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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No.2)\*

Franklin Covey Co.

-----

(Name of Issuer)

Common Stock, \$0.05 Par Value

-----  
(Title of Class of Securities)

353469 10 9

-----

(CUSIP Number)

Richard G. Brown, Esq.  
Parr, Waddoups, Brown, Gee and Loveless  
185 South State Street, Suite 1300  
Salt Lake City, UT 84111  
(801) 532-7840

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 1997

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box.

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Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 CONTROL NUMBER.

SEC 1746 (10-97)

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- 1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Hyrum W. Smith ("Smith")

- 2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X  
-----

(b)  
-----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
-----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
2(d) or 2(e)  
-----

6 Citizenship or Place of Organization United States  
-----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 1,059,158 (Includes 624,048 shares held in the name of The Hyrum W. Smith Trust as to which Smith has sole investment and voting power and 90,000 shares issuable upon the exercise of currently exercisable options)

8 Shared Voting Power -0-

9 Sole Dispositive Power 1,059,158 (Includes 624,048 shares held in the name of The Hyrum W. Smith Trust as to which Smith has sole investment and voting power and 90,000 shares issuable upon the exercise of currently exercisable options)

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,059,158 (Includes 624,048 shares held in the name of The Hyrum W. Smith Trust as to which Smith has sole investment and voting power and 90,000 shares issuable upon the exercise of currently exercisable options)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
-----

13 Percent of Class Represented by Amount in Row (11) 4.3%

14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
-----

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Arlen B. Crouch

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
-----

(b) \_\_\_\_\_

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
-----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
2(d) or 2(e)  
-----

6 Citizenship or Place of Organization United States  
-----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 275,000 (Includes 245,000 shares held  
in the name of The Arlen B. Crouch  
Family Foundation and 30,000 shares  
issuable upon the exercise of  
currently exercisable options)

8 Shared Voting Power 70,000

9 Sole Dispositive Power 275,000 (Includes 245,000 shares held  
in the name of The Arlen B. Crouch  
Family Foundation and 30,000 shares  
issuable upon the exercise of  
currently exercisable options)

10 Shared Dispositive Power 70,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person

345,000 (Includes 245,000 shares held in the name of The Arlen B.  
Crouch Family Foundation and 30,000 shares issuable upon the exercise  
of currently exercisable options)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions)  
-----

13 Percent of Class Represented by Amount in Row (11) 1.4%

14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9

-----

- 1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Robert F. Bennett ("Bennett")
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  X  
-----  
(b) -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
-----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
2(d) or 2(e)
- 6 Citizenship or Place of Organization United States  
-----

## Number of Shares Beneficially Owned by Each Reporting Person With

- 7 Sole Voting Power 386,997 (These shares are held by The Robert F. Bennett Asset Management Trust, of which Bennett is the beneficiary and settlor, with power to revoke)
- 8 Shared Voting Power 3,810 (These shares are held by Bennett's daughters who share Bennett's household)
- 9 Sole Dispositive Power 386,997 (These shares are held by The Robert F. Bennett Asset Management Trust, of which Bennett is the beneficiary and settlor, with power to revoke)
- 10 Shared Dispositive Power 3,810 (These shares are held by Bennett's daughters who share Bennett's household)

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
390,807 (Includes (i) 386,997 shares held by The Robert F. Bennett Asset Management Trust, of which Bennett is the beneficiary and settlor, with power to revoke and (ii) 3,810 shares held by Bennett's daughters who share Bennett's household)

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
-----

- 13 Percent of Class Represented by Amount in Row (11) 1.6%

- 14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

- 1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 Sandra M. Covey ("SMCovey")
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)  X  
 -----
- (b)   
 -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
 -----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----
- 6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

- 7 Sole Voting Power None
- 8 Shared Voting Power 1,551,566 (Includes 1,511,566 shares held jointly with SMCovey's spouse and 40,000 shares held in the name of SRSMC Properties, LLC, of which SMCovey and her spouse are the Managers)
- 9 Sole Dispositive Power None
- 10 Shared Dispositive Power 1,551,566 (Includes 1,511,566 shares held jointly with SMCovey's spouse and 40,000 shares held in the name of SRSMC Properties, LLC, of which SMCovey and her spouse are the Managers)

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 1,551,566 (includes 1,511,566 shares held jointly with SMCovey's spouse and 40,000 shares held in the name of SRSMC Properties, LLC, of which SMCovey and her spouse are the Managers)

- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
 -----

- 13 Percent of Class Represented by Amount in Row (11) 6.3%

- 14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9

-----

- 1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Stephen R. Covey ("SRCovey")
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  X  
-----  
(b) -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
-----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
2(d) or 2(e)  
-----
- 6 Citizenship or Place of Organization United States  
-----

