

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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PROFIT CORPORATION
ANNUAL REPORT
1996



FLOUIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P12740 (7)
1. Corporation Name
TEMPLETON GROWTH FUND, INC.



Principal Place of Business Mailing Address
700 CENTRAL AVENUE 700 CENTRAL AVENUE
ST. PETERSBURG FL 33701-3628 ST. PETERSBURG FL 33701-3628

3. Date Incorporated or Qualified 12/31/1986 3a. Date of Last Report 05/01/1995

2. Principal Place of Business 2a. Mailing Address
21 500 E. Broward Blvd. 26 Same
Suite, Apt. #, etc. Suite Apt. #, etc.

4. FEI Number 59-2745039 Applied For Not Applicable

22 City & State 27 City & State
23 Ft. Lauderdale, Florida 28

5. Certificate of Status Desired [X] \$8.75 Additional Fee Required

24 Zip 25 Country 29 Zip 30 Country
33394 USA

6. Election Campaign Financing Trust Fund Contribution [] \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [] Yes [X] No

9. Name and Address of Current Registered Agent
MISTELE, THOMAS M.
700 CENTRAL AVE.
ST. PETERSBURG FL 33701-3628

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE _____
(Signature typed or printed name of registered agent, if applicable) (Typed Registered Agent signature required when appointing)

12. OFFICERS AND DIRECTORS

TITLE	S	<input type="checkbox"/> DELETE
NAME	MISTELE, THOMAS M.	
STREET ADDRESS	700 CENTRAL AVENUE	
CITY-ST-ZIP	ST. PETERSBURG FL 33701-3628	
TITLE	P	<input type="checkbox"/> DELETE
NAME	HOLOWESKO, MARK G.	
STREET ADDRESS	LYFORD CAY N/A	
CITY-ST-ZIP	NASSAU, BAHAMAS	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	JOHNSON, CHARLES B	
STREET ADDRESS	777 MARINERS ISLAND BLVD	
CITY-ST-ZIP	SAN MATEO CA 94404-1585	
TITLE	D	<input type="checkbox"/> DELETE
NAME	ASHTON, HARRIS J	
STREET ADDRESS	METRO CTR., 1 STATION PLACE	
CITY-ST-ZIP	STAMFORD CT	
TITLE	T	<input type="checkbox"/> DELETE
NAME	BAJO, JAMES R.	
STREET ADDRESS	500 E. BROWARD BLVD.	
CITY-ST-ZIP	FT. LAUDERDALE FL 33394	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FORTUNATO, S. J	
STREET ADDRESS	200 CAMPUS DR	
CITY-ST-ZIP	FLORHAM PARK NJ 07932	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
21 TITLE	
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
31 TITLE	VDC [X] Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	[X] Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	06902
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	400001850884 [X] Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	-06/04/96--01182--018
64 CITY-ST-ZIP	***208.75

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13, if changed, or on an attachment with an address.

SIGNATURE: *Thomas M. Mistele* 4/26/96 (813) 823-8712
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CRE034 (12/95)

P12740

TEMPLETON GROWTH FUND, INC.

Continuation of Question No. 12 (Names and Addresses of Each Officer and Director):

Title	Names of Officers & Directors	Street Address/City & State
V	Flanagan, Martin L.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
AT	DeBellis, Karen S.	700 Central Avenue St. Petersburg, FL 33701-3628
AS	Steele, Jeffrey L.	1500 K Street N.W. Washington, D.C. 20005
D	Clarke, F. Bruce	19 Vista View Blvd. Thornhill, Ontario Canada L4J 2A5
D	von Diergardt-Naglo, Hasso-G	Rural Rt. 3 Stouffville, Ontario Canada L4A 7X4
D	Krahmer, Betty P.	2201 Kentmere Parkway Wilmington, Delaware 19806
D	Millsaps, Fred R.	2665 NE 37 Drive Ft. Lauderdale, FL 33308
D	Hines, Andrew H., Jr.	150 2nd Avenue North, Suite 1170 St. Petersburg, FL 33701
D	Macklin, Gordon S.	8212 Burning Tree Road Bethesda, MD 20817
V	Kay, John R.	500 E. Broward Blvd. Ft. Lauderdale, FL 33394
D	Brady, Nicholas F.	The Bullitt House 102 E. Dover St. Easton, MD 21601
D/V	Burns, Harmon E.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
D	John Wm. Galbraith	360 Central Ave. Suite 1300 St. Petersburg, FL 33701

TEMPLETON GROWTH FUND, INC.

Continuation of Question No. 12 (Names and Addresses of Each Officer and Director):

Title	Names of Officers & Directors	Street Address/City & State
V	Rupert H. Johnson, Jr.	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Deborah R. Gatzek	777 Mariners Island Blvd. San Mateo, CA 94404-1585
V	Charles E. Johnson	500 E. Broward Blvd. Ft. Lauderdale, FL 33394