68600	SH	DEFINE
QUINSTREET INC	COM	74874Q100	3201	246600	SH	DEFINE
QUINSTREET INC	COM	74874Q100	504	38800	SH	DEFINE
QUINSTREET INC	COM	74874Q100	2076	159900	SH	DEFINE
RACKSPACE HOSTING INC	COM	750086100	5343	125000	SH	DEFINE
RANDGOLD RES LTD	ADR	752344309	247636	2946292	SH	DEFINE
RANGE RES CORP	COM	75281A109	7416	133630	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	29910	600000	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	3348	67169	SH	DEFINE
RAYTHEON CO	COM NEW	755111507	2845	57075	SH	DEFINE
REALD INC	COM	75604L105	14377	614683	SH	DEFINE
REALD INC	COM	75604L105	349	14900	SH	DEFINE
REALD INC	COM	75604L105	1408	60200	SH	DEFINE
REALD INC	COM	75604L105	1973	84353	SH	DEFINE
REALTY INCOME CORP	COM	756109104	67	2000	SH	DEFINE
REALTY INCOME CORP	COM	756109104	6101	182160	SH	DEFINE
RED HAT INC	COM	756577102	169716	3697530	SH	DEFINE
RED HAT INC	COM	756577102	536	11679	SH	DEFINE
REED ELSEVIER N V	SPONS ADR NEW	758204200	13589	504056	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	6875	556663	SH	DEFINE
REGAL ENTMT GROUP	CL A	758766109	177	14352	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	132	3000	SH	DEFINE
REGENCY CTRS CORP	COM	758849103	9448	214863	SH	DEFINE
REGENERON PHARMACEUTICALS	COM	75886F107	260	4580	SH	DEFINE
REGIS CORP MINN	COM	758932107	54193	3537401	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	101340	2041085	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	584	8350	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	29401	420310	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	2694	38510	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	185172	2647200	SH	DEFINE
RENAISSANCERE HOLDINGS LTD	COM	G7496G103	5003	71520	SH	DEFINE
RENREN INC	SPONSORED ADR	759892102	448	50650	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	23141	750100	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	231	7496	SH	DEFINE
REPUBLIC SVCS INC	COM	760759100	1454	47134	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	50305	1743680	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	664	23000	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	6	200	SH	OTHER
RESEARCH IN MOTION LTD	COM	760975102	30	1050	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	58855	2035328	SH	DEFINE
RESPONSYS INC	COM	761248103	684	38600	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	324	8750	SH	DEFINE

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

REYNOLDS AMERICAN INC	COM	761713106	470024	12686200	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	3140	84750	SH	DEFINE
RIGEL PHARMACEUTICALS INC	COM NEW	766559603	119	13000	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	9900	305550	SH	DEFINE
RIGNET INC	COM	766582100	4685	275600	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	23895	330400	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	4213	58252	SH	DEFINE
RLI CORP	COM	749607107	110312	1781531	SH	DEFINE
RLI CORP	COM	749607107	94	1525	SH	DEFINE
ROBBINS & MYERS INC	COM	770196103	14941	282700	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	349	12900	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	35396	1309500	SH	DEFINE
ROCK-TENN CO	CL A	772739207	213	3215	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	209005	2409010	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	1508	17386	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	535	6162	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	45250	733500	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	770	12485	SH	DEFINE
ROFIN SINAR TECHNOLOGIES INC	COM	775043102	50059	1465860	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	177	4475	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	67	1700	SH	DEFINE
ROGERS COMMUNICATIONS INC	CL B	775109200	290919	7344570	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	314845	3779649	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	27797	333700	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	11	137	SH	DEFINE
ROPER INDS INC NEW	COM	776696106	100	1200	SH	DEFINE
ROSS STORES INC	COM	778296103	204	2550	SH	DEFINE
ROVI CORP	COM	779376102	6426	112021	SH	DEFINE
ROVI CORP	COM	779376102	1	15	SH	DEFINE
ROWAN COS INC	COM	779382100	123155	3173277	SH	DEFINE
ROWAN COS INC	COM	779382100	14305	368580	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	206	3600	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	753	13211	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	346212	6054780	SH	DEFINE
ROYAL BK CDA MONTREAL QUE	COM	780087102	800	14000	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	6148	85684	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	20747	289157	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPON ADR B	780259107	208643	2907918	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	19919	280030	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	33052	464667	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	2	30	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	5124	72033	SH	DEFINE
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	11379	159979	SH	DEFINE
ROYAL GOLD INC	COM	780287108	26362	450100	SH	DEFINE
RPM INTL INC	COM	749685103	67312	2924051	SH	DEFINE
RPM INTL INC	COM	749685103	5266	228742	SH	DEFINE
RPX CORP	COM	74972G103	7638	272500	SH	DEFINE
RPX CORP	COM	74972G103	303	10800	SH	DEFINE
RPX CORP	COM	74972G103	1236	44100	SH	DEFINE
RTI INTL METALS INC	COM	74973W107	36517	951700	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	15285	520956	SH	DEFINE
RYANAIR HLDGS PLC	SPONSORED ADR	783513104	534	18197	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	1640	39000	SH	DEFINE
SAFETY INS GROUP INC	COM	78648T100	64	1525	SH	DEFINE
SAFEWAY INC	COM NEW	786514208	352	15080	SH	DEFINE
SAGENT PHARMACEUTICALS INC	COM	786692103	5693	211000	SH	DEFINE
SAGENT PHARMACEUTICALS INC	COM	786692103	240	8900	SH	DEFINE
SAGENT PHARMACEUTICALS INC	COM	786692103	987	36600	SH	DEFINE
SAIA INC	COM	78709Y105	4238	250000	SH	DEFINE
SAIC INC	COM	78390X101	1502	89300	SH	DEFINE
SAIC INC	COM	78390X101	9327	554490	SH	DEFINE
SAIC INC	COM	78390X101	2803	166640	SH	DEFINE