## Number of Shares Beneficially Owned by Each Reporting Person With

- |    |                          |   |
|----|--------------------------|---|
| 7  | Sole Voting Power        | None  |
| 8  | Shared Voting Power      | 2,036,566 (Includes (i) 1,511,566 shares held jointly with SRCovey's spouse, (ii) 485,000 shares held in the name of the Gathering for Zion Foundation, of which SRCovey is the President and a Trustee and (iii) 40,000 shares held in the name of SRSMC Properties, LLC of which SRCovey and his spouse are the Managers) |
| 9  | Sole Dispositive Power   | None  |
| 10 | Shared Dispositive Power | 2,036,566 (Includes (i) 1,511,566 shares held jointly with SRCovey's spouse, (ii) 485,000 shares held in the name of the Gathering for Zion Foundation, of which SRCovey is the President and a Trustee and (iii) 40,000 shares held in the name of SRSMC Properties, LLC of which SRCovey and his spouse are the Managers) |

- 11 Aggregate Amount Beneficially Owned by Each Reporting Person: 2,036,566 (includes (i) 1,511,566 shares held jointly with SRCovey's spouse, (ii) 485,000 shares held in the name of the Gathering for Zion Foundation, of which SRCovey is the President and a Trustee and (iii) 40,000 shares held in the name of SRSMC Properties, LLC of which SRCovey and his spouse are the Managers)
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  
-----
- 13 Percent of Class Represented by Amount in Row (11) 8.2%
- 14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

- 1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 Stephen M. R. Covey
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  X  
 -----  
 (b)   
 -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
 -----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----
- 6 Citizenship or Place of Organization United States  
 -----
- Number of Shares Beneficially Owned by Each Reporting Person With
- |    |                          |         |
|----|--------------------------|---------|
| 7  | Sole Voting Power        | 309,278 |
| 8  | Shared Voting Power      | -0-     |
| 9  | Sole Dispositive Power   | 309,278 |
| 10 | Shared Dispositive Power | -0-     |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 309,278
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
 (See Instructions)  
 -----
- 13 Percent of Class Represented by Amount in Row (11) 1.2%
- 14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

- 1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 Blaine N. Lee
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  X  
 -----  
 (b)   
 -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
 -----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----
- 6 Citizenship or Place of Organization United States  
 -----
- Number of Shares Beneficially Owned by Each Reporting Person With
- |    |                          |         |
|----|--------------------------|---------|
| 7  | Sole Voting Power        | 317,358 |
| 8  | Shared Voting Power      | -0-     |
| 9  | Sole Dispositive Power   | 317,358 |
| 10 | Shared Dispositive Power | -0-     |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 317,358
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
 (See Instructions)  
 -----
- 13 Percent of Class Represented by Amount in Row (11) 1.3%
- 14 Type of Reporting Person (See Instructions) IN



CUSIP No. 353469 10 9  
-----

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

A. Roger Merrill

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X  
-----

(b)  
-----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
-----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
2(d) or 2(e)  
-----

6 Citizenship or Place of Organization United States  
-----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 156,573

8 Shared Voting Power 159,205

9 Sole Dispositive Power 156,573

10 Shared Dispositive Power 159,205

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
315,778

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  
-----

13 Percent of Class Represented by Amount in Row (11) 1.3%

14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
-----

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Brad G. Anderson

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X  
-----

(b)  
-----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
-----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
2(d) or 2(e)  
-----

6 Citizenship or Place of Organization United State  
-----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 318,411

8 Shared Voting Power -0-

9 Sole Dispositive Power 318,411

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

318,411

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  
-----

13 Percent of Class Represented by Amount in Row (11) 1.3%

14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).

John M. R. Covey

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b) \_\_\_\_\_

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  X  
 -----

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 192,314

8 Shared Voting Power -0-

9 Sole Dispositive Power 192,314

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 192,314

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
 (See Instructions) \_\_\_\_\_

13 Percent of Class Represented by Amount in Row (11) .8%

14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).

Roice N. Krueger

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b)   
 -----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 127,364

8 Shared Voting Power -0-

9 Sole Dispositive Power 127,364

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

127,364

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
 (See Instructions)  
 -----

13 Percent of Class Represented by Amount in Row (11) .5%

14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).

David N. Conley

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b)   
 -----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 127,364

8 Shared Voting Power -0-

9 Sole Dispositive Power 127,364

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 127,364

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
 (See Instructions)  
 -----

13 Percent of Class Represented by Amount in Row (11) .5%

14 Type of Reporting Person (See Instructions) IN

SEC 1746 (10-97)

CUSIP No. 353469 10 9  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).

Robert J. Guindon

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b)   
 -----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 127,364

8 Shared Voting Power -0-

9 Sole Dispositive Power 127,364

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

127,364

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
 See Instructions)  
 -----

13 Percent of Class Represented by Amount in Row (11) .5%

14 Type of Reporting Person (See Instructions) IN

SEC 1746 (10-97)

CUSIP No. 353469 10 9  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).

