

FRANKLIN RESOURCES INC
Form 4
November 02, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON GREGORY E

2. Issuer Name and Ticker or Trading Symbol
FRANKLIN RESOURCES INC
[BEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

C/O FRANKLIN RESOURCES, INC., ONE FRANKLIN PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN MATEO, CA 94403-1906

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$.10	11/01/2012		M	55,197 (1) A \$ 34.03 (1)	712,009 (2) (3)	D	
Common Stock, par value \$.10	11/01/2012		S	55,197 D \$ 131.3902 (4)	656,812 (2)	D	
Common Stock, par					20,104	I	As A Trustee For

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

value \$.10						Minor Child <u>(5)</u>
Common Stock, par value \$.10				1,518.503	I	By 401(k) <u>(6)</u>
Common Stock, par value \$.10				895,000	I	By Limited Partnership
Common Stock, par value \$.10				5,085	I	By Spouse <u>(7)</u>
Common Stock, par value \$.10				2,700	I	By Trust <u>(8)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 34.03 <u>(1)</u>	11/01/2012		M	55,197 <u>(1)</u>	09/30/2003	12/14/2012	Common Stock, par value \$.10	55,197 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

Director 10% Owner Officer Other

JOHNSON GREGORY E
C/O FRANKLIN RESOURCES, INC.
ONE FRANKLIN PARKWAY
SAN MATEO, CA 94403-1906

X

CEO and
President

Signatures

/s/ Gregory E.
Johnson

11/02/2012

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects adjustments in connection with the special cash dividend paid by Franklin Resources, Inc. on December 30, 2011.
- (2) Of the amount of securities beneficially owned, 60,339 shares represented unvested awards of restricted stock.
- (3) Reporting Person hereby confirms that, after giving effect to the Reporting Person's prior transactions on September 20, 2012, Reporting Person directly held 656,812 shares as of such date.

The price reported in Column 4 is a weighted price. These shares were sold in multiple transactions at prices ranging from \$131.21 to \$131.50, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff on the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) Shares held by Reporting Person as trustee for Reporting Person's minor children. Reporting Person disclaims beneficial ownership of such shares.
- (5) Reporting Person holds shares in the Franklin Templeton 401(k) Retirement Plan. Information is based on a plan statement as of October 12, 2012.
- (6) Shares held by Reporting Person's spouse. Reporting Person disclaims beneficial ownership of such shares.
- (7) Business trust for the benefit of Reporting Person and Reporting Person's children.
- (8) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

advantage to similar companies that have less debt; and - the combined company may be more vulnerable to adverse economic and industry conditions as a result of its significant debt level. USE OF PROCEEDS The Company will not receive any proceeds from the issuance of shares of Common Stock upon conversion of the Preferred Stock. Shares of Preferred Stock delivered for conversion will be cancelled. CERTAIN TAX CONSEQUENCES The following discussion summarizes the material U.S. federal income tax considerations of the conversion by a holder of shares of Preferred Stock into shares of Common Stock. This summary is based on the Internal Revenue Code, referred to as the "Code", its legislative history, applicable U.S. Treasury regulations, judicial authority and administrative rulings and practice, all as of the date of this document, all of which are subject to change, possibly with retroactive effect. This summary does not purport to be a complete discussion of all U.S. federal income tax consequences of the conversion of shares of Preferred Stock into shares of Common Stock. This discussion does not address U.S. federal alternative minimum tax consequences, and does not describe any tax consequences arising under U.S. federal gift and estate or other federal tax laws or under the tax laws of any state, local or foreign jurisdiction. In addition, this discussion does not address specific tax consequences that may be relevant to particular persons (including, for example, pass-through entities (e.g., partnerships) or persons who hold the shares through pass-through entities, individuals who are U.S. expatriates, financial institutions, broker-dealers, insurance companies, tax-exempt organizations, S corporations, regulated investment companies, real estate investment trusts, dealers in securities or foreign currency, persons that have a functional currency other than the U.S.