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

SAIC INC	COM	78390X101	36569	2174150	SH	DEFINE
SAIC INC	COM	78390X101	355	21110	SH	DEFINE
SAIC INC	COM	78390X101	15572	925779	SH	DEFINE
SAIC INC	COM	78390X101	1337	79477	SH	DEFINE
SAIC INC	COM	78390X101	3474	206540	SH	DEFINE
SAIC INC	COM	78390X101	13791	819940	SH	DEFINE
SAIC INC	COM	78390X101	33471	1989974	SH	DEFINE
SAIC INC	COM	78390X101	80	4740	SH	DEFINE
SAKS INC	COM	79377W108	27879	2495858	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	120129	806350	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	5764	38692	SH	DEFINE
SALESFORCE COM INC	COM	79466L302	371	2491	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	83854	2105315	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	665	16700	SH	DEFINE
SALIX PHARMACEUTICALS INC	COM	795435106	2764	69400	SH	DEFINE
SALIX PHARMACEUTICALS INC	NOTE	2.750% 5/1795435AC0	23100	20000000	PRN	DEFINE
SANDERSON FARMS INC	COM	800013104	478	10000	SH	DEFINE
SANDISK CORP	COM	80004C101	833	20071	SH	DEFINE
SANFILIPPO JOHN B & SON INC	COM	800422107	4494	531184	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	575	14317	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	23135	575917	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	298	7430	SH	DEFINE
SANOFI	SPONSORED ADR	80105N105	284	7073	SH	DEFINE
SANOFI	RIGHT	12/31/202080105N113	11	4726	SH	DEFINE
SANOFI	RIGHT	12/31/202080105N113	17901	7427965	SH	DEFINE
SAP AG	SPON ADR	803054204	1431	23595	SH	DEFINE
SAP AG	SPON ADR	803054204	27919	460336	SH	DEFINE
SAP AG	SPON ADR	803054204	408	6720	SH	DEFINE
SAP AG	SPON ADR	803054204	61203	1009120	SH	DEFINE
SAPIENT CORP	COM	803062108	5782	384676	SH	DEFINE
SAPIENT CORP	COM	803062108	939	62500	SH	DEFINE
SAPIENT CORP	COM	803062108	3765	250500	SH	DEFINE
SARA LEE CORP	COM	803111103	2159	113702	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	11	202	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	26483	500710	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	2187	292000	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	151	20200	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	36430	4863830	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	606	80900	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	547	73060	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	823	109818	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	3538	472380	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	3953	527710	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	2096	279780	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	COM	80517Q100	44	5860	SH	DEFINE
SAVIENT PHARMACEUTICALS INC	NOTE	4.750% 2/080517QAA8	9838	9839000	PRN	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	118312	3098010	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	411	10774	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1424	37300	SH	DEFINE
SCANA CORP NEW	COM	80589M102	39370	1000000	SH	DEFINE
SCANA CORP NEW	COM	80589M102	799	20285	SH	DEFINE
SCANSOURCE INC	COM	806037107	4538	121067	SH	DEFINE
SCHAWK INC	CL A	806373106	22231	1342450	SH	DEFINE
SCHEIN HENRY INC	COM	806407102	238	3328	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	298925	3459788	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	135407	1567212	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	17	200	SH	OTHER
SCHLUMBERGER LTD	COM	806857108	9141	105800	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	71	820	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1555	18000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	194	2250	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	25402	294000	SH	DEFINE

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

SCHLUMBERGER LTD	COM	806857108	3024	35000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	414	4794	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1797	20800	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	231	8700	SH	DEFINE
SCHULMAN A INC	COM	808194104	39148	1554091	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	2879	175000	SH	DEFINE
SCHWAB CHARLES CORP NEW	COM	808513105	715	43464	SH	DEFINE
SCICLONE PHARMACEUTICALS INC	COM	80862K104	5197	860500	SH	DEFINE
SCIENTIFIC GAMES CORP	CL A	80874P109	284	27500	SH	DEFINE
SCORPIO TANKERS INC	SHS	Y7542C106	2357	235950	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	37656	733900	SH	DEFINE
SCOTTS MIRACLE GRO CO	CL A	810186106	1163	22664	SH	DEFINE
SEACOAST BKG CORP FLA	COM	811707306	300	200000	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	292	8298	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	4799	136305	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	236	6700	SH	DEFINE
SEADRILL LIMITED	SHS	G7945E105	64459	1830816	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	1767	109338	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	161394	9987228	SH	DEFINE
SEAGATE TECHNOLOGY PLC	SHS	G7945M107	1536	95060	SH	DEFINE
SEALY CORP	COM	812139301	9248	3655420	SH	DEFINE
SEALY CORP	SR SECD 3RD 8%	812139400	44839	606511	PRN	DEFINE
SEATTLE GENETICS INC	COM	812578102	3503	170700	SH	DEFINE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	18	245	SH	DEFINE
SELECT SECTOR SPDR TR	SBI INT-ENERGY	81369Y506	67822	900095	SH	DEFINE
SELECTIVE INS GROUP INC	COM	816300107	25126	1544300	SH	DEFINE
SEMPRA ENERGY	COM	816851109	4114	77800	SH	DEFINE
SEMPRA ENERGY	COM	816851109	703201	13298052	SH	DEFINE
SEMPRA ENERGY	COM	816851109	183	3455	SH	DEFINE
SEMPRA ENERGY	COM	816851109	23	440	SH	DEFINE
SEMPRA ENERGY	COM	816851109	455	8596	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1308	24728	SH	DEFINE
SEMTECH CORP	COM	816850101	31623	1156680	SH	DEFINE
SEMTECH CORP	COM	816850101	820	30000	SH	DEFINE
SEMTECH CORP	COM	816850101	3385	123800	SH	DEFINE
SEMTECH CORP	COM	816850101	6369	232948	SH	DEFINE
SENECA FOODS CORP NEW	CL B	817070105	2995	121500	SH	DEFINE
SENECA FOODS CORP NEW	CL A	817070501	15082	589594	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	1406	60050	SH	DEFINE
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	47	2000	SH	OTHER
SENIOR HSG PPTYS TR	SH BEN INT	81721M109	1756	75000	SH	DEFINE
SENOXYX INC	COM	81724Q107	89	17300	SH	DEFINE
SENSATA TECHNOLOGIES HLDG BV	SHS	N7902X106	65839	1748700	SH	DEFINE
SENSATA TECHNOLOGIES HLDG BV	SHS	N7902X106	802	21300	SH	DEFINE
SENSIENT TECHNOLOGIES CORP	COM	81725T100	29335	791350	SH	DEFINE
SERVICE CORP INTL	COM	817565104	604	51700	SH	DEFINE
SERVICE CORP INTL	COM	817565104	17590	1506000	SH	DEFINE
SERVICE CORP INTL	COM	817565104	479	40971	SH	DEFINE
SERVICESTRONG INTL LLC	COM	81763U100	7279	327600	SH	DEFINE
SERVICESTRONG INTL LLC	COM	81763U100	516	23200	SH	DEFINE
SERVICESTRONG INTL LLC	COM	81763U100	2046	92100	SH	DEFINE
SFN GROUP INC	COM	784153108	8110	892200	SH	DEFINE
SHAW COMMUNICATIONS INC	CL B CONV	82028K200	351	15375	SH	DEFINE
SHERWIN WILLIAMS CO	COM	824348106	1434	17100	SH	DEFINE
SHINHAN FINANCIAL GROUP CO L	SPN ADR RESTRD	824596100	2118	22070	SH	DEFINE
SHOE CARNIVAL INC	COM	824889109	8653	287000	SH	DEFINE
SHORETEL INC	COM	825211105	23899	2343000	SH	DEFINE
SHORETEL INC	COM	825211105	560	54900	SH	DEFINE
SHORETEL INC	COM	825211105	2221	217700	SH	DEFINE
SHORETEL INC	COM	825211105	4995	489740	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	4151	443700	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	634	67800	SH	DEFINE

