

FRANKLIN CAPITAL CORP
 Form N-23C-1
 March 08, 2001

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 OMB APPROVAL

OMB Number: 3235-0230
 Expires: May 31, 2000
 Estimated average burden
 hours per response.....1.00

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

FORM N-23C-1

STATEMENT BY REGISTERED CLOSED-END
 INVESTMENT COMPANY WITH RESPECT TO PURCHASES OF ITS OWN
 SECURITIES PURSUANT TO RULE N-23C-1 DURING THE LAST CALENDAR MONTH

(See rules and instructions on back of this form. If acknowledgment is
 desired, file this form with the Commission in triplicate.)

REPORT FOR CALENDAR MONTH ENDING February 28, 2001

Franklin Capital Corporation

 (Name of registered closed-end investment company)

| Date of Each Transaction | Identification of Security | Number of Shares Purchased | Price Per Share | Approximate Asset Value or Approximate Asset Coverage Per Share at Time of Purchase | Name of Seller or of Seller's Broker |
|--------------------------------|--|----------------------------------|-----------------------|--|--|
| February 23, 2001 | Franklin Capital Corporation Common Stock | 400 | \$6.12 | \$5.04 | First New York Securities Corp. |

REMARKS:

Franklin Capital Corporation

Name of Registrant

By /s/ Hiram Lazar

(Name)

Date of Statement: March 7, 2001

Chief Financial Officer

(Title)

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION
CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM
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SEC 1580 (5-97)