dollar and persons in special situations, such as those who hold shares as part of a straddle, hedge, conversion transaction, or other integrated investment). The following discussion assumes that shares of Preferred Stock are held as a capital asset. The federal income tax consequences of the conversion of shares of Preferred Stock are not entirely clear. Based on the likely characterization of the conversion for federal income tax purposes as the exercise of a right against Ocean, the conversion would be a taxable transaction, generally resulting in recognition of gain or loss equal to the difference between (i) the sum of the fair market value of the shares of Common Stock and any cash received for fractional share interests, and (ii) the shareholder's basis in the shares of Preferred Stock exchanged. In such case, the tax basis for the shares of Common Stock received would equal their fair market value, and their holding period would commence on the date the shares are received. 5 In the unlikely event that the conversion could be characterized as the exercise of a right against Devon, the conversion might be subject to the tax-free reorganization provisions of the Code, resulting in nonrecognition treatment except with respect to any cash received for fractional share interests. No assurance can be given that the Internal Revenue Service would not successfully challenge such nonrecognition treatment, and a holder of Preferred Stock should consult its own tax advisor before adopting such treatment. Fractional share cash payments, if any, due to a stockholder on a conversion of Preferred Stock will be subject to "backup withholding" for U.S. federal income tax purposes at a rate of 30% (such rate being scheduled for reduction over time to 28% in 2006) unless the stockholder provides by appropriate form its taxpayer identification number (i.e., social security number or employer identification number) and certifies that the number is correct, or an exemption from backup withholding applies. Each holder of Preferred Stock claiming an exemption from backup withholding will be required to establish such exemption in a manner satisfactory to Devon, Ocean or a third-party paying agent, as the case may be. **HOLDERS OF PREFERRED STOCK ARE URGED TO CONSULT THEIR TAX ADVISORS CONCERNING THE UNITED STATES FEDERAL INCOME TAX CONSEQUENCES TO THEM OF ACQUIRING, OWNING AND DISPOSING OF COMMON STOCK PURSUANT TO A CONVERSION OF THE PREFERRED STOCK, AS WELL AS THE APPLICATION OF STATE, LOCAL AND FOREIGN INCOME AND OTHER TAX LAWS.** **PLAN OF DISTRIBUTION** Shares of Common Stock covered by this prospectus may be issued by Devon, from time to time, upon the conversion of shares of Preferred Stock of Ocean into shares of Common Stock of Devon by the holders of shares of the Preferred Stock. **LEGAL MATTERS** The validity of the Common Stock to be offered by this prospectus will be passed upon for Devon by Mayer, Brown, Rowe & Maw. **EXPERTS** The consolidated financial statements of Devon and its subsidiaries as of December 31, 2002, 2001 and 2000 and for each of the years then ended have been incorporated by reference into this document in reliance upon the report of KPMG LLP, independent certified public accountants, incorporated by reference into this document, and upon the authority of said firm as experts in accounting and auditing. The audit report covering the December 31, 2002 consolidated financial statements refers to changes in the methods of accounting for derivative instruments and hedging activities, business combinations and goodwill. Certain information with respect to Devon's oil and gas reserves derived from the reports of Gilbert Laustsen Jung Associates Ltd., LaRoche Petroleum Consultants, Ltd., Ryder Scott Company, L.P., AJM Petroleum Consultants and Paddock Lindstrom & Associates, Ltd., independent consulting petroleum engineers, has been included and incorporated by reference into this document on the authority of those firms as experts with respect to matters covered by such reports and in giving such reports. The consolidated financial statements of Ocean Energy, Inc. and its subsidiaries as of December 31, 2002 and 2001, and for each of the years in the three-year period ended December 31, 2002, have been incorporated by reference into this document in reliance upon the report of KPMG LLP, independent certified public accountants, incorporated by reference into this document, and upon the authority of said firm as experts in accounting and auditing. The audit report covering the December 31, 2002 consolidated financial statements refers to a change in the method of accounting for derivative financial instruments, effective January 1, 2001. Certain information with respect to Ocean's oil and gas reserves, estimates of which were prepared by Ocean's internal engineers and were reviewed by Miller and Lents, Ltd., independent petroleum engineers, has been included and incorporated into this document by reference on authority of that firm as experts with respect to such matters. **WHERE YOU CAN FIND MORE INFORMATION** 6 Devon has filed with the Securities and Exchange Commission a registration statement on Form S-3 with respect to the securities offered by this prospectus. This prospectus is a part of that registration statement. The rules and regulations of the Securities and Exchange Commission allow us to omit some of the information included in the registration statement from this document. In addition, Devon files reports, proxy statements and other information with the Securities and Exchange Commission under the Securities Exchange Act of 1934. You may read and copy that information at the

