

**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>YOUNG STEPHEN D</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/19/2019</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		
2220 W 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	12/19/2019		M		43,750 <sup>(1)</sup>	A	\$10	207,012	D	
common shares	12/19/2019		M		43,750 <sup>(1)</sup>	A	\$12	250,762	D	
common shares	12/19/2019		M		43,750 <sup>(1)</sup>	A	\$14	294,512	D	
common shares	12/19/2019		F		83,410 <sup>(2)</sup>	D	\$34.72	211,102	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			43,750	01/28/2010	01/28/2020	common stock	43,750	\$0	0	D	
Employee stock option (right to buy)	\$12	12/19/2019		M			43,750	01/28/2010	01/28/2020	common stock	43,750	\$0	0	D	
Employee stock option (right to buy)	\$14	12/19/2019		M			43,750	01/28/2010	01/28/2020	common stock	43,750	\$0	0	D	

**Explanation of Responses:**

- This Form 4 represents the exercise of stock options that Mr. Young received almost ten years ago. These options would have expired January 2020. He exercised the options selecting the net-exercise method.
- 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.