

FRANKLIN COVEY CO  
Form 4  
October 07, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
Covey Michael Sean Merrill

(Last) (First) (Middle)

C/O FRANKLINCOVEY COMPANY, 2200 WEST PARKWAY BLVD.

(Street)

SALT LAKE CITY, UT 84119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FRANKLIN COVEY CO [FC]

3. Date of Earliest Transaction (Month/Day/Year)  
10/03/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP Innovations and Marketing

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

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common shares	10/03/2013		M		44,118	A	11
common shares	10/03/2013		F		16,301	D	\$ 19
common shares	10/03/2013		M		20,776	A	21
common shares	10/03/2013		F		7,677	D	\$ 19

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

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(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)	8. Amount or Number of Shares
stock unit awards	<u>(1)</u>	10/03/2013		M	44,118	<u>(1)</u> 07/15/2016	common stock	44,118
stock unit awards	<u>(2)</u>	10/03/2013		M	20,776	<u>(2)</u> 07/19/2017	common stock	20,776

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Covey Michael Sean Merrill C/O FRANKLINCOVEY COMPANY 2200 WEST PARKWAY BLVD. SALT LAKE CITY, UT 84119			SVP Innovations and Marketing	

## Signatures

/s/ Stephen D. Young, Attorney-in-Fact  
10/07/2013  
\*\*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) Each stock unit represents a contingent right to receive one share of common stock of Franklin Covey Co. upon the stock achieving a five day average closing price of at least \$17.00. This stock unit was originally granted on July 15, 2011.
- (2) Each stock unit represents a contingent right to receive one share of common stock of Franklin Covey Co. upon the stock achieving a five day average closing price of at least \$18.05. This stock unit was originally granted on July 19, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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