

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2012-12-11**
SEC Accession No. [0001140361-13-001525](#)

(HTML Version on secdatabase.com)

REPORTING OWNER

Covey Michael Sean Merrill

CIK: **1446558**

Type: **4** | Act: **34** | File No.: **001-11107** | Film No.: **13520313**

Mailing Address

2200 WEST PARKWAY BLVD.
SALT LAKE CITY UT 84119

ISSUER

FRANKLIN COVEY CO

CIK: **886206** | IRS No.: **870401551** | State of Incorporation: **UT** | Fiscal Year End: **0831**
SIC: **8741** Management services

Mailing Address

2200 W PARKWAY BLVD
SALT LAKE CITY UT 84119

Business Address

2200 W PKWY BLVD
SALT LAKE CITY UT
84119-2331
8018177171

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Covey Michael Sean Merrill			2. Issuer Name and Ticker or Trading Symbol FRANKLIN COVEY CO [FC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) SVP Innovations and Marketing		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/11/2012					
C/O FRANKLINCOVEY COMPANY, 2200 WEST PARKWAY BLVD.			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) SALT LAKE CITY, UT 84119								
(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 shares	12/11/2012		G	V	2,500	D	\$ 0	200,359	D	
common shares	12/12/2012		G	V	2,500	D	\$ 0	197,859	D	
common shares	12/18/2012		G	V	2,500	D	\$ 0	195,359	D	
common shares	12/20/2012		G	V	2,500	D	\$ 0	192,859	D	
common shares	12/21/2012		G	V	250	D	\$ 0	192,609	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