Kevin R. Cope

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b)   
 -----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 125,995

8 Shared Voting Power -0-

9 Sole Dispositive Power 125,995

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 125,995

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
 (See Instructions)  
 -----

13 Percent of Class Represented by Amount in Row (11) .5%

14 Type of Reporting Person (See Instructions) IN

SEC 1746 (10-97)

CUSIP No. 353469 10 9  
-----

1 Names of Reporting Persons.  
I.R.S. Identification Nos. Of above persons (entities only).

Charles S. Farnsworth

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X  
-----

(b)  
-----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
-----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
2(d) or 2(e)  
-----

6 Citizenship or Place of Organization United States  
-----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 127,364

8 Shared Voting Power -0-

9 Sole Dispositive Power 127,364

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

127,364

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  
-----

13 Percent of Class Represented by Amount in Row (11) .5%

14 Type of Reporting Person (See Instructions) IN



CUSIP No. 353469 10 9  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. Of above persons (entities only).

David Hanna

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b)   
 -----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 127,364

8 Shared Voting Power -0-

9 Sole Dispositive Power 127,364

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 127,364

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions)  
 -----

13 Percent of Class Represented by Amount in Row (11) .5%

14 Type of Reporting Person (See Instructions) IN

SEC 1746 (10-97)

CUSIP No. 353469 10 9  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. Of above persons (entities only).

Greg D. Link

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b)   
 -----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 127,364

8 Shared Voting Power -0-

9 Sole Dispositive Power 127,364

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

127,364

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions)  
 -----

13 Percent of Class Represented by Amount in Row (11) .5%

14 Type of Reporting Person (See Instructions) IN

SEC 1746 (10-97)

CUSIP No. 353469 10 9  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. Of above persons (entities only).

Michael Sean M. Covey ("MSMCovey")

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b)   
 -----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 323,331 (includes 6,500 shares held  
 as Custodian under the Uniform  
 Transfers To Minors Act for the  
 benefit of MSMCovey's nieces and  
 nephews)

8 Shared Voting Power -0-

9 Sole Dispositive Power 323,331 (includes 6,500 shares held  
 as Custodian under the Uniform  
 Transfers To Minors Act for the  
 benefit of MSMCovey's nieces and  
 nephews)

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

323,331 (includes 6,500 shares held as Custodian under the Uniform  
 Transfers To Minors Act for the benefit of MSMCovey's nieces and  
 nephews)

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions)  
 -----

13 Percent of Class Represented by Amount in Row (11) 1.3%

14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

- 1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 David M. R. Covey
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  X  
 -----  
 (b)   
 -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
 -----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e) -----
- 6 Citizenship or Place of Organization United States  
 -----
- Number of Shares Beneficially Owned by Each Reporting Person With
- |    |                          |         |
|----|--------------------------|---------|
| 7  | Sole Voting Power        | 316,831 |
| 8  | Shared Voting Power      | -0-     |
| 9  | Sole Dispositive Power   | 316,831 |
| 10 | Shared Dispositive Power | -0-     |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 316,831
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions) -----
- 13 Percent of Class Represented by Amount in Row (11) 1.3%
- 14 Type of Reporting Person (See Instructions) IN

SEC 1746 (10-97)

CUSIP No. 353469 10 9  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).

James M. Bennett

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b) \_\_\_\_\_

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e) \_\_\_\_\_

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 445

8 Shared Voting Power -0-

9 Sole Dispositive Power 445

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

445

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions) \_\_\_\_\_

13 Percent of Class Represented by Amount in Row (11) .002%

14 Type of Reporting Person (See Instructions) IN

SEC 1746 (10-97)

CUSIP No. 353469 10 9  
-----

1 Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Laurel S. Bennett

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X  
-----

(b) -----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
-----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
2(d) or 2(e) -----

6 Citizenship or Place of Organization United States  
-----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 445

8 Shared Voting Power -0-

9 Sole Dispositive Power 445

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

445

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
Instructions) -----

13 Percent of Class Represented by Amount in Row (11) .002%

14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).

Wallace G. Bennett

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b) -----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 445

8 Shared Voting Power -0-

9 Sole Dispositive Power 445

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

445

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions)  
 -----

13 Percent of Class Represented by Amount in Row (11) .002%

14 Type of Reporting Person (See Instructions) IN

SEC 1746 (10-97)

CUSIP No. 353469 10  
 -----

1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).

