## Edgar Filing: FRANKLIN COVEY CO - Form 4

|   | COVEY CO                                      |   |   |  |            |                              |  |  |  |          |
|---|---|---|---|--|------------|------------------------------|--|--|--|----------|
| Form 4  | 2017  |   |   |  |            |                              |  |  |  |          |
| January 03, 2017<br>FORM 4<br>UNITED STATES SECURITIES AND EXCHANGE COMMISSION  |   |   |   |  |            |                              | OMB APPROVAL   |  |  |          |
| Check thi<br>if no long<br>subject to<br>Section 1<br>Form 4 or<br>Form 5<br>obligation<br>may cont<br><i>See</i> Instru<br>1(b). | 6.<br>r<br>Filed pur<br>inue.<br>Section 17(a | Washington, D.C. 20549<br>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |   |  |            |                              |  |  | Number:<br>Expires:<br>Estimated a<br>burden hou<br>response         |          |
| PETERSON JOEL CLINTON Symbol  |   |   | or Name <b>and</b> Ticker or Trading              |  |            |                              | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)  |  |  |          |
| (Month/D<br>2200 WEST PARKWAY<br>(Street) 4. If Ame<br>Filed(Mon  |   |   | e of Earliest Transaction<br>n/Day/Year)<br>/2017 |  |            |                              | X_ Director<br>Officer (give title10% Owner<br>Other (specify<br>below)  |  |  |          |
|   |   |   | endment, Date Original<br>onth/Day/Year)          |  |            |                              | <ul> <li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |  |          |
| SALI LAK  | E CITY, UT 841                                | 19  |   |  |            |                              |  | Person   |  | 1 0      |
| (City)  | (State)                                       | (Zip)   | Tabl  | le I - Non-I                                     | Derivative | Secu                         | rities Acq   | uired, Disposed of   | , or Beneficial  | ly Owned |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year)       |   | Date, if  | 3.<br>Transactic<br>Code<br>(Instr. 8)<br>Code V | (Instr. 3, | ispose<br>4 and<br>(A)<br>or | d of (D)<br>5)<br>Price  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |          |
| common<br>shares  | 01/03/2017                                    |   |   | S <u>(1)</u>                                     | 2,688      | D                            | \$<br>20.44<br>(2)   | 240,733  | D  |          |

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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

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## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                                  | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| 1 0  | Director      | 10% Owner | Officer | Other |  |  |  |
| PETERSON JOEL CLINTON<br>2200 WEST PARKWAY<br>SALT LAKE CITY, UT 84119 | Х             |           |         |       |  |  |  |
| Signatures   |               |           |         |       |  |  |  |
| /s/ Stephen D. Young,<br>Attorney-in-Fact                              |               | 01/03/20  | 17      |       |  |  |  |

\*\*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) The sales reported in this Form 4 were effected pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on May 24, 2016.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.2 to \$20.65, inclusive. The reporting person undertakes to provide Franklin Covey Co., any security holder of Franklin Covey Co., or staff

(2) to \$20.05, inclusive. The reporting person undertakes to provide Prankin Covey Co., any security noder of Prankin Covey Co., of starts of the Securities and Exchange Commission, on request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

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.