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

Issuer (Check

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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 - -----
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----- 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 -
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NON-**DERIVATIVE SECURITIES** ACQUIRED, DISPOSED OF, 0R **BENEFICIALLY** OWNED - -------------- 1. Title of Security 2. Trans- 3. Trans- 4. Securities Acquired (A) 5. Amount of 6. Owner- 7. Nature (Instr. 3) action action or Disposed of (D) Securities ship of In-Date Code (Instr. 3, 4 and 5) Beneficially Form: direct (Instr. 8) Owned at Direct Bene-(Month/ End of (D) or ficial Day/ -------------- Month Indirect Owner- Year) (A) or (I) ship Code V Amount (D) Price (Instr. 3 (Instr. 4) (Instr. 4) and 4) - ----Common Stock 1,015,002(1) (D) - -----

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FORM 4
(CONTINUED)
TABLE II DERIVATIVE
SECURITIES
ACQUIRED,
DISPOSED OF,
BENEFICIALLY
OWNED (E.G.,
PUTS, CALLS,
WARRANTS,
OPTIONS,
CONVERTIBLE

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 Dispiration 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

Convertible Preferred Stock \$14.00 9/15/01 J(1) 19,699.22 (1) - --------------------Title and Amount of Under- 8. Price 9. Number 10. Owner- 11. Nature lying Securities of of Derivship of In-(Instr. 3 and 4) Deriv- ative Form direct ative Securi- of De- Bene-Secur- ties rivative ficial ity Bene- Secu-Own- (Instr. ficially rities ership 5) 0wned

beneficially (Instr. 4) at End owned at end Amount or of of month Title Number of Month (Instr. 4) Shares (Instr. 4) ------Common Stock 137,277 (1) 787,968.81(1) (D) - ----------Common Stock 140,709 (1) 807,668.03(1) (D) - ---------Explanation of Responses: (1) Shares of Series A Preferred Stock issued to the Reporting

Person as a payment-inkind 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) (Page 2 of 2

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