Betty Jane Bennett

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X  
 -----

(b) -----

3 SEC Use Only

4 Source of Funds (See Instructions) Not Applicable  
 -----

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e) -----

6 Citizenship or Place of Organization United States  
 -----

Number of Shares Beneficially Owned by Each Reporting Person With

7 Sole Voting Power 445

8 Shared Voting Power -0-

9 Sole Dispositive Power 445

10 Shared Dispositive Power -0-

11 Aggregate Amount Beneficially Owned by Each Reporting Person

445

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions) -----

13 Percent of Class Represented by Amount in Row (11) .002%

14 Type of Reporting Person (See Instructions) IN



CUSIP No. 353469 10 9  
 -----

- 1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 Robert C. Fletcher
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  X  
 -----  
 (b) -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
 -----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----
- 6 Citizenship or Place of Organization United States  
 -----
- Number of Shares Beneficially Owned by Each Reporting Person With
- |    |                          |     |
|----|--------------------------|-----|
| 7  | Sole Voting Power        | 445 |
| 8  | Shared Voting Power      | -0- |
| 9  | Sole Dispositive Power   | 445 |
| 10 | Shared Dispositive Power | -0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 445
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions)  
 -----
- 13 Percent of Class Represented by Amount in Row (11) .002%
- 14 Type of Reporting Person (See Instructions) IN

SEC 1746 (10-97)

CUSIP No. 353469 10 9  
 -----

- 1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 Rosemary B. Fletcher
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  X  
 -----  
 (b) -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
 -----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e) -----
- 6 Citizenship or Place of Organization United States  
 -----
- Number of Shares Beneficially Owned by Each Reporting Person With
- |    |                          |     |
|----|--------------------------|-----|
| 7  | Sole Voting Power        | 445 |
| 8  | Shared Voting Power      | -0- |
| 9  | Sole Dispositive Power   | 445 |
| 10 | Shared Dispositive Power | -0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 445
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions) -----
- 13 Percent of Class Represented by Amount in Row (11) .002%
- 14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

- 1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 David Bennett
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  -----  
 (b) -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
 -----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e) -----
- 6 Citizenship or Place of Organization United States  
 -----
- Number of Shares Beneficially Owned by Each Reporting Person With
- |    |                          |     |
|----|--------------------------|-----|
| 7  | Sole Voting Power        | 445 |
| 8  | Shared Voting Power      | -0- |
| 9  | Sole Dispositive Power   | 445 |
| 10 | Shared Dispositive Power | -0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 445
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions) -----
- 13 Percent of Class Represented by Amount in Row (11) .002%
- 14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

- 1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 Bonnie Bennett
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  -----  
 (b) -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
 -----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e) -----
- 6 Citizenship or Place of Organization United States  
 -----
- Number of Shares Beneficially Owned by Each Reporting Person With
- |    |                          |     |
|----|--------------------------|-----|
| 7  | Sole Voting Power        | 445 |
| 8  | Shared Voting Power      | -0- |
| 9  | Sole Dispositive Power   | 445 |
| 10 | Shared Dispositive Power | -0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 445
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions) -----
- 13 Percent of Class Represented by Amount in Row (11) .002%
- 14 Type of Reporting Person (See Instructions) IN

SEC 1746 (10-97)

CUSIP No. 353469 10 9  
 -----

- 1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 Lawrence Jeppson
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  X  
 -----  
 (b) -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable  
 -----
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e) -----
- 6 Citizenship or Place of Organization United States  
 -----
- Number of Shares Beneficially Owned by Each Reporting Person With
- |    |                          |     |
|----|--------------------------|-----|
| 7  | Sole Voting Power        | 445 |
| 8  | Shared Voting Power      | -0- |
| 9  | Sole Dispositive Power   | 445 |
| 10 | Shared Dispositive Power | -0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 445
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions) -----
- 13 Percent of Class Represented by Amount in Row (11) .002%
- 14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9  
 -----

- 1 Names of Reporting Persons.  
 I.R.S. Identification Nos. of above persons (entities only).  
 Frances B. Jeppson
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  -----  
 (b) -----
- 3 SEC Use Only
- 4 Source of Funds (See Instructions) Not Applicable
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items  
 2(d) or 2(e)  
 -----
- 6 Citizenship or Place of Organization United States  
 -----
- Number of Shares Beneficially Owned by Each Reporting Person With
- |    |                          |     |
|----|--------------------------|-----|
| 7  | Sole Voting Power        | 445 |
| 8  | Shared Voting Power      | -0- |
| 9  | Sole Dispositive Power   | 445 |
| 10 | Shared Dispositive Power | -0- |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
 445
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See  
 Instructions)  
 -----
- 13 Percent of Class Represented by Amount in Row (11) .002%
- 14 Type of Reporting Person (See Instructions) IN

CUSIP No. 353469 10 9

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This Amendment No. 2 to Schedule 13D amends and supplements, and should be read in conjunction with, the Schedule 13D filed on June 9, 1997 and Amendment No. 1 thereto filed on August 26, 1997.

