

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

Form 3 Holdings Reported

Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Bennett, Jr.	Robert	William
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(Last)	(First)	(Middle)
2200 West Parkway Blvd		

(Street)		
Salt Lake City	UT	84119
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

FranklinCovey Co.; FC

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

Prior to 08/29/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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

General Manager

7. Individual or Joint/Group Filing
(Check applicable line)

Form filed by one Reporting Person
 Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A) or (D) Price			

Common Stock	(3)				4,104.45		
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* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses) (Over)

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- cisable Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Phantom Stock Units	1 for 1	03/19/02	A	45	Immed. (1)	Common Stock 45	2.622653	758 (2)	D	
Phantom Stock Units	1 for 1	3/19/02	A	39	Immed (1)	Common Stock 39	2.815556	758 (2)	D	
Phantom Stock Units	1 for 1	3/19/02	A	39	Immed (1)	Common Stock 39	2.835556	758 (2)	D	
Phantom Stock Units	1 for 1	3/19/02	A	39	Immed (1)	Common Stock 39	2.835484	758 (2)	D	
Phantom Stock Units	1 for 1	4/29/02	A	40	Immed (1)	Common Stock 40	2.989771	758 (2)	D	
Phantom Stock Units	1 for 1	4/29/02	A	40	Immed (1)	Common Stock 40	2.989771	758 (2)	D	
Phantom Stock Units	1 for 1	4/29/02	A	41	Immed (1)	Common Stock 41	2.989771	758 (2)	D	
Phantom Stock Units	1 for 1	5/28/02	A	37	Immed (1)	Common Stock 37	3.249018	758 (2)	D	
Phantom Stock Units	1 for 1	5/28/02	A	37	Immed (1)	Common Stock 37	3.249018	758 (2)	D	
Phantom Stock Units	1 for 1	5/28/02	A	11	Immed (1)	Common Stock 11	3.249018	758 (2)	D	
Phantom Stock Units	1 for 1	6/11/02	A	33	Immed (1)	Common Stock 33	3.466667	758 (2)	D	
Phantom Stock Units	1 for 1	7/3/02	A	37	Immed (1)	Common Stock 37	3.213864	758 (2)	D	
Phantom Stock Units	1 for 1	7/16/02	A	46	Immed (1)	Common Stock 46	2.564074	758 (2)	D	
Phantom Stock Units	1 for 1	7/23/02	A	49	Immed (1)	Common Stock 49	2.43	758 (2)	D	
Phantom Stock Units	1 for 1	7/31/02	A	37	Immed (1)	Common Stock 37	2.807792	758 (2)	D	
Phantom Stock Units	1 for 1	8/21/02	A	24	Immed (1)	Common Stock 24	2.433258	758 (2)	D	

Explanation of Responses:

(1) Under the terms of the FranklinCovey Co. Nonqualified Deferred Compensation Plan, the units may be settled in either cash or FranklinCovey Co. common stock at the election of the Reporting Person, following termination of the Reporting Person's employment with FranklinCovey Co.

(2) The purpose of this filing is to record all purchases prior to August 29, 2002.

(3) Reported below.

\S\ Robert W. Bennett

10/7/2002

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.