

FRANKLIN COVEY CO

Form 4

October 07, 2013

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dom Colleen D

(Last) (First) (Middle)

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 ____ Other (specify
below) below)

EVP Operations

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
common shares	10/03/2013		M		5,000	A	11 9,268
common shares	10/03/2013		F		1,597	D	\$ 19 7,671
common shares	10/03/2013		M		2,355	A	21 10,026
common shares	10/03/2013		F		752	D	\$ 19 9,274

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. P
				Code	V	(A)	(D)	
stock unit awards	<u>(1)</u>	10/03/2013		M	5,000	<u>(1)</u>	07/15/2016	common stock 5,000
stock unit awards	<u>(2)</u>	10/03/2013		M	2,355	<u>(2)</u>	07/19/2017	common stock 2,355

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dom Colleen D 2200 WEST PARKWAY BLVD. SALT LAKE CITY, UT 84119			EVP Operations	

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.

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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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