

FRANKLIN FINANCIAL SERVICES CORP /PA/
Form 8-K
April 29, 2011

UNITED STATES
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 29, 2011

FRANKLIN FINANCIAL SERVICES CORPORATION
(Exact name of registrant as specified in its new charter)

| | | |
|---|--|--|
| Pennsylvania (State or other jurisdiction of incorporation) | 0-12126 (Commission File Number) | 25-1440803 (IRS Employer Ident. No.) |
| 20 South Main Street, Chambersburg, PA (Address of principal executive office) | | 17201 (Zip Code) |
| Registrant's telephone number, including area code | | (717) 264-6116 |

N/A
(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a –12 under the Exchange Act (17 CFR 240.14a –12)
- .. Pre-commencement communications pursuant to Rule 14d – 2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e – 4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

Franklin Financial Services Corporation (the “Company”) held its annual meeting of shareholders on April 26, 2011. The Board of Directors submitted the following proposals to a vote of security holders and the results of the voting on each proposal are presented below.

Proposal 1 – Election of four Directors to Class A for a term of three years.

| Director | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------------|-----------|----------------|------------------|
| G. Warren Elliott | 2,079,598 | 112,402 | 794,628 |
| Stanley J. Kerlin | 2,086,112 | 105,888 | 794,628 |
| William E. Snell, Jr. | 2,111,228 | 80,772 | 794,628 |
| Martha B. Walker | 2,064,554 | 127,446 | 794,628 |

Messrs. Elliot, Kerlin, Snell and Ms. Walker were elected.

Proposal 2 – Advisory Vote on Compensation Paid to Named Executive Officers (Say-On-Pay)

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 1,997,115 | 141,749 | 53,136 | 794,628 |

Proposal 3 – Advisory Vote on Frequency of Say-On-Pay Vote (Say-On-Frequency)

| Annual | Every 2 Years | Every 3 Years | Abstentions | Broker Non-Votes |
|-----------|---------------|---------------|-------------|------------------|
| 1,932,947 | 94,077 | 82,316 | 82,600 | 794,628 |

Based upon a recommendation of the Board of Directors and the results of the shareholder vote on Proposal 3, the Company will conduct a shareholder advisory vote on executive compensation annually.

Proposal 4 – Ratification of the selection of ParenteBeard LLC, as the independent registered public accounting firm for 2011.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 2,718,147 | 66,073 | 45,223 | 141,669 |

The selection of ParenteBeard LLC was ratified.

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 FINANCIAL SERVICES CORPORATION

/s/ William E. Snell, Jr.
 William E. Snell, Jr., President
 and Chief Executive Officer

Dated: April 29, 2011