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

SHUFFLE MASTER INC	COM	825549108	2570	274700	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	14669	1568008	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	10791	78463	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	16384	119128	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	408	2970	SH	DEFINE
SIEMENS A G	SPONSORED ADR	826197501	63674	462980	SH	DEFINE
SIERRA WIRELESS INC	COM	826516106	7920	679366	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	1989	27100	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	67877	925000	SH	DEFINE
SIGMA ALDRICH CORP	COM	826552101	5457	74372	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	64208	1122530	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	641	11200	SH	DEFINE
SIGNATURE BK NEW YORK N Y	COM	82669G104	2762	48281	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	76781	1860905	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	2022	48995	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	3000	72700	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	6081	977660	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	1991	320020	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	11362	1826708	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	449	72250	SH	DEFINE
SILICONWARE PRECISION INDS L	SPONSD ADR SPL	827084864	15975	2568377	SH	DEFINE
SILVER STD RES INC	COM	82823L106	548	20500	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	33717	1021760	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	74	2255	SH	DEFINE
SILVER WHEATON CORP	COM	828336107	10216	309450	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	6158	52982	SH	DEFINE
SIMON PPTY GROUP INC NEW	COM	828806109	62253	535606	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	50812	1701118	SH	DEFINE
SINA CORP	ORD	G81477104	6246	60000	SH	DEFINE
SINA CORP	ORD	G81477104	62	600	SH	DEFINE
SK TELECOM LTD	SPONSORED ADR	78440P108	187	10012	SH	DEFINE
SKYWEST INC	COM	830879102	52274	3471036	SH	DEFINE
SKYWORKS SOLUTIONS INC	COM	83088M102	12997	565591	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	124	1500	SH	DEFINE
SL GREEN RLTY CORP	COM	78440X101	15252	184050	SH	DEFINE
SLM CORP	COM	78442P106	3898	231900	SH	DEFINE
SM ENERGY CO	COM	78454L100	280386	3815830	SH	DEFINE
SM ENERGY CO	COM	78454L100	542	7375	SH	DEFINE
SMART TECHNOLOGIES INC	CL A SUB VTG S	83172R108	21798	3824190	SH	DEFINE
SMART TECHNOLOGIES INC	CL A SUB VTG S	83172R108	11	1900	SH	DEFINE
SMITH A O	COM	831865209	21863	516850	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	39552	1808500	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	3	150	SH	DEFINE
SMUCKER J M CO	COM NEW	832696405	3728	48774	SH	DEFINE
SNYDERS-LANCE INC	COM	833551104	541	25000	SH	DEFINE
SOHU COM INC	COM	83408W103	36386	503467	SH	DEFINE
SONIC AUTOMOTIVE INC	CL A	83545G102	22008	1502255	SH	DEFINE
SONY CORP	ADR NEW	835699307	3704	140345	SH	DEFINE
SONY CORP	ADR NEW	835699307	583	22100	SH	DEFINE
SOUTH JERSEY INDS INC	COM	838518108	392	7211	SH	DEFINE
SOUTHERN CO	COM	842587107	1219548	30201780	SH	DEFINE
SOUTHERN CO	COM	842587107	3223	79827	SH	DEFINE
SOUTHERN CO	COM	842587107	31	760	SH	DEFINE
SOUTHERN CO	COM	842587107	456	11285	SH	DEFINE
SOUTHERN CO	COM	842587107	1309	32408	SH	DEFINE
SOUTHERN COPPER CORP	COM	84265V105	660	20091	SH	DEFINE
SOUTHERN NATL BANCORP OF VA	COM	843395104	3718	547560	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	745	65200	SH	DEFINE
SOUTHWEST AIRLS CO	COM	844741108	750	65669	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	21013	490040	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	683	15926	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	230	5600	SH	DEFINE

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

SPARTON CORP	COM	847235108	4950	484371	SH	DEFINE
SPDR DOW JONES INDL AVRG ETF	UT SER 1	78467X109	259	2090	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	27553	188744	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	817	5600	SH	DEFINE
SPDR GOLD TRUST	GOLD SHS	78463V107	547	3750	SH	DEFINE
SPDR INDEX SHS FDS	MIDEAST AFRICA	78463X806	211	2850	SH	DEFINE
SPDR S&P 500 ETF TR	TR UNIT	78462F103	71347	540628	SH	DEFINE
SPDR S&P MIDCAP 400 ETF TR	UTSER1 S&PDCRP	78467Y107	2524	14227	SH	DEFINE
SPDR SERIES TRUST	BRCLYS YLD ETF	78464A417	742	18450	SH	DEFINE
SPDR SERIES TRUST	NUVN BRCLY MUNI	78464A458	5556	245413	SH	DEFINE
SPDR SERIES TRUST	DJ REIT ETF	78464A607	37076	556700	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	372945	13606150	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	2646	96552	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	476	17355	SH	DEFINE
SPECTRA ENERGY CORP	COM	847560109	1811	66055	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	363	67336	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1266	234820	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	37720	6998103	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	58324	10820717	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	1586	294291	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	2892	536550	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	372412	69093070	SH	DEFINE
SPRINT NEXTEL CORP	COM SER 1	852061100	46442	8616303	SH	DEFINE
SPROTT RESOURCE LENDING CORP	COM	85207J100	3308	1898400	SH	DEFINE
SPX CORP	COM	784635104	249	3015	SH	DEFINE
SPX CORP	COM	784635104	883	10680	SH	DEFINE
SPX CORP	COM	784635104	1501	18160	SH	DEFINE
SPX CORP	COM	784635104	1464	17710	SH	DEFINE
ST JOE CO	COM	790148100	4	200	SH	DEFINE
ST JUDE MED INC	COM	790849103	7121	149347	SH	DEFINE
ST JUDE MED INC	COM	790849103	3299	69200	SH	DEFINE
STAMPS COM INC	COM NEW	852857200	2616	196100	SH	DEFINE
STANCORP FINL GROUP INC	COM	852891100	111158	2634700	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	2780	38581	SH	DEFINE
STANLEY BLACK & DECKER INC	COM	854502101	229866	3190361	SH	DEFINE
STANLEY BLACK & DECKER INC	UNIT 99/99/9999	854502309	24334	200000	SH	DEFINE
STANTEC INC	COM	85472N109	8240	283743	SH	DEFINE
STAPLES INC	COM	855030102	1935	122444	SH	DEFINE
STARBUCKS CORP	COM	855244109	1525	38614	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	72880	1300510	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	2	42	SH	DEFINE
STARWOOD HOTELS&RESORTS WRLD	COM	85590A401	10029	178960	SH	DEFINE
STATE BK FINL CORP	COM	856190103	34377	2100000	SH	DEFINE
STATE STR CORP	COM	857477103	40583	900041	SH	DEFINE
STATE STR CORP	COM	857477103	20417	452807	SH	DEFINE
STATE STR CORP	COM	857477103	4428	98206	SH	DEFINE
STATE STR CORP	COM	857477103	50	1100	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	126	4950	SH	DEFINE
STATOIL ASA	SPONSORED ADR	85771P102	17397	683558	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	46625	2869200	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	59295	1298057	SH	DEFINE
STEINER LEISURE LTD	ORD	P8744Y102	18721	409837	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	11817	3366600	SH	DEFINE
STERICYCLE INC	COM	858912108	67035	752190	SH	DEFINE
STERICYCLE INC	COM	858912108	2451	27500	SH	DEFINE
STERICYCLE INC	COM	858912108	426	4785	SH	DEFINE
STERIS CORP	COM	859152100	56940	1627800	SH	DEFINE
STERIS CORP	COM	859152100	168	4800	SH	DEFINE
STIFEL FINL CORP	COM	860630102	3988	111200	SH	DEFINE
STIFEL FINL CORP	COM	860630102	507	14150	SH	DEFINE
STIFEL FINL CORP	COM	860630102	2092	58350	SH	DEFINE
STR HLDGS INC	COM	78478V100	6093	408400	SH	DEFINE

