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 LONGER SUBJECT TO SECTION 16. FORM 4 OR Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, FORM 5 OBLIGATIONS MAY Section 17(a) of the Public Utility Holding Company Act of 1935 or CONTINUE. **SEE Section** 30(f) of the Investment Company Act of 1940 INSTRUCTION 1(b). (Print or Type Responses) - -------- 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
(Voluntary)
------
  --- 4200
   Texas
 Commerce
Tower West,
 2200 Ross
  Avenue
 December
2001 - ----
-----
Individual
    or
Joint/Group
  Filing
(Street) 5.
    Ιf
Amendment,
  (Check
Applicable
Line) Date
of Original
  X Form
 filed by
    0ne
 Reporting
  Person
(Month/Year)
```

```
--- Form
  filed by
 More than
    0ne
 Reporting
   Person
   Dallas
Texas 75201
--- - ----
-----
   (City)
  (State)
(Zip) TABLE
 I - NON-
 DERIVATIVE
 SECURITIES
 ACQUIRED,
 DISPOSED
   OF, OR
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) - --

Reminder:
Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over) SEC 1474 (8/92) Page 1 of 2

FORM 4 (CONTINUED) TABLE II -**DERIVATIVE SECURITIES** ACQUIRED, DISPOSED OF, 0R **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 12/31/2001 J(1) 20,191.70 (1) - ----------

7. 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 rity: ership 5) Owned Direct (Instr. 4) at End (D) or Amount or of Indi-Title Number of Month rect (I) Shares (Instr. 4) (Ìnstr. 4) -Common Stock 144,226 (1) 827,859.67 D - ----------

----Explanation of Responses: Intentional or omissions of facts constitute Federal

misstatements Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). (1)

Series A Preferred Stock issued to the Reporting Person as a payment-inkind dividend. Each share of Series A

Shares of

Preferred Stock is convertible into 7.143 shares of Common Stock at the option of the holder at any time. Donald J. McNamara,

who is a principal of the private investment firm that sponsors the Reporting Person, is a member 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 expressly disclaims any beneficial ownership of such securities. Note: File three copies of this Form, one of which must be manually signed. /s/ KYMBERLYN J. IRVIN 5/10/2002 If space is insufficient, SEE Instruction 6 for procedure. ------Kymberlyn J. Irvin Date Authorized Signatory Page 2 SEC 1474 (8-92)

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