## Item 1. SECURITY AND ISSUER

- (a) Title of Class of Equity Securities: Common Stock, \$0.05 par value (the "Common Stock")
- (b) Name of Issuer: Franklin Covey Co. (the "Issuer")
- (c) Address of Issuer's Principal Executive Offices: 2200 West Parkway Boulevard, Salt Lake City, UT 84119

## Item 2. IDENTITY AND BACKGROUND

- (a)-(c) This amended Statement on Schedule 13D (the "Statement") is being filed by and on behalf of the persons listed on Schedule A hereto (each a "Reporting Person" and, collectively, the "Reporting Persons"). Schedule A sets forth for each Reporting Person the following information, which is incorporated herein by reference: (i) the name of such Reporting Person, (ii) the business or residence address of such Reporting Person and (iii) the principal business, occupation or employment of such Reporting Person.
- (d)-(e) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor were any of the Reporting Persons a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, as a result of which was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Each of the Reporting Persons is a United States citizen.

## Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Not applicable because the transactions being reported involved either dispositions of securities or acquisitions by gifts.

## Item 4. PURPOSE OF TRANSACTION

In December 1997, SMRCovey transferred, by gifts, a total of 6,500 shares of the Common Stock to MSMCovey as Custodian under the Utah Transfers to Minors Act for the benefit of SMRCovey's minor children. No consideration was paid for such shares.

Also in December 1997, Bennett transferred, by gifts, 445 shares to each of the following of his relatives: James M. Bennett, Laurel S. Bennett, Wallace G. Bennett, Betty Jane Bennett, Robert C. Fletcher, Rosemary B. Fletcher, David Bennett, Bonnie Bennett, Lawrence Jeppson and Frances B. Jeppson. No consideration was paid for such shares.

In addition, during December 1997, SRCovey transferred (i) 1,511,566 shares of the Common Stock to himself and his wife as joint tenants with rights of survivorship, (ii) 485,000 shares of the Common Stock to Gathering for Zion Foundation, a Utah nonprofit corporation, of which SRCovey is President and a Trustee and (iii) 40,000 shares of the Common Stock to SRSMC Properties, LLC, a Utah limited liability company, of which SRCovey and his wife are the Managers. No consideration was paid in connection with such transfers.

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Each of the Reporting Persons reserves the right to purchase additional shares of the Common Stock or to dispose of shares of the Common Stock in the open market, in privately negotiated transactions or in any other lawful manner in the future.

Each of the Reporting Persons is a party to a Shareholders Agreement dated as of May 30, 1997 (the "Shareholders Agreement"). Pursuant to the Shareholders Agreement, each Reporting Person has agreed that until August 31, 2000, such Reporting Person shall vote all shares of the Common Stock held by such Reporting Person in favor of the election of members to serve on the Issuer's Board of Directors as shall be nominated by the Nominating Committee of the Issuer's Board of Directors. As a result of the Shareholders Agreement, the Reporting Persons may be deemed to be members of a "group" within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934 (the "Exchange Act") and accordingly may be deemed to have beneficial ownership of all of the shares of Common Stock subject to the Shareholders Agreement. Each of the Reporting Persons expressly disclaims beneficial ownership of shares of the Common Stock other than shares expressly identified herein as beneficially owned by such Reporting Person.

Except as described above, the Reporting Persons presently have no plans or proposals which relate to or would result in any action enumerated in subparagraphs (a) through (j) of the instructions for Item 4 of Schedule 13D.

## Item 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) The responses of the Reporting Persons to Items 7-11 of the cover sheets to this Statement (the "Cover Sheets"), which relate to the beneficial ownership of the Common Stock, are incorporated herein by reference. Each of the Reporting Persons, pursuant to the Shareholders Agreement, has agreed to certain voting provisions with respect to the election of directors of the Issuer. As a result of the Shareholders Agreement, the Reporting Persons may be deemed to be members of a "group" within the meaning of Rule 13d-5(b)(1) under the Exchange Act and, accordingly, may be deemed to have beneficial ownership of all of the shares of the Common Stock subject to the Shareholders Agreement. In the aggregate, 6,819,461 shares, representing 27.4% of the outstanding shares of Common Stock, are subject to the Shareholders Agreement. The percentage of shares of Common Stock owned is based in each case upon 24,780,928 shares outstanding as set forth in the Issuer's Form 10-K for the fiscal year ending August 31, 1997. Each of the Reporting Persons expressly disclaims beneficial ownership of shares of the Common Stock other than shares expressly identified herein as beneficially owned by such Reporting Person.
- (b) Each of the Reporting Persons has the sole power to vote or direct the vote, shared power to vote or direct the vote, sole power to dispose of or direct the disposition of and shared power to dispose of or direct the disposition of the shares of the Common Stock listed on such person's respective Cover Sheet as being beneficially owned by such person.
- (c) See Item 4. In addition, during November and December 1997, Bennett sold a total of 84,750 shares of the Common Stock at prices ranging from \$21.125 to \$22.375. Also during December 1997, the following Reporting Persons made the indicated gifts of shares of the Common Stock:

Reporting Person -----	No. Of Shares -----
SMRCovey	9,133
Bennett	5,954
Arlen B. Crouch	5,000
A. Roger Merrill	2,633
Blaine Lee	1,053
MSMCovey	1,580
David M. R. Covey	1,580
Kevin Cope	1,369





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- (d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the above-discussed shares of the Common Stock.
- (e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Each of the Reporting Persons is a party to the Shareholders Agreement. Pursuant to the Shareholders Agreement, each Reporting Person has agreed that until August 31, 2000, such Reporting Person shall vote all shares of the Common Stock held by such Reporting Person in favor of the election of members to serve on the Issuer's Board of Directors as shall be nominated by the Nominating Committee of the Issuer's Board of Directors.

Each of the Covey Shareholders (as defined hereinafter) was a shareholder of Covey Leadership Center, Inc. Each of the Covey Shareholders is also a party to a Registration Rights Agreement dated May 30, 1997 (the "Registration Rights Agreement"). Pursuant to the Registration Rights Agreement, a Covey Shareholder is required to give the Issuer notice of any proposed transfer of shares of the Common Stock held by such Covey Shareholder. In addition, in the event the Issuer proposes to register any securities under the Securities Act of 1933 during the period from May 30, 1999 to May 30, 2002, the Issuer must provide notice of such proposed registration to the Covey Shareholders. The Covey Shareholders are SRCovey, SMRCovey, Blaine N. Lee, A. Roger Merrill, Brad G. Anderson, John M. R. Covey, Roice N. Krueger, David N. Conley, Robert J. Guindon, Kevin R. Cope, Charles S. Farnsworth, David Hanna, Greg D. Link, MSMCovey and David M. R. Covey.

Each of the Covey Shareholders has signed an Investment Letter and Agreement Not to Sell (the "Investment Letters") dated May 30, 1997. Pursuant to the Investment Letters, each Covey Shareholder has made certain representations regarding such Shareholder's acquisition of shares of the Common Stock.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

Attached hereto as Exhibit A is the written agreement relating to the filing of a joint statement as required by Rule 13d-1(f) under the Securities Exchange Act of 1934.

CUSIP No. 353469 10 9  
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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Hyrum W. Smith by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Arlen B. Crouch, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 5, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Robert F. Bennett, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

March 12, 1999

/s/ STEPHEN R. COVEY

-----  
Date

-----  
Stephen R. Covey

March 12, 1999

/s/ SANDRA M. COVEY

-----  
Date

-----  
Sandra M. Covey

-----

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Stephen M. R. Covey, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Blaine N. Lee, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 3, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
A. Roger Merrill, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Brad G. Anderson, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
John M. R. Covey, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Roice N. Krueger, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 4, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

-----

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
David Conley, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Robert J. Guindon, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Kevin R. Cope, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Charles S. Farnsworth, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
David Hanna, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 3, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Greg D. Link, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

-----

2/12/99

/s/ JOHN L.THELER

-----  
Date

-----  
Michael Sean M. Covey, by John L. Theler,  
Attorney-in-Fact pursuant to a Power of Attorney  
dated May 30, 1997, a conformed copy of which is  
on file with the Commission and incorporated herein  
by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
David M. R. Covey, by John L. Theler,  
Attorney-in-Fact pursuant to a Power of Attorney  
dated June 4, 1997, a conformed copy of which is on  
file with the Commission and incorporated herein by  
this reference

4/20/99

/s/ JAMES M.BENNETT

-----  
Date

-----  
James M. Bennett

4/20/99

/s/ LAUREL S.BENNETT

-----  
Date

-----  
Laurel S. Bennett

February 18, 1999

/s/ WALLACE G. BENNETT

-----  
Date

-----  
Wallace G. Bennett

February 18, 1999

/s/ BETTY JANE BENNETT

-----  
Date

-----  
Betty Jane Bennett

02/19/99

/s/ ROBERT C. FLETCHER

-----  
Date

-----  
Robert C. Fletcher

02/19/99

/s/ ROSEMARY B. FLETCHER

-----  
Date

-----  
Rosemary B. Fletcher

2/27/99

/s/ DAVID BENNETT

-----  
Date

-----  
David Bennett

CUSIP No. 353469 10 9  
-----

2/23/99  
-----  
Date

/s/ BONNIE BENNETT  
-----  
Bonnie Bennett

19 Feb 99  
-----  
Date

/s/ LAWRENCE S. JEPPSON  
-----  
Lawrence Jeppson

Feb. 19, 1999  
-----  
Date

/s/ FRANCES B. JEPPSON  
-----  
Frances B. Jeppson

-----

## SCHEDULE A

## Identity and Background

-----

The following table sets forth for each Reporting Person (i) the name of such Reporting Person, (ii) the business address of such Reporting Person and (iii) the principal business, occupation or employment of such Reporting Person:

1. (i) Hyrum W. Smith  
(ii) 2200 West Parkway Boulevard  
Salt Lake City, UT 84119  
(iii) Chairman and Chief Executive Officer; Franklin Covey Co.
2. (i) Arlen B. Crouch  
(ii) 2566 Barcelona Drive  
Sandy, UT 84093  
(iii) Retired
3. (i) Robert F. Bennett  
(ii) 125 South State Street  
Salt Lake City, UT 84111  
(iii) Senator, United States Senate
4. (i) Stephen R. Covey  
(ii) 3355 North University Avenue, Suite 200  
Provo, UT 84604  
(iii) Co-Chairman of Board; Franklin Covey Co.
5. (i) Stephen M. R. Covey  
(ii) 3507 North University Avenue  
Provo, UT 84604  
(iii) President of Covey Leadership Center Division,  
Franklin Covey Co.
6. (i) Blaine N. Lee  
(ii) 360 West 4800 North  
Provo, UT 84604  
(iii) Vice President; Franklin Covey Co.
7. (i) A. Roger Merrill  
(ii) 3507 North University Avenue  
Provo, UT 84604  
(iii) Author and Consultant; Franklin Covey Co.
8. (i) Brad G. Anderson  
(ii) 3507 North University Avenue  
Provo, UT 84604  
(iii) Vice President; Franklin Covey Co.
9. (i) John M. R. Covey  
(ii) 3507 North University Avenue  
Provo, UT 84604  
(iii) Director-Home and Family; Franklin Covey Co.



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10. (i) Roice N. Krueger  
(ii) 360 West 4800 North  
Provo, UT 84604  
(iii) Vice President; Franklin Covey Co.
11. (i) David N. Conley  
(ii) 5779 South Highland Drive  
Salt Lake City, UT 84117  
(iii) Consultant; Self-employed
12. (i) Robert J. Guindon  
(ii) 3507 North University Avenue  
Provo, UT 84604  
(iii) Executive Vice President-International Operations;  
Franklin Covey Co.
13. (i) Kevin R. Cope  
(ii) 3507 North University Avenue  
Provo, UT 84604  
(iii) Vice President and General Manager-Professional  
Services; Franklin Covey Co.
14. (i) Charles S. Farnsworth  
(ii) 3507 North University Avenue  
Provo, UT 84604  
(iii) Vice President and General Manager; Franklin Covey  
Co.
15. (i) David Hanna  
(ii) 3507 North University Avenue  
Provo, UT 84604  
(iii) Senior Consultant; Franklin Covey Co.
16. (i) Greg D. Link  
(ii) 3507 North University Avenue  
Provo, UT 84604  
(iii) Vice President of Business Development and Public  
Relations; Franklin Covey Co.
17. (i) Michael Sean M. Covey  
(ii) 360 West 4800 North  
Provo, UT 84604  
(iii) Vice President of Stores; Franklin Covey Co.
18. (i) David M. R. Covey  
(ii) Ground Floor, Fujitsu House  
159 Coronation Drive  
Milton, QLD 4064  
Australia  
(iii) Executive Vice President-Marketing; Franklin Covey  
Co.
19. (i) James M. Bennett  
(ii) 781 East Kensington Ave.  
Salt Lake City, UT 84105  
(iii) College student at Brigham Young University, Provo,  
UT

CUSIP No. 353469 10 9

-----

20. (i) Laurel S. Bennett  
(ii) 781 East Kensington Ave.  
Salt Lake City, UT 84105  
(iii) Physical therapist at Department of Veterans  
Affairs Medical Center, 500 South  
Foothill Blvd., Salt Lake City, UT 84147
21. (i) Wallace G. Bennett  
(ii) 676 East 4129 South  
Salt Lake City, UT 84107  
(iii) Self-employed financial advisor
22. (i) Betty Jane Bennett  
(ii) 676 East 4129 South  
Salt Lake City, UT 84107  
(iii) Not employed outside of the home
23. (i) Robert C. Fletcher  
(ii) 44 Hastings Road  
Belmont, MA 02478-2308  
(iii) Retired
24. (i) Rosemary B. Fletcher  
(ii) 44 Hastings Road  
Belmont, MA 02478-2308  
(iii) Not employed outside of the home
25. (i) David Bennett  
(ii) 1601 Emigration Canyon  
Salt Lake City, UT 84108  
(iii) Retired
26. (i) Bonnie Bennett  
(ii) 1601 Emigration Canyon  
Salt Lake City, UT 84108  
(iii) Not employed outside of the home
27. (i) Lawrence Jeppson  
(ii) 9004 Honeybee Lane  
Bethesda, MD 20817  
(iii) Self-employed art dealer and consultant
28. (i) Frances Jeppson  
(ii) 9004 Honeybee Lane  
Bethesda, MD 20817  
(iii) Not employed outside of the home
29. (i) Sandra M. Covey  
(ii) 3355 North University Avenue, Suite 200  
Provo, UT 84604  
(iii) Not employed outside of the home