Securities and Exchange Commission's public reference room at the following location: Public Reference Room 450 Fifth Street, N.W. Washington, D.C. 20549 1-800-732-0330 You may also obtain copies of this information by mail from the Public Reference Section of the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. The Securities and Exchange Commission also maintains an Internet world wide website that contains reports, proxy statements and other information about issuers, including Devon, that file electronically with the Securities and Exchange Commission. The address of that site is <http://www.sec.gov>. The Securities and Exchange Commission allows Devon to "incorporate by reference" information into this document. This means that Devon can disclose important information by referring you to another document filed separately with the Securities and Exchange Commission. The information incorporated by reference is considered to be part of this document, except for any information that is superseded by information that is included directly in this document. This document incorporates by reference the documents listed below that Devon has previously filed with the Securities and Exchange Commission. The documents contain important information about Devon and its financial condition. DEVON'S FILINGS (FILE NO. 0-30176) PERIOD ----- Annual Report on Form 10-K Year ended December 31, 2002 Quarterly Report on Form 10-Q Quarter ended March 31, 2003 Current Reports on Form 8-K Filed on: - February 7, 2003 - February 24, 2003 - April 2, 2003 - April 14, 2003 - April 25, 2003 - May 8, 2003 (two reports) Current Report on Form 8-K/A - Filed on May 8, 2003 The description of Devon capital stock set forth in the registration statement on Form S-3 (Registration No. 333-50034) filed by Devon with the Securities and Exchange Commission on December 15, 2000, including any amendment or report filed with the Securities and Exchange Commission for the purpose of updating that description. Devon is also incorporating by reference additional documents that Devon files with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus but before the completion of the offering. Those documents include periodic reports such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements. You can obtain any of the documents incorporated by reference into this document through Devon or from the Securities and Exchange Commission's website at <http://www.sec.gov>. Documents incorporated by reference are available from Devon without charge, excluding any exhibits to those documents unless the exhibit is specifically incorporated by reference into this document. You may obtain documents incorporated by reference into this document by requesting them in writing or by telephone from the appropriate company as follows: 7 Devon Energy Corporation 20 North Broadway Attention: Investor Relations Oklahoma City, Oklahoma 73102-8260 Telephone: (405) 552-4570 Devon's website is located at <http://www.devonenergy.com>. 8 PART II INFORMATION NOT REQUIRED IN PROSPECTUS ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION The following is a statement of estimated expenses incurred in connection with the securities being registered hereby. Devon will pay for the fees and expenses of the offering of the securities offered hereby. SEC Registration Fee..... \$ 3,676 Legal Fees and Expenses..... 10,000 Printing and Engraving Expenses 1,000 Accounting Fees and Expenses.. 5,000 Miscellaneous..... 324 ----- Total..... \$ 20,000 ===== ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS Except to the extent indicated below, there is no charter provision, bylaw, contract, arrangement or statute under which any director or officer of Devon is insured or indemnified in any manner against any liability which he or she may incur in his or her capacity as such. Article VIII of Devon's restated certificate of incorporation, as amended, contains a provision, permitted by Section 102(b)(7) of the Delaware General Corporation Law, limiting the personal monetary liability of directors for breach of fiduciary duty as a director. This provision and Delaware law provide that the provision does not eliminate or limit liability: - for any breach of the director's duty of loyalty to Devon or its stockholders; - for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; - for unlawful payments of dividends or unlawful stock repurchases or redemptions, as provided in Section 174 of the Delaware General Corporation Law; or - for any transaction from which the director derived an improper personal benefit. Section 145 of the Delaware General Corporation Law permits indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with actions, suits or proceedings in which a director, officer, employee or agent is a party by reason of the fact that he or she is or was such a director, officer, employee or agent, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, in connection with actions by or in the right of the corporation, such indemnification is not permitted if such person has

