FRANKLIN COVEY CO

Form 4

October 07, 2013

FORM 4

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

OMB 3235-0287 Number:

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Davis Clifton Todd** Issuer Symbol FRANKLIN COVEY CO [FC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner __Other (specify X_ Officer (give title) C/O FRANKLINCOVEY 10/03/2013 below) below) COMPANY, 2200 WEST VP People Services PARKWAY BLVD.

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SALT LA	KE CIT	Y, UT	84119
---------	--------	-------	-------

(State)

(City)

(City)	(State) (Tabl	e I - Non-D	erivative S	Securi	ties Acc	quired, Disposed	of, or Beneficial	lly 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 stion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
common shares	10/03/2013		M	26,471	A	\$ 0 (1)	33,956	D	
common shares	10/03/2013		F	8,563	D	\$ 19	25,393	D	
common shares	10/03/2013		M	12,465	A	\$ 0 (2)	37,858	D	
common shares	10/03/2013		F	4,033	D	\$ 19	33,825	D	

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

Edgar Filing: FRANKLIN COVEY CO - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Der Sec	1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security			4. Transaction Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and of Underlyin Securities (Instr. 3 and	ng	{
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
1	stock unit awards	(1)	10/03/2013		M	26,471	<u>(1)</u>	07/15/2016	common stock	26,471	
1	stock unit awards	<u>(2)</u>	10/03/2013		M	12,465	(2)	07/19/2017	common stock	12,465	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Davis Clifton Todd C/O FRANKLINCOVEY COMPANY 2200 WEST PARKWAY BLVD. SALT LAKE CITY, UT 84119

VP People Services

Signatures

/s/ Stephen D. Young, Attorney-in-Fact

**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.

Reporting Owners 2

Edgar Filing: FRANKLIN COVEY CO - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.