

BENNETT ROBERT W JR
 Form 4/A
 November 22, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENNETT ROBERT W JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

2200 WEST PARKWAY BLVD

3. Date of Earliest Transaction (Month/Day/Year)
 05/09/2005

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

General Manager

(Street)

SALT LAKE CITY, UT 84119

4. If Amendment, Date Original Filed (Month/Day/Year)
 05/11/2005

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common Stock	05/09/2005		J ⁽¹⁾	0	A	\$ 0	124,190 ⁽¹⁾	D

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

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock	(2)	05/09/2005(3)		A	490	(4) (4)	Common Stock 490	\$ 3.
Phantom Stock	(2)	05/09/2005(3)		A	600	(4) (4)	Common Stock 600	\$ 3.
Phantom Stock	(2)	05/09/2005(3)		A	2,100	(4) (4)	Common Stock 2,100	\$ 3.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT ROBERT W JR 2200 WEST PARKWAY BLVD SALT LAKE CITY, UT 84119			General Manager	

Signatures

/s/ R. WILLIAM BENNETT 05/11/2005

**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) On May 11, 2005, a Form 4 was mistakenly filed reporting three acquisitions of a total of 3,192 shares of common stock, which in fact did not occur. As of May 9, 2005, the Reporting Person beneficially owned only 124,190 shares of common stock.
- (2) Each share of phantom stock is the economic equivalent of one share of common stock.
- (3) These acquisitions, which were pursuant to the Franklin Covey Co. Nonqualified Deferred Compensation Plan, were incorrectly reported on a Form 4 filed May 11, 2005 as acquisitions of shares of common stock.
- (4) Under the terms of the Franklin Covey Co. Nonqualified Deferred Compensation Plan, the shares of phantom stock may be settled in either cash or Franklin Covey Co. common stock, at the election of the Reporting Person, following termination of the Reporting Person's employment with Franklin Covey Co.

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.