

- - - - -
UNITED STATES
SECURITIES
AND EXCHANGE
COMMISSION --
- - - - -

- FORM 4
WASHINGTON,
D.C. 20549
OMB APPROVAL
- - - - -

- / / CHECK
THIS BOX IF
NO STATEMENT
OF CHANGES IN
BENEFICIAL
OWNERSHIP OMB
NUMBER: 3235-
0287 LONGER
SUBJECT TO
EXPIRES:

DECEMBER 31,
2001 SECTION
16. FORM 4 OR

Filed
pursuant to
Section 16(a)
of the
Securities
Exchange Act
of 1934,
ESTIMATED
AVERAGE

BURDEN FORM 5
OBLIGATIONS
MAY Section
17(a) of the
Public
Utility
Holding

Company Act
of 1935 or
HOURS PER

RESPONSE
0.5 CONTINUE.
SEE Section
30(f) of the
Investment
Company Act
of 1940 -----

INSTRUCTION
1(b). - -----

----- 1.
Name and
Address of
Reporting
Person* 2.
Issuer Name
and Ticker or
Trading
Symbol 6.
Relationship
of Reporting
Person(s) to
Issuer (Check

all
applicable)
Director X
10% Owner
Knowledge
Capital
Investment
Group
Franklin
Covey Co.
(NYSE:FC) ---
- - - - -

Officer (give
Other (Last)
(First)
(Middle) 3.
IRS or Social
Security 4.
Statement for
---- title --
-- (specify
Number of
Reporting
Month/Year
below) below
Person, if an
entity -----

---- 4200
Chase Tower
West, 2200
Ross Avenue
(Voluntary)
June
2001/September
2001 - -----

----- 7.
Individual or
Joint/Group
Filing
(Street) 5.
If Amendment,
(Check
Applicable
box) Date of
Original X
Form filed by
One Reporting
Person
(Month/Year)
--- Dallas
Texas 75201 -
--Form filed
by More than
One Reporting
Person - ----

(City)
(State) (Zip)
TABLE I -

SECURITIES)

-- 1. Title
of
Derivative
Security 2.
Conver- 3.
Trans- 4.
Transac- 5.
Number of
Deriv- 6.
Date Exer-
(Instr. 3)
sion or
action tion
Code ative
Securities
Ac- cisable
and Ex-
Exercise
Date (Instr.
8) quired
(A) or Dis-
piration
Date Price
of (Month/
posed of (D)
(Month/Day/
Deriv- Day/
(Instr. 3,
4, and 5)
Year) ative
Year)

Security ---

----- Date
Expira- ----

Exer- tion
cisable Date
Code V (A)
(D) - -----

Series A
Convertible
Preferred
Stock \$14.00
6/15/01 J(1)
19,218.75
(1) - -----

Series A

Person as a payment-in-kind dividend. Each share of Series A Preferred Stock is convertible into 7.143 shares of Common Stock at the option of the holder at any time. The amount of securities beneficially owned as of November 15, 2001 include 807,668.03 shares of Series A Preferred Stock (which are convertible into 5,769,057 shares of Common Stock) and 1,015,002 shares of Common Stock. Donald J. McNamara, who is a principal of the private investment firm that sponsors the Reporting Person, and Brian A. Krisak, who was a principal of such firm until September 30, 2001, are members of the Board of Directors of the Company and may be deemed to beneficially own the securities of the Company held by the Reporting Person. Mr. McNamara and Mr. Krisak expressly disclaim any beneficial ownership of such securities. Reminder:

Report on
separate
lines for
each class
of
securities
beneficially
owned,
directly or
indirectly.

* If the
form is
filed by
more than
one
reporting
person, see
Instruction
4(b)(v). /s/
William T.
Cavanaugh,
Jr., as
Authorized
Person

11/15/01 ---

**Intentional
misstatements
or omissions
of facts
constitute

**Signature
of Reporting
Person Date

Federal
Criminal
Violations.
SEE 18

U.S.C. 1001
and 15
U.S.C.
78ff(a).

Note: File
three copies
of this
Form, one of
which must
be manually
signed. If
space
provided is
insufficient,
SEE

Instruction
6 for
procedure.
SEC (11/99)
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Pages)