

Covey Michael Sean Merrill
 Form 4
 April 19, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Covey Michael Sean Merrill

(Last) (First) (Middle)

C/O FRANKLINCOVEY
 COMPANY, 2200 WEST
 PARKWAY BLVD.

(Street)

SALT LAKE CITY, UT 84119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FRANKLIN COVEY CO [FC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/17/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP Innovations and Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
common shares	04/17/2013		A		1,273 <u>(1)</u>	A	\$ 0 193,882 D
common shares	04/17/2013		F		480 <u>(1)</u>	D	\$ 13.5 193,402 D

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

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