



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-7010

March 26, 2009

Room 7010

Kenneth A. Lewis  
Executive Vice President and Chief Financial Officer  
Franklin Resources, Inc.  
One Franklin Parkway  
San Mateo, California 94403

**Re: Franklin Resources, Inc.**  
**Form 10-K for Year Ended September 30, 2008**  
**File No. 001-09318**

Dear Mr. Lewis:

We have completed our review of your Form 10-K and related filings and have no further comments at this time.

Sincerely,

Terence O'Brien  
Accounting Branch Chief