

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>WHITMAN ROBERT A</b>			2. Issuer Name and Ticker or Trading Symbol <b>FRANKLIN COVEY CO [ FC ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/18/2019</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
2200 WEST PARKWAY BLVD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>SALT LAKE CITY UT 84119</b>								
(City) (State) (Zip)								

**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	12/18/2019		j <sup>(1)</sup>		214,108	A	\$0	490,402	D	
common shares	12/19/2019		M		62,500 <sup>(2)</sup>	A	\$10	552,902	D	
common shares	12/19/2019		M		62,500 <sup>(2)</sup>	A	\$12	615,402	D	
common shares	12/19/2019		M		62,500 <sup>(2)</sup>	A	\$14	677,902	D	
common shares	12/19/2019		M		31,250 <sup>(2)</sup>	A	\$9	709,152	D	
common shares	12/19/2019		F		137,514 <sup>(3)</sup>	D	\$34.72	571,638	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee stock option (right to buy)	\$10	12/19/2019		M			62,500	01/28/2010	01/28/2020	common stock	62,500	\$0	0	D	
Employee stock option (right to buy)	\$12	12/19/2019		M			62,500	01/28/2010	01/28/2020	common stock	62,500	\$0	0	D	
Employee stock option (right to buy)	\$14	12/19/2019		M			62,500	01/28/2010	01/28/2020	common stock	62,500	\$0	0	D	
Employee stock option (right to buy)	\$9	12/19/2019		M			31,250	01/14/2011	01/14/2021	common stock	31,250	\$0	31,250	D	

**Explanation of Responses:**

1. Mr. Whitman or entities under his control received shares of Common Stock of the Issuer in connection with a distribution for no consideration made by Knowledge Capital Investment Group.
2. This Form 4 represents the exercise of ten year stock options that Mr. Whitman received almost ten years ago. In exercising these options he selected the net exercise method.
3. This amount represents shares surrendered to cover the exercise amount and pay taxes.

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

12/19/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line 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).

**\*\* Intentional misstatements or omissions of facts constitute 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 is insufficient, see Instruction 6 for procedure.**

**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 Number.**