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FRANKLIN Form 4	COVEY CO											
January 23, 2 FORM											PPROVAL	
	UNITE	OMB Number:	3235-0287									
if no long subject to Section 10 Form 4 or Form 5	er STAT 6.	NERSHIP OF	Expires: Estimated a burden hou response									
obligation may conti <i>See</i> Instru 1(b).	inue. Section 1											
(Print or Type R	(esponses)											
1. Name and Ad Covey Mich	2. Issuer Name and Ticker or Trading Symbol FRANKLIN COVEY CO [FC]					-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
()			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2017					Director 10% Owner X Officer (give title Other (specify below) below) SVP Innovations and Marketing			
SALT LAKI	(Street) E CITY, UT 8	4119	4. If Ame Filed(Mor			-			6. Individual or Jo Applicable Line) _X_ Form filed by M Form filed by M Person	One Reporting Pe	erson	
(City)	(State)	(Zip)	Tabl	e I - No	on-D	erivative S	Securi	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D					4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)			
common				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
shares	01/17/2017			G	V	7,000	D	\$0	206,771	D		
common shares	01/19/2017			А		4,177 (1)	А	\$0	210,948	D		
common shares	01/19/2017			F		1,573 (1)	D	\$ 17.2	209,375	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 (9-02) required to respond unless the form

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and	Derivative Security (Instr. 5)	
			Code V		Date Exercisable	Expiration Date	Amo or Title Num of Shar	nber	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Covey Michael Sean Merrill C/O FRANKLINCOVEY COMPANY 2200 WEST PARKWAY BLVD. SALT LAKE CITY, UT 84119			SVP Innovations and Marketing				
Signatures							
/s/ Stephen D. Young, Attorney-in-Fact	01/2	3/2017					
**Signature of Reporting Person	Γ	Date					
Explanation of Respor	ses:						

- * 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.