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

STR HLDGS INC	COM	78478V100	3677	246418	SH	DEFINE
STRATASYS INC	COM	862685104	3400	100900	SH	DEFINE
STRATASYS INC	COM	862685104	506	15000	SH	DEFINE
STRATASYS INC	COM	862685104	2096	62200	SH	DEFINE
STRYKER CORP	COM	863667101	161057	2744190	SH	DEFINE
STRYKER CORP	COM	863667101	5869	100000	SH	DEFINE
STRYKER CORP	COM	863667101	10910	185896	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	1287	42759	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	71	2347	SH	DEFINE
SUN LIFE FINL INC	COM	866796105	158761	5269188	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	1757	44852	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	35	900	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	2029	51903	SH	DEFINE
SUNCOR ENERGY INC NEW	COM	867224107	128886	3287446	SH	DEFINE
SUNOPTA INC	COM	8676EP108	17080	2402284	SH	DEFINE
SUNPOWER CORP	COM CL B	867652307	798	48000	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	356	13814	SH	DEFINE
SUNTRUST BKS INC	COM	867914103	34	1336	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	23997	646130	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	969	26100	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	4037	108700	SH	DEFINE
SUPERIOR ENERGY SVCS INC	COM	868157108	3829	103100	SH	DEFINE
SUPERIOR UNIFORM GP INC	COM	868358102	5362	456300	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	1394	23600	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	9795	166245	SH	DEFINE
SYMANTEC CORP	COM	871503108	1182	59960	SH	DEFINE
SYMANTEC CORP	COM	871503108	332520	16862090	SH	DEFINE
SYMANTEC CORP	COM	871503108	891	45160	SH	DEFINE
SYMANTEC CORP	COM	871503108	2955	149870	SH	DEFINE
SYMANTEC CORP	COM	871503108	3755	190435	SH	DEFINE
SYMANTEC CORP	COM	871503108	1044	52955	SH	DEFINE
SYMANTEC CORP	COM	871503108	7180	364106	SH	DEFINE
SYMANTEC CORP	COM	871503108	59956	3040340	SH	DEFINE
SYMANTEC CORP	COM	871503108	43529	2207350	SH	DEFINE
SYMANTEC CORP	COM	871503108	108	5470	SH	DEFINE
SYMETRA FINL CORP	COM	87151Q106	107680	8017867	SH	DEFINE
SYMS CORP	COM	871551107	14725	1365934	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	11381	168452	SH	DEFINE
SYNOVUS FINL CORP	COM	87161C105	269	129100	SH	DEFINE
SYNTEL INC	COM	87162H103	5912	100000	SH	DEFINE
SYNTEL INC	COM	87162H103	1995	33750	SH	DEFINE
SYSCO CORP	COM	871829107	5106	163745	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1	67	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	28441	2255396	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1786	141600	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	24408	1935578	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	641	50857	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	1529	121236	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	24809	1967408	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	434	34395	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	32659	2589966	SH	DEFINE
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	143391	11371206	SH	DEFINE
TALEO CORP	CL A	87424N104	66936	1807614	SH	DEFINE
TALEO CORP	CL A	87424N104	607	16400	SH	DEFINE
TALEO CORP	CL A	87424N104	2000	54000	SH	DEFINE
TALEO CORP	CL A	87424N104	2507	67700	SH	DEFINE
TALEO CORP	CL A	87424N104	279	7542	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	20550	1001063	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	20713	1008090	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	785	38200	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	2950	143580	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	9560	466592	SH	DEFINE