been adjudged liable to the corporation unless the court determines that, under all of the circumstances, such person is nonetheless fairly and reasonably entitled to indemnity for such expenses as the court deems proper. Article X of Devon's restated certificate of incorporation, as amended, provides for such indemnification. Section 145 of the Delaware General Corporation Law also permits a corporation to purchase and maintain insurance on behalf of its directors and officers against any liability that may be asserted against, or incurred by, such persons in their capacities as directors or officers of the corporation whether or not the corporation would have the power to indemnify such persons against such liabilities under the provisions of such sections. Devon has purchased such insurance. II-1 Section 145 of the Delaware General Corporation Law further provides that the statutory provision is not exclusive of any other right to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or independent directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Article VIII of Devon's bylaws contains provisions regarding indemnification that parallel those described above. ITEM 16. EXHIBITS EXHIBIT NUMBER DOCUMENT ----- 4.1 Devon's Restated Certificate of Incorporation (incorporated by reference to Exhibit 3 to Devon's Form 8-K filed on August 18, 1999). 4.2 Devon's Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to Devon's Form S-4 filed on June 22, 2000, File No. 333-39908). 4.3 Form of Common Stock Certificate (incorporated by reference to Exhibit 4.3 to Devon's Registration Statement on Form S-3 File No. 333-100308 as filed on October 4, 2002). 4.4 Rights Agreement dated as of August 17, 1999 between Devon and BankBoston, N.A. (incorporated by reference to Exhibit 4.2 to Devon's Form 8-K filed on August 18, 1999). 4.5 Amendment to Rights Agreement dated as of May 25, 2000 between Devon and Fleet National Bank (f/k/a BankBoston, N.A.) (incorporated by reference to Exhibit 4.2 to Devon's Form S-4 filed on June 22, 2000, File No. 333-39908). 4.6 Amendment to Rights Agreement, dated October 4, 2001, between Devon and Fleet National Bank (f/k/a BankBoston, N.A.) (incorporated by reference to Exhibit 99.1 to Devon's Form 8-K filed on October 11, 2001). 4.7 Amendment to Rights Agreement, dated September 13, 2002, between Devon and Wachovia Bank, N.A. (incorporated by reference to Exhibit 4.9 to Devon's Registration Statement on Form S-3 File No. 333-100308 as filed on October 4, 2002). 5.1* Opinion of Mayer, Brown, Rowe & Maw as to the validity of the securities 8.1* Opinion of Mayer, Brown, Rowe & Maw as to certain tax matters 23.1 Consent of KPMG LLP (as to its report on the consolidated financial statements of Devon Energy Corporation) 23.2 Consent of KPMG LLP (as to its report on the consolidated financial statements of Ocean Energy, Inc.) 23.3* Consent of Miller and Lents, Ltd. 23.4* Consent of AJM Petroleum Consultants 23.5* Consent of LaRoche Petroleum Consultants, Ltd. 23.6* Consent of Paddock Lindstrom & Associates, Ltd. 23.7* Consent of Ryder Scott Company, L.P. 23.8* Consent of Gilbert Laustsen Jung Associates Ltd. 23.9* Consent of Mayer, Brown, Rowe & Maw (contained in opinion in Exhibits 5.1 and 8.1). 24.1* Power of Attorney (included in signature pages of the Registration Statement). ----- * Previously filed. II-2 ITEM 17. UNDERTAKINGS 1. The undersigned Registrant hereby undertakes: (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, that are incorporated by reference in the registration statement. (b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (c) To remove from registration by means of a post-effective

