WHITMAN ROBERT A

Form 4/A June 10, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

| WHITMAN ROBERT A | | | 2. Issuer Name and Ticker or Trading Symbol FRANKLIN COVEY CO [FC] | | | | Issuer | | | |
|--------------------------------------|--------------------------------|---------------------|--|--|--|--------|---------------|--|--|---|
| (Last) | (First) | (Middle) | | Earliest Tr | | | | (Cho | eck all applicable | e) 6 Owner |
| 2200 WES | Γ PARKWAY | BLVD | 01/10/20 | • | | | | X Officer (gi below) Chie | ove titleOth below) f Executive Office | er (specify |
| SALT LAK | (Street) | 84119 | | ndment, Da th/Day/Year 111 | | l | | Applicable Line) _X_ Form filed by | Joint/Group Filing y One Reporting Port More than One Re | erson |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | Securi | ities Acc | quired, Disposed | of, or Beneficial | lly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction (Month/Day/Y | ear) Executi any | emed on Date, if /Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securit on(A) or Di (D) (Instr. 3, | spose | d of 5) Price | 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) |
| common shares | 01/10/2011 | | | S | 120 (1) | D | \$ 8.25 | 313,664 (2) | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: WHITMAN ROBERT A - Form 4/A

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | | | ate | 7. Title Amoun Under | int of lying ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|---|---|---|---|---------------------------------------|-----------------------------------|---------------------|-----------------|----------------------------|--------------------------|--|---------------------------------|
| | Derivative Security | | | | Securities Acquired | | | (Instr. | 3 and 4) | | Owne Follo |
| | | | | | (A) or Disposed | | | | | | Repo Trans |
| | | | | | of (D) (Instr. 3, 4, and 5) | | | | | | (Instr |
| | | | | | 4, and 3) | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | Title | or Number of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Deletionship

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| WHITMAN ROBERT A 2200 WEST PARKWAY BLVD SALT LAKE CITY, UT 84119 | X | | Chief Executive Officer | | | | | |

Signatures

/s/ Stephen D. Young,
Attorney-in-Fact
06/10/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) This transaction was omitted from the reporting person's Form 4 filed on January 12, 2010.
- (2) The number of shares shown in Box 5 is as of June 10, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2