SEC 1746 (10-97)

CUSIP No. 353469 10 9  
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INDEX TO EXHIBITS

Exhibit

Description

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A

Written agreement relating to the filing of a joint statement as required by Rule 13d-1(f) under the Securities Exchange Act of 1934.

CUSIP No. 353469 10 9

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EXHIBIT A

AGREEMENT

Each of the undersigned agrees that this Amendment No. 2 to Schedule 13D relating to equity securities of Franklin Covey Co. shall be filed on behalf of each of the undersigned.

2/12/99

/s/ JOHN L. THELER

-----

Date

-----  
Hyrum W. Smith by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----

Date

-----  
Arlen B. Crouch, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 5, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----

Date

-----  
Robert F. Bennett, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

March 12, 1999

/s/ STEPHEN R. COVEY

-----

Date

-----  
Stephen R. Covey

March 12, 1999

/s/ SANDRA M. COVEY

-----

Date

-----  
Sandra M. Covey

-----

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Stephen M. R. Covey, by John L. Theler,  
Attorney-in-Fact pursuant to a Power of Attorney  
dated May 30, 1997, a conformed copy of which is on  
file with the Commission and incorporated herein by  
this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Blaine N. Lee, by John L. Theler, Attorney-in-Fact  
pursuant to a Power of Attorney dated June 3, 1997,  
a conformed copy of which is on file with the  
Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
A. Roger Merrill, by John L. Theler,  
Attorney-in-Fact pursuant to a Power of Attorney  
dated May 30, 1997, a conformed copy of which is on  
file with the Commission and incorporated herein by  
this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Brad G. Anderson, by John L. Theler,  
Attorney-in-Fact pursuant to a Power of Attorney  
dated May 30, 1997, a conformed copy of which is on  
file with the Commission and incorporated herein by  
this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
John M. R. Covey, by John L. Theler,  
Attorney-in-Fact pursuant to a Power of Attorney  
dated May 30, 1997, a conformed copy of which is on  
file with the Commission and incorporated herein by  
this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Roice N. Krueger, by John L. Theler,  
Attorney-in-Fact pursuant to a Power of Attorney  
dated June 4, 1997, a conformed copy of which is on  
file with the Commission and incorporated herein by  
this reference

-----

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
David Conley, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Robert J. Guindon, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Kevin R. Cope, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Charles S. Farnsworth, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
David Hanna, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated June 3, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Greg D. Link, by John L. Theler, Attorney-in-Fact pursuant to a Power of Attorney dated May 30, 1997, a conformed copy of which is on file with the Commission and incorporated herein by this reference

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2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
Michael Sean M. Covey, by John L. Theler,  
Attorney-in-Fact pursuant to a Power of Attorney  
dated May 30, 1997, a conformed copy of which is  
on file with the Commission and incorporated herein  
by this reference

2/12/99

/s/ JOHN L. THELER

-----  
Date

-----  
David M. R. Covey, by John L. Theler,  
Attorney-in-Fact pursuant to a Power of Attorney  
dated June 4, 1997, a conformed copy of which is on  
file with the Commission and incorporated herein by  
this reference

4/20/99

/s/ JAMES M. BENNETT

-----  
Date

-----  
James M. Bennett

4/20/99

/s/ LAUREL S. BENNETT

-----  
Date

-----  
Laurel S. Bennett

Feb. 18, 1999

/s/ WALLACE G. BENNETT

-----  
Date

-----  
Wallace G. Bennett

Feb. 18, 1999

/s/ BETTY JANE BENNETT

-----  
Date

-----  
Betty Jane Bennett

02/19/99

/s/ ROBERT C. FLETCHER

-----  
Date

-----  
Robert C. Fletcher

02/19/99

/s/ ROSEMARY B. FLETCHER

-----  
Date

-----  
Rosemary B. Fletcher

2/27/99

/s/ DAVID BENNETT

-----  
Date

-----  
David Bennett

CUSIP No. 353469 10 9  
-----

2/23/99  
-----  
Date

/s/ BONNIE BENNETT  
-----  
Bonnie Bennett

19 Feb 99  
-----  
Date

/s/ LAWRENCE S. JEPPSON  
-----  
Lawrence Jeppson

Feb. 19, 1999  
-----  
Date

/s/ FRANCES B. JEPPSON  
-----  
Frances B. Jeppson

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