

WHITMAN ROBERT A
 Form 5
 September 11, 2012

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
WHITMAN ROBERT A
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

2200 WEST PARKWAY BLVD
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

SALT LAKE CITY, UT 84119
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
common shares	07/20/2012	^	G	1,838 D \$ 0	184,703	D	^
common shares	08/17/2012	^	G	1,162 D \$ 0	183,541	D	^
common shares	09/04/2012	^	G	4,000 D \$ 0	179,541	D	^

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

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SEC 2270 (9-02)

