FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APP	ROVAL
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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

					2 10		Nome	usal Tiol	T	dina C	S mahal			Tr	Doloi	ionobi	o of Donortin	a Daraan(a) te	Laguer	
1. Name and Address of Reporting Person*						2. Issuer Name and Ticker or Trading Symbol FRANKLIN COVEY CO [FC]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>WHITMAN ROBERT A</u>					111	TIVALIN COAFT CO [LC]									X	Direc	tor	10%	Owner	
					· <u> </u>										X	Office	er (give title	Oth	er (specify	
(Last) (First) (Middle)					3. D	3. Date of Earliest Transaction (Month/Day/Year)									Λ	belov	,	belo	,	
2200 WEST PARKWAY BLVD				12/	12/28/2010									Chief Executive Officer						
(Street)					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
SALT LA	KE U	UT 84119													Line)					
CITY	U	L C	14113											X		n filed by One Reporting Person				
					-											Form Pers		re than One R	eporting	
(City)	(St	ate) (2	Zip)																	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of S	Security (Inst	r. 3)		2. Transa	action						4. Securities Acquired (A)					5. Amo		6. Ownership	7. Nature	
				Date (Month/D	Dav/Yea	Execution Date, ay/Year) if any			Transaction Disposed Of Code (Instr. 5)			Of (D) (Instr. 3, 4			Securi Benefi		Form: Direct (D) or Indirect	of Indirect t Beneficial		
\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \					,		(Month/Day/Year)										d Following	(l) (Instr. 4)	Ownership (Instr. 4)	
									Code	v	Amount		(A) or (D) Prid		Trans		ction(s)		(111501.4)	
									_			- ` ' - 		_	- `		3 and 4)			
common shares 12/28/					/2010			G	V	11,00	0	D	D \$0		388,365		D			
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
			(e.g., pu	ıts, c	alls	, warr	ants,	option	s, co	onvertib	le s	ecuri	ties)						
1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution	Date, 1	4. Transactio				6. Date Exercisable and Expiration Date			7. Title and Amount of			8. Pri Deriv	ative derivative		Ownership		
Security (Instr. 3)	or Exercise Price of		if any (Month/Da		Code (8)	Instr.	Derivative Securities		(Month/Day/Year)			Securities Underlying			Security (Instr. 5)		Securities Beneficially	Form: Direct (D)	Beneficial Ownership	
, ,	Derivative Security		•	´			Acquired (A) or		Derivative Security (II					etr 3	ļ`	Owned Following		or Indirect (I) (Instr. 4)		
	Security						Disposed			and 4)				311. 3			Reported		"	
							of (D) (Instr. 3, 4										Transaction(s (Instr. 4)	(s)		
				L			and 5)													
											Am or	ount								
						<u>.</u> .		Expiration		Numbe										
	Code			Code				Date Exercisa	exercisable Date				of Shares							

Explanation of Responses:

Remarks:

/s/ Stephen D. Young, Attorney-in-Fact 03/10/2011

** 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.