



DIVISION OF  
CORPORATION FINANCE

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

April 12, 2012

Via E-mail

Mr. Kenneth A. Lewis  
Chief Financial Officer  
Franklin Resources Inc.  
One Franklin Parkway  
San Mateo, California 94403

**Re: Franklin Resources Inc.  
Form 10-K for the fiscal year ended September 30, 2011  
Filed November 15, 2011  
File No. 1-9318**

Dear Mr. Lewis:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ John Cash

John Cash  
Accounting Branch Chief