## Edgar Filing: FRANKLIN COVEY CO - Form 4

FRANKLIN Form 4	COVEY CO											
February 02,	2010											
										OMB APPROVAL		
Washington, D.C. 20549								N OMB Number:	3235-0287			
Check thi if no long subject to Section 1 Form 4 or	6.	IENT O	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31 2005 Estimated average burden hours per response 0.5		
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the		ility Hold	ling Con	ipany	Act o	ge Act of 1934, of 1935 or Sectio 940	·			
(Print or Type F	Responses)											
			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N	/liddle)	FRANKLIN COVEY CO [FC] 3. Date of Earliest Transaction					(Che	ck all applicable)			
2200 WEST PARKWAY BLVD			(Month/Day/Year) 01/29/2010					X_ Director10% Owner Officer (give titleOther (specify below)below)				
				Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	)erivative !	Securi	ities A <i>c</i>	quired, Disposed	of or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemo Execution any (Month/Da			ned 3. 4. Securities n Date, if TransactionAcquired (A) or Code Disposed of (D)			or ))	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)	(11511-1)	(11541-1)		
common stock	01/29/2010			А	7,633	А	\$0	341,131	D			
common stock								1,015,002 (1)	I	see footnote $(2)$		

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

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.

 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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/	te Exercisable and ation Date th/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MCNAMARA DONALD J 2200 WEST PARKWAY BLVD SALT LAKE CITY, UT 84119	Х						
Signatures							
/s/ Stephen Young, Attorney-in-Fact	02	2/02/2010					
**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).

The reporting person disclaimes beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the(1) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.

(2) Owned by Knowledge Capital Investment Group. The reporting person is a principal of the Hampstead Group, LLC, the private investment firm that sponsors Knowledge Capital Investment Group.

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