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

TALISMAN ENERGY INC	COM	87425E103	11125	541960	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	170316	8289240	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	350903	17078625	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	60	2900	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	1058	540000	SH	DEFINE
TARGACEPT INC	COM	87611R306	5352	254000	SH	DEFINE
TARGET CORP	COM	87612E106	336484	7172960	SH	DEFINE
TARGET CORP	COM	87612E106	13365	284908	SH	DEFINE
TARGET CORP	COM	87612E106	56	1200	SH	OTHER
TARGET CORP	COM	87612E106	10099	215282	SH	DEFINE
TARGET CORP	COM	87612E106	1362	29030	SH	DEFINE
TARGET CORP	COM	87612E106	407	8670	SH	DEFINE
TARGET CORP	COM	87612E106	2745	58511	SH	DEFINE
TARGET CORP	COM	87612E106	253	5400	SH	DEFINE
TARGET CORP	COM	87612E106	169611	3615663	SH	DEFINE
TARGET CORP	COM	87612E106	46172	984263	SH	DEFINE
TARGET CORP	COM	87612E106	56	1200	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	59	1000	SH	DEFINE
TAUBMAN CTRS INC	COM	876664103	14103	238230	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	627	17055	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	239674	6519966	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	14219	386795	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	3389	92199	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	3164	86080	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	17430	474151	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	4542	123545	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	215180	5853645	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	12709	345720	SH	DEFINE
TE CONNECTIVITY LTD	REG SHS	H84989104	80	2166	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	22188	437167	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	114	2242	SH	DEFINE
TECK RESOURCES LTD	CL B	878742204	10514	206800	SH	DEFINE
TECO ENERGY INC	COM	872375100	272501	14425650	SH	DEFINE
TECO ENERGY INC	COM	872375100	1673	88570	SH	DEFINE
TECUMSEH PRODS CO	CL B	878895101	3200	322227	SH	DEFINE
TECUMSEH PRODS CO	CL A	878895200	11220	1100000	SH	DEFINE
TEEKAY CORPORATION	COM	Y8564W103	67024	2170453	SH	DEFINE
TELECOM ARGENTINA S A	SPON ADR REP B	879273209	5	200	SH	DEFINE
TELECOM ARGENTINA S A	SPON ADR REP B	879273209	31569	1211388	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	380	7550	SH	DEFINE
TELEFLEX INC	COM	879369106	168366	2757386	SH	DEFINE
TELEFLEX INC	COM	879369106	30530	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	220	3600	SH	DEFINE
TELEFLEX INC	COM	879369106	79	1300	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	439	17944	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	109032	4452085	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	2753	112431	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	18805	767877	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	311	12690	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	1326	54129	SH	DEFINE
TELEFONICA S A	SPONSORED ADR	879382208	245889	10040397	SH	DEFINE
TELEFONOS DE MEXICO S A B	SPON ADR ORD L	879403780	771	46700	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	21	400	SH	DEFINE
TELUS CORP	NON-VTG SHS	87971M202	179485	3405165	SH	DEFINE
TEMPLETON DRAGON FD INC	COM	88018T101	410	13507	SH	SOLE
TEMPLETON EMERG MKTS INCOME	COM	880192109	145	8466	SH	DEFINE
TEMPLETON EMERG MKTS INCOME	COM	880192109	317	18532	SH	SOLE
TEMPLETON GLOBAL INCOME FD	COM	880198106	296	26910	SH	DEFINE
TEMPLETON RUS AND EAST EUR F	COM	88022F105	240	11143	SH	SOLE
TENARIS S A	SPONSORED ADR	88031M109	10	210	SH	DEFINE
TENARIS S A	SPONSORED ADR	88031M109	87583	1915224	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	330	52900	SH	DEFINE

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

TENET HEALTHCARE CORP	COM	88033G100	192144	30792381	SH	DEFINE
TENNECO INC	COM	880349105	51923	1178200	SH	DEFINE
TENNECO INC	COM	880349105	582	13200	SH	DEFINE
TENNECO INC	COM	880349105	2428	55100	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	106971	1776940	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	36996	614555	SH	DEFINE
TERADATA CORP DEL	COM	88076W103	4352	72300	SH	DEFINE
TERADYNE INC	COM	880770102	269	18200	SH	DEFINE
TEREX CORP NEW	COM	880779103	76145	2676460	SH	DEFINE
TEREX CORP NEW	COM	880779103	91	3200	SH	DEFINE
TERNIUM SA	SPON ADR	880890108	110282	3734574	SH	DEFINE
TESCO CORP	COM	88157K101	7891	406565	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	1471	30500	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	58687	1217060	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	64961	1347182	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	14	300	SH	OTHER
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	5439	112800	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	210357	4362453	SH	DEFINE
TEVA PHARMACEUTICAL INDS LTD	ADR	881624209	24	490	SH	DEFINE
TEXAS INDS INC	COM	882491103	22730	546000	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	10181	310100	SH	DEFINE
TEXAS INSTRS INC	COM	882508104	13036	397086	SH	DEFINE
TEXTRON INC	COM	883203101	93034	3940460	SH	DEFINE
TEXTRON INC	COM	883203101	217	9210	SH	DEFINE
TFS FINL CORP	COM	87240R107	1469	151800	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	8049	125000	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	7362	114327	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	26925	500000	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	194	5175	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	364	9703	SH	DEFINE
THOMSON REUTERS CORP	COM	884903105	303061	8069491	SH	DEFINE
THOR INDS INC	COM	885160101	82546	2862210	SH	DEFINE
THORATEC CORP	COM NEW	885175307	26776	815850	SH	DEFINE
THORATEC CORP	COM NEW	885175307	620	18900	SH	DEFINE
THORATEC CORP	COM NEW	885175307	20	600	SH	DEFINE
THORATEC CORP	COM NEW	885175307	2514	76600	SH	DEFINE
THQ INC	COM NEW	872443403	4740	1309500	SH	DEFINE
THQ INC	COM NEW	872443403	328	90700	SH	DEFINE
THQ INC	COM NEW	872443403	1368	377800	SH	DEFINE
THRESHOLD PHARMACEUTICAL INC	COM NEW	885807206	1046	626390	SH	DEFINE
TIBCO SOFTWARE INC	COM	88632Q103	4353	150000	SH	DEFINE
TIDEWATER INC	COM	886423102	114194	2122166	SH	DEFINE
TIDEWATER INC	COM	886423102	7862	146100	SH	DEFINE
TIDEWATER INC	COM	886423102	1018	18927	SH	DEFINE
TIFFANY & CO NEW	COM	886547108	2572	32759	SH	DEFINE
TIM HORTONS INC	COM	88706M103	10844	222025	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	2419	31000	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	1169	14978	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	639599	8195786	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	25548	327373	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	5780	74062	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	53759	688869	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	32992	422752	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	3398	43541	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	8292	106257	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	392304	5026963	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	82577	1058136	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J207	204	2615	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1082	29761	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	519231	14276343	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	912	25076	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	0	6	SH	DEFINE

