FRANKLIN COVEY CO

Form 4

January 23, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number: 3235-0287

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(C:tr.)

(Print or Type Responses)

1. Name and Address of Reporting Person ** Walker Paul S

2. Issuer Name **and** Ticker or Trading

Symbol

FRANKLIN COVEY CO [FC]

J

(Last) (First) (Middle) 3. Date

3. Date of Earliest Transaction

(Month/Day/Year) 01/19/2017

__ Director _____ 10% Owner Officer (give title _____ Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

__X_ Officer (give title ____ Other (special below)

EVP, Direct Offices Division

2200 WEST PARKWAY BLVD.

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

Issuer

SALT LAKE CITY, UT 84119

| (City) | (State) (| Table Table | e I - Non-D | erivative (| Securi | ities Acc | quired, Disposed o | of, or Beneficial | ly Owned |
|------------------------|--------------------------------------|-------------------------------|------------------|---------------------------------------------------------------------|-----------|---------------|----------------------------------------------------|---------------------------|-------------------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities | 6. Ownership Form: Direct | Indirect Beneficial Ownership |
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | | | | Beneficially Owned | (D) or Indirect (I) | |
| | | | | | (A) or | | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| common shares | 01/19/2017 | | Code V A | Amount 1,387 (1) | (D) A | Price \$ 0 | 1,387 | D | |
| common shares | 01/19/2017 | | F | 522 (1) | D | \$ 17.2 | 865 | D | |

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

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SEC 1474

(9-02)

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

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

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Walker Paul S

2200 WEST PARKWAY BLVD. EVP, Direct Offices Division

SALT LAKE CITY, UT 84119

Signatures

/s/ Stephen D. Young, 01/23/2017 Attorney-in-Fact

**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) LTIP Stock Award Vesting Q1 FY17.

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.

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