amendment any of the securities being registered which remain unsold at the termination of the offering. 2. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of Devon's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. 3. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under Item 15 above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by any Registrant of expenses incurred or paid by a director, officer or controlling person of that Registrant in the successful defense of any action, suit or proceeding) is asserted against a Registrant by such director, officer or controlling person in connection with the securities being registered, that Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue. II-3 SIGNATURES Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on May 21, 2003. DEVON ENERGY CORPORATION By: /s/ J. Larry Nichols ----- Name: J. Larry Nichols Title: Chairman and Chief Executive Officer Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated. Name Title Date ---- - - - - /s/ J. Larry Nichols Chairman and Chief May 21, 2003
----- Executive Officer J. Larry Nichols (Principal Executive Officer and Director) * Senior Vice President-Finance May 21, 2003 ----- (Principal Financial William T. Vaughn Officer) * Vice President - Accounting May 21, 2003 ----- (Principal Accounting Danny J. Heatly Officer) * Director May 21, 2003 ----- Thomas F. Ferguson * Director May 21, 2003
----- David M. Gavrin * Director May 21, 2003 ----- Michael E. Gellert II-4 * Director May 21, 2003 ----- John A. Hill * Director May 21, 2003 -----
William J. Johnson * Director May 21, 2003 ----- Michael M. Kanovsky * Director May 21, 2003
----- J. Todd Mitchell * Director May 21, 2003 ----- Robert A. Mosbacher, Jr *
By: /s/ J. Larry Nichols ----- J. Larry Nichols Attorney in fact II-5 EXHIBIT INDEX EXHIBIT NUMBER DOCUMENT ----- 4.1 Devon's Restated Certificate of Incorporation (incorporated by reference to Exhibit 3 to Devon's Form 8-K filed on August 18, 1999). 4.2 Devon's Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to Devon's Form S-4 filed on June 22, 2000, File No. 333-39908). 4.3 Form of Common Stock Certificate (incorporated by reference to Exhibit 4.3 to Devon's Registration Statement on Form S-3 filed on October 4, 2002, File No. 333-100308). 4.4 Rights Agreement dated as of August 17, 1999 between Devon and BankBoston, N.A. (incorporated by reference to Exhibit 4.2 to Devon's Form 8-K filed on August 18, 1999). 4.5 Amendment to Rights Agreement dated as of May 25, 2000 between Devon and Fleet National Bank (f/k/a BankBoston, N.A.) (incorporated by reference to Exhibit 4.2 to Devon's Form S-4 filed on June 22, 2000, File No. 333-39908). 4.6 Amendment to Rights Agreement, dated October 4, 2001, between Devon and Fleet National Bank (f/k/a BankBoston, N.A.) (incorporated by reference to Exhibit 99.1 to Devon's Form 8-K filed on October 11, 2001). 4.7 Amendment to Rights Agreement, dated September 13, 2002, between Devon and Wachovia Bank, N.A. (incorporated by reference to Exhibit 4.9 to Devon's Registration Statement on Form S-3 filed on October 4, 2002, File No. 333-100308). 5.1* Opinion of Mayer, Brown, Rowe & Maw as to the validity of the securities 8.1* Opinion of Mayer, Brown, Rowe & Maw as to certain tax matters 23.1 Consent of KPMG LLP (as to its report on the consolidated financial statements of Devon Energy Corporation) 23.2 Consent of KPMG LLP (as to its report on the consolidated financial statements of Ocean Energy, Inc.) 23.3* Consent of Miller and Lents, Ltd. 23.4* Consent of AJM Petroleum Consultants 23.5* Consent of LaRoche Petroleum Consultants, Ltd. 23.6* Consent of Paddock Lindstrom & Associates, Ltd. 23.7* Consent of Ryder Scott Company, L.P. 23.8* Consent of Gilbert Laustsen Jung

Edgar Filing: FRANKLIN RESOURCES INC - Form 4

Associates Ltd. 23.9* Consent of Mayer, Brown, Rowe & Maw (contained in opinion in Exhibits 5.1 and 8.1). 24.1*
Power of Attorney (included in signature pages of the Registration Statement). ----- * Previously filed.