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

TIME WARNER INC	COM NEW	887317303	12354	339687	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	545	14990	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	19102	525213	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	1446	39769	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	468	12856	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	316345	8697975	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	31122	855712	SH	DEFINE
TIME WARNER INC	COM NEW	887317303	110	3030	SH	DEFINE
TIMKEN CO	COM	887389104	29680	588880	SH	DEFINE
TITAN MACHY INC	COM	88830R101	3882	134900	SH	DEFINE
TITAN MACHY INC	COM	88830R101	573	19900	SH	DEFINE
TITAN MACHY INC	COM	88830R101	2363	82100	SH	DEFINE
TJX COS INC NEW	COM	872540109	6671	126985	SH	DEFINE
TJX COS INC NEW	COM	872540109	1229	23400	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	59281	2858272	SH	DEFINE
TORCHMARK CORP	COM	891027104	574	8955	SH	DEFINE
TORCHMARK CORP	COM	891027104	4691	73130	SH	DEFINE
TORCHMARK CORP	COM	891027104	18595	289907	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	151	1775	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	14595	171932	SH	DEFINE
TORONTO DOMINION BK ONT	COM NEW	891160509	287007	3383689	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	38764	670190	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	2664	46059	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	19414	335657	SH	DEFINE
TOTAL S A	SPONSORED ADR	89151E109	222	3840	SH	DEFINE
TOTAL SYS SVCS INC	COM	891906109	1869	100600	SH	DEFINE
TOWER GROUP INC	COM	891777104	59328	2490680	SH	DEFINE
TOWER GROUP INC	COM	891777104	47	1975	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	2473	30000	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	71	865	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	14787	179411	SH	DEFINE
TOYOTA MOTOR CORP	SP ADR REP2COM	892331307	64732	785390	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	21482	321200	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	532	7960	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	2026	30300	SH	DEFINE
TRANSALTA CORP	COM	89346D107	1175	55000	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	80589	1644348	SH	DEFINE
TRANSATLANTIC HLDGS INC	COM	893521104	726	14816	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	160	3650	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	7245	165225	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	265285	6039545	SH	DEFINE
TRANSCHEPT PHARMACEUTICALS IN	COM	89354M106	4199	383500	SH	DEFINE
TRANSCHEPT PHARMACEUTICALS IN	COM	89354M106	269	24600	SH	DEFINE
TRANSCHEPT PHARMACEUTICALS IN	COM	89354M106	1029	94000	SH	DEFINE
TRANSGLOBE ENERGY CORP	COM	893662106	3210	281400	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	983	15222	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	1717	26595	SH	DEFINE
TRANSOCEAN LTD	REG SHS	H8817H100	557667	8637964	SH	DEFINE
TRANZYME INC	COM	89413J102	3480	842500	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	34853	597000	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	2606	44635	SH	DEFINE
TRAVELERS COMPANIES INC	COM	89417E109	3122	53475	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	73213	1340660	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	2925	53570	SH	DEFINE
TREEHOUSE FOODS INC	COM	89469A104	4249	77800	SH	DEFINE
TRIANGLE PETE CORP	COM NEW	89600B201	13246	2050500	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	221938	5598865	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	13775	347514	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	12	300	SH	OTHER
TRIMBLE NAVIGATION LTD	COM	896239100	1336	33700	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	2093	52800	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	510	12860	SH	DEFINE

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

TRINITY INDS INC	COM	896522109	157730	4522080	SH	DEFINE
TRINITY INDS INC	COM	896522109	245	7025	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	32924	6719187	SH	DEFINE
TRUSTCO BK CORP N Y	COM	898349105	30	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	SHS	G9108L108	110	11000	SH	DEFINE
TUESDAY MORNING CORP	COM NEW	899035505	7147	1536914	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	13867	1023373	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	1285	94801	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	39304	2900688	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	7938	585846	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	6231	459854	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	370	27330	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	238290	17585966	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI	SPON ADR NEW	900111204	29551	2180884	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	24	1250	SH	DEFINE
TUTOR PERINI CORP	COM	901109108	44894	2340650	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	1675	33878	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	9724	196721	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	0	2	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	2558	51740	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	206057	4168665	SH	DEFINE
TYCO INTERNATIONAL LTD	SHS	H89128104	41974	849168	SH	DEFINE
UBS AG	SHS NEW	H89231338	746274	40930644	SH	DEFINE
UBS AG	SHS NEW	H89231338	773	42376	SH	DEFINE
UBS AG	SHS NEW	H89231338	2332	128085	SH	DEFINE
UBS AG	SHS NEW	H89231338	47479	2604066	SH	DEFINE
UBS AG	SHS NEW	H89231338	332	18227	SH	DEFINE
UBS AG	SHS NEW	H89231338	23022	1263108	SH	DEFINE
UBS AG	SHS NEW	H89231338	195	10710	SH	DEFINE
UBS AG	SHS NEW	H89231338	225436	12363793	SH	DEFINE
UBS AG	SHS NEW	H89231338	146587	8035197	SH	DEFINE
UBS AG	SHS NEW	H89231338	65	3587	SH	DEFINE
UDR INC	COM	902653104	8634	351701	SH	DEFINE
UIL HLDG CORP	COM	902748102	45290	1400000	SH	DEFINE
ULTA SALON COSMETCS & FRAG I	COM	90384S303	58171	900770	SH	DEFINE
ULTIMATE SOFTWARE GROUP INC	COM	90385D107	1264	23215	SH	DEFINE
ULTRAPETROL BAHAMAS LTD	COM	P94398107	17655	3573885	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	42714	552500	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	564	7300	SH	DEFINE
UNDER ARMOUR INC	CL A	904311107	1995	25800	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	20232	615900	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	902	27450	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	529	16105	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	19168	583500	SH	DEFINE
UNILEVER N V	N Y SHS NEW	904784709	636	19370	SH	DEFINE
UNION PAC CORP	COM	907818108	74442	713050	SH	DEFINE
UNION PAC CORP	COM	907818108	36462	349257	SH	DEFINE
UNION PAC CORP	COM	907818108	21	200	SH	DEFINE
UNIT CORP	COM	909218109	71492	1173350	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	23762	1050000	SH	DEFINE
UNITED CONTL HLDGS INC	COM	910047109	5819	257145	SH	DEFINE
UNITED NAT FOODS INC	COM	911163103	1723	40380	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	27888	382400	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	26785	367272	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	73	1000	SH	OTHER
UNITED PARCEL SERVICE INC	CL B	911312106	1510	20700	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	19143	262491	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	3230	44290	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	740	10150	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	10745	147334	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	2285	31337	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	5142	70500	SH	DEFINE

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

UNITED PARCEL SERVICE INC	CL B	911312106	429715	5892163	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	56208	770707	SH	DEFINE
UNITED PARCEL SERVICE INC	CL B	911312106	109	1490	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	5664	123030	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	9460	205470	SH	DEFINE
UNITED STATES STL CORP NEW	COM	912909108	382	8300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	286333	3235034	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	181830	2054340	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	89539	1011627	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	1620	18300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	28	320	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	723	8173	SH	DEFINE
UNITED THERAPEUTICS CORP DEL	COM	91307C102	11389	206700	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	7737	150000	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	5946	115275	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	919739	17831314	SH	DEFINE
UNIVERSAL FST PRODS INC	COM	913543104	47180	1969120	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	24461	474690	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	289	5600	SH	DEFINE
UNIVERSAL HLTH SVCS INC	CL B	913903100	189	3676	SH	DEFINE
UNIVERSAL STAINLESS & ALLOY	COM	913837100	8323	178000	SH	DEFINE
UNIVERSAL TECHNICAL INST INC	COM	913915104	6727	340284	SH	DEFINE
UNUM GROUP	COM	91529Y106	6999	274689	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	83762	2975568	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	590	20969	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	41	1460	SH	DEFINE
URS CORP NEW	COM	903236107	215	4800	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	12139	475854	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	46188	1810567	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	6550	256755	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	60	2340	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	544	21314	SH	DEFINE
US BANCORP DEL	COM NEW	902973304	1114	43662	SH	DEFINE
USA TRUCK INC	COM	902925106	4955	438500	SH	DEFINE
V F CORP	COM	918204108	54280	500000	SH	DEFINE
V F CORP	COM	918204108	19020	175207	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	18488	400000	SH	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	841	9100	PRN	DEFINE
VALE CAP II	VALEP 6.75%12	91912F300	7309	79100	PRN	DEFINE
VALE S A	ADR	91912E105	1638	51269	SH	DEFINE
VALE S A	ADR	91912E105	3594	112480	SH	DEFINE
VALE S A	ADR	91912E105	225	7050	SH	DEFINE
VALE S A	ADR	91912E105	60322	1888020	SH	DEFINE
VALE S A	ADR	91912E105	16923	529674	SH	DEFINE
VALE S A	ADR	91912E105	5604	175400	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	14017	484000	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	15493	534987	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	3488	120450	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	105334	3637235	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	370	12790	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	25380	876385	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	14292	493520	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	1364074	47102044	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	317850	10975484	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	242164	8362024	SH	DEFINE
VALE S A	ADR REPSTG PFD	91912E204	139	4802	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	447	8600	SH	DEFINE
VALEANT PHARMACEUTICALS INTL	COM	91911K102	19497	374843	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	1266	49521	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	33242	1300050	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	12922	505355	SH	DEFINE
VALERO ENERGY CORP NEW	COM	91913Y100	463	18100	SH	DEFINE

