WHITMAN ROBERT A

Form 4 May 10, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3

Number: 3235-0287

January 31,

OMB APPROVAL

Expires: 2005
Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Form 4 or
Form 5

obligations
may continue.

Filed pursuant to Section 17(a) of the

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)

See Instruction

(Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction	1. Name and Address of Reporting Person * WHITMAN ROBERT A	2. Issuer Name and Ticker or Trading Symbol FRANKLIN COVEY CO [FC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/Day/Year)X_ Director 10% Owne	(Last) (First) (Middle)					
2200 WEST PARKWAY BLVD 05/09/2011	2200 WEST PARKWAY BLVD	· · ·	X_ Officer (give title Other (specif below)			
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Cher Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person	(Street)	, ,	**			
SALT LAKE CITY, UT 84119 — Form filed by More than One Reporting Person	SALT LAKE CITY, UT 84119		Form filed by More than One Reporting Person			

(City)	(State) (Table Table	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	` ′	posed	of (D)	5. Amount of Securities	Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	and 5)	Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(Monda Bay, Tear)	(msu. o)		(A)		Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
common shares	05/09/2011		S	10,100	D	8.08 (1)	348,664	D	

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.

SEC 1474

(9-02)

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

Edgar Filing: WHITMAN ROBERT A - Form 4

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amoun Underly Securiti (Instr. 3	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting Owner Name / Maress	Director	10% Owner	Officer	Other				
WHITMAN ROBERT A								
2200 WEST PARKWAY BLVD	X		Chief Executive Officer					
SALT LAKE CITY, UT 84119								

Signatures

Stephen D. Young, Attorney-in-Fact 05/10/2011

**Signature of Reporting Person Dat

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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.00 to \$8.15, inclusive. The reporting person undertakes to provide Franklin Covey Co., or staff of the Securities and Exchange Commission, on request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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.

Reporting Owners 2