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FRANKLIN RESOURCES INC  
Form 8-K  
April 22, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 22, 2004  
(April 22, 2004)

FRANKLIN RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-9318  
(Commission File Number)

13-2670991  
(IRS Employer Identification No.)

One Franklin Parkway, San Mateo, California  
(Address of principal executive offices)

94403  
(Zip Code)

Registrant's telephone number, including area code: (650) 312-3000

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(Former name or former address, if changed since last report): Not Applicable

Item 12. Results of Operations and Financial Condition

On April 22, 2004, Franklin Resources, Inc. issued a press release announcing its financial results for the quarter ended March 31, 2004. The full text of the press release is furnished as Exhibit 99.1 to this report. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference in any filing of the company, whether made before or after the date of this report.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRANKLIN RESOURCES, INC.  
(Registrant)

Date: April 22, 2004

/s/ Barbara J. Green

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Barbara J. Green  
Vice President, Deputy General Counsel  
and Secretary

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
99.1	Press Release issued on April 22, 2004 by Franklin Resources, Inc.