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

VALERO ENERGY CORP NEW	COM	91913Y100	827	32330	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	96042	3103132	SH	DEFINE
VALIDUS HOLDINGS LTD	COM SHS	G9319H102	7461	241074	SH	DEFINE
VANGUARD BD INDEX FD INC	SHORT TRM BOND	921937827	797	9840	SH	DEFINE
VANGUARD BD INDEX FD INC	TOTAL BND MRKT	921937835	432	5319	SH	DEFINE
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	76001	1563167	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	37117	473734	SH	DEFINE
VANGUARD SCOTTSDALE FDS	SHRT-TERM CORP	92206C409	65	830	SH	OTHER
VANGUARD SCOTTSDALE FDS	INT-TERM GOV	92206C706	461	7420	SH	DEFINE
VANGUARD TAX-MANAGED INTL FD	MSCI EAFE ETF	921943858	5502	144491	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	82201	1173970	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	19227	274595	SH	DEFINE
VARIAN MED SYS INC	COM	92220P105	179	2554	SH	DEFINE
VASCO DATA SEC INTL INC	COM	92230Y104	28457	2285670	SH	DEFINE
VCA ANTECH INC	COM	918194101	2923	137900	SH	DEFINE
VCA ANTECH INC	COM	918194101	432	20400	SH	DEFINE
VCA ANTECH INC	COM	918194101	1880	88700	SH	DEFINE
VECTREN CORP	COM	92240G101	25074	900000	SH	DEFINE
VECTREN CORP	COM	92240G101	373	13381	SH	DEFINE
VENTAS INC	COM	92276F100	13553	257127	SH	DEFINE
VEOLIA ENVIRONNEMENT	SPONSORED ADR	92334N103	1912	67480	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	10386	300000	SH	DEFINE
VERISK ANALYTICS INC	CL A	92345Y106	5	150	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	470912	12648723	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	59741	1604634	SH	DEFINE
VERIZON COMMUNICATIONS INC	COM	92343V104	37	1000	SH	OTHER
VERIZON COMMUNICATIONS INC	COM	92343V104	955	25650	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	10830	208300	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	156	3000	SH	DEFINE
VIACOM INC NEW	CL A	92553P102	270	4700	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	899	17621	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	466815	9153228	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	11409	223711	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	31038	608580	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	17317	339542	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	579	11360	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	324764	6367928	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	23369	458214	SH	DEFINE
VIACOM INC NEW	CL B	92553P201	175	3430	SH	DEFINE
VIASAT INC	COM	92552V100	88737	2050800	SH	DEFINE
VIASAT INC	COM	92552V100	965	22300	SH	DEFINE
VIASAT INC	COM	92552V100	3894	90000	SH	DEFINE
VIASAT INC	COM	92552V100	5144	118887	SH	DEFINE
VIEWPOINT FINL GROUP INC MD	COM	92672A101	5142	372598	SH	DEFINE
VILLAGE SUPER MKT INC	CL A NEW	927107409	8145	293953	SH	DEFINE
VIMPELCOM LTD	SPONSORED ADR	92719A106	3115	244100	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	156235	5220028	SH	DEFINE
VISA INC	COM CL A	92826C839	120503	1430130	SH	DEFINE
VISA INC	COM CL A	92826C839	30307	359685	SH	DEFINE
VISA INC	COM CL A	92826C839	6488	77000	SH	DEFINE
VISA INC	COM CL A	92826C839	22	260	SH	DEFINE
VISA INC	COM CL A	92826C839	1306	15500	SH	DEFINE
VISA INC	COM CL A	92826C839	23730	281633	SH	DEFINE
VISA INC	COM CL A	92826C839	2528	30000	SH	DEFINE
VISA INC	COM CL A	92826C839	479	5688	SH	DEFINE
VISA INC	COM CL A	92826C839	1491	17700	SH	DEFINE
VISIONCHINA MEDIA INC	SPONS ADR	92833U103	145	51061	SH	DEFINE
VISTAPRINT N V	SHS	N93540107	1039	21705	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	3162	69100	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	480	10500	SH	DEFINE
VITAMIN SHOPPE INC	COM	92849E101	1968	43000	SH	DEFINE
VMWARE INC	CL A COM	928563402	10023	100000	SH	DEFINE

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

VMWARE INC	CL A COM	928563402	9931	99085	SH	DEFINE
VMWARE INC	CL A COM	928563402	1729	17250	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	18528	693430	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	32249	1206940	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	485	18140	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	24806	928381	SH	DEFINE
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	112484	4209722	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	5706	176700	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	833	25800	SH	DEFINE
VOLCANO CORPORATION	COM	928645100	3436	106400	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	9987	405000	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	782	31700	SH	DEFINE
VOLTERRA SEMICONDUCTOR CORP	COM	928708106	3235	131200	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	356	3818	SH	DEFINE
VORNADO RLTY TR	SH BEN INT	929042109	25820	277103	SH	DEFINE
W P CAREY & CO LLC	COM	92930Y107	700	17300	SH	DEFINE
WABASH NATL CORP	COM	929566107	28372	3027940	SH	DEFINE
WABTEC CORP	COM	929740108	457	6950	SH	DEFINE
WAL MART STORES INC	COM	931142103	322586	6070500	SH	DEFINE
WAL MART STORES INC	COM	931142103	12242	230370	SH	DEFINE
WAL MART STORES INC	COM	931142103	13038	245347	SH	DEFINE
WAL MART STORES INC	COM	931142103	147592	2777417	SH	DEFINE
WAL MART STORES INC	COM	931142103	26	490	SH	DEFINE
WAL MART STORES INC	COM	931142103	2826	53185	SH	DEFINE
WAL MART STORES INC	COM	931142103	58	1100	SH	DEFINE
WALGREEN CO	COM	931422109	10191	240024	SH	DEFINE
WALGREEN CO	COM	931422109	8226	193747	SH	DEFINE
WALGREEN CO	COM	931422109	20	460	SH	DEFINE
WARNACO GROUP INC	COM NEW	934390402	25542	488844	SH	DEFINE
WARNER CHILCOTT PLC IRELAND	SHS A	G94368100	8513	352800	SH	DEFINE
WARNER CHILCOTT PLC IRELAND	SHS A	G94368100	34	1400	SH	DEFINE
WASTE MGMT INC DEL	COM	94106L109	833	22352	SH	DEFINE
WATERS CORP	COM	941848103	196728	2054820	SH	DEFINE
WATERS CORP	COM	941848103	6270	65488	SH	DEFINE
WATERS CORP	COM	941848103	337	3517	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	46008	669400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	6873	100000	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	159	2310	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	23520	342202	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	912	13270	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	52312	761122	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	636	9250	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	30181	439122	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2661	38720	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	7173	104370	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	85850	1249090	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	154	2240	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	35839	1012119	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	18	500	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	CL A	942749102	57	1600	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	103497	5519870	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	5600	298647	SH	DEFINE
WEATHERFORD INTERNATIONAL LT	REG SHS	H27013103	1148	61200	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	4558	100000	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	21	455	SH	DEFINE
WELLPOINT INC	COM	94973V107	273	3472	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	912463	32518310	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	26206	933936	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	42	1500	SH	OTHER
WELLS FARGO & CO NEW	COM	949746101	1995	71100	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	795015	28332684	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	61	2170	SH	DEFINE

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

WELLS FARGO & CO NEW	COM	949746101	590	21026	SH	DEFINE
WELLS FARGO & CO NEW	COM	949746101	2004	71434	SH	DEFINE
WELLS FARGO & CO NEW	PERP PFD CNV A	949746804	664213	626616	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	10446	417000	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	11573	462000	SH	DEFINE
WESCO INTL INC	DBCV 6.000% 9/1	95082PAH8	31692	15200000	PRN	DEFINE
WEST COAST BANCORP ORE NEW	COM NEW	952145209	28609	1707000	SH	DEFINE
WEST MARINE INC	COM	954235107	20841	2009750	SH	DEFINE
WEST MARINE INC	COM	954235107	13367	1288980	SH	DEFINE
WEST PHARMACEUTICAL SVSC INC	COM	955306105	153783	3514227	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	12110	450000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	41980	1560000	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	11	410	SH	DEFINE
WESTERN LIBERTY BANCORP	COM	961443108	1767	556530	SH	DEFINE
WESTERN UN CO	COM	959802109	19010	949100	SH	DEFINE
WESTERN UN CO	COM	959802109	370	18466	SH	DEFINE
WESTFIELD FINANCIAL INC NEW	COM	96008P104	3768	464060	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	113574	5195507	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	268	12267	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	387723	17736633	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	189	449	SH	DEFINE
WHITE MTNS INS GROUP LTD	COM	G9618E107	741711	1765305	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	13909	722550	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	3	40	SH	DEFINE
WHOLE FOODS MKT INC	COM	966837106	19629	309365	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	36303	1200100	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	4183	138288	SH	DEFINE
WILLIAMS COS INC DEL	COM	969457100	275530	9108422	SH	DEFINE
WILLIAMS PARTNERS L P	COM UNIT L P	96950F104	1745	32213	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	7376	569136	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	302	23300	SH	DEFINE
WINNEBAGO INDS INC	COM	974637100	17582	1820055	SH	DEFINE
WIPRO LTD	SPON ADR 1 SH	97651M109	1244	94473	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	63954	2040000	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	829	26432	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	3075	98100	SH	DEFINE
WISDOMTREE TRUST	INDIA ERNGS FD	97717W422	3151	131490	SH	DEFINE
WMS INDS INC	COM	929297109	246	8000	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	78564	1881780	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	981	23500	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	4129	98900	SH	DEFINE
WSB HOLDINGS INC	COM	92934C101	574	192460	SH	DEFINE
WSFS FINL CORP	COM	929328102	2614	65919	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	82741	576430	SH	DEFINE
WYNN RESORTS LTD	COM	983134107	246	1716	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	10352	426000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	624383	25694781	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	508	20893	SH	DEFINE
XEROX CORP	COM	984121103	7826	751800	SH	DEFINE
XEROX CORP	COM	984121103	97973	9411384	SH	DEFINE
XEROX CORP	COM	984121103	38	3660	SH	DEFINE
XEROX CORP	COM	984121103	922093	88577587	SH	DEFINE
XEROX CORP	COM	984121103	51	4890	SH	DEFINE
XEROX CORP	COM	984121103	675	64796	SH	DEFINE
XEROX CORP	COM	984121103	1418	136181	SH	DEFINE
XILINX INC	COM	983919101	125109	3430450	SH	DEFINE
XILINX INC	COM	983919101	1424	39056	SH	DEFINE
XILINX INC	COM	983919101	514	14090	SH	DEFINE
XINYUAN REAL ESTATE CO LTD	SPONS ADR	98417P105	106	48300	SH	DEFINE
XUEDA ED GROUP	SPONSORED ADR	98418W109	232	29000	SH	DEFINE
YAHOO INC	COM	984332106	32336	2150000	SH	DEFINE
YAHOO INC	COM	984332106	4146	275687	SH	DEFINE

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

YAMANA GOLD INC	COM	98462Y100	49335	4224393	SH	DEFINE
YAMANA GOLD INC	COM	98462Y100	620	53100	SH	DEFINE
YANDEX N V	SHS CLASS A	N97284108	1776	50000	SH	DEFINE
YANZHOU COAL MNG CO LTD	SPON ADR H SHS	984846105	7931	206050	SH	DEFINE
YM BIOSCIENCES INC	COM	984238105	1468	522100	SH	DEFINE
YM BIOSCIENCES INC	COM	984238105	14	5000	SH	DEFINE
YPF SOCIEDAD ANONIMA	SPON ADR CL D	984245100	4503	99948	SH	DEFINE
YUM BRANDS INC	COM	988498101	12589	227897	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	4045	64000	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	8874	140404	SH	DEFINE
ZIMMER HLDGS INC	COM	98956P102	192441	3044960	SH	DEFINE
ZIPCAR INC	COM	98974X103	351	17200	SH	DEFINE
ZIPCAR INC	COM	98974X103	4	200	SH	DEFINE

	GRAND TOTAL			152607044		