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ITT EDUCATIONAL SERVICES INC

Form 4 May 18, 2011

FORM 4

OMB APPROVAL

Expires:

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

OMB Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

3235-0287

January 31,

2005

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FOWLER JAMES D JR			2. Issuer Name and Ticker or Trading Symbol ITT EDUCATIONAL SERVICES INC [ESI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 19087 BOYER	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2010	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
LEESBURG, V	(Street) VA 20176		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			

(City)	(State) (Z	Zip) Table	e I - Noi	ı-De	erivative S	Securi	ties Acc	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	10/29/2010		G <u>(1)</u>		2,236	D	\$0	6,785	D		
Common Stock	10/29/2010		G <u>(1)</u>		2,236	A	\$0	2,236	I	By Trust	
Common Stock	01/21/2011		G <u>(1)</u>	V	471	D	\$0	6,785 <u>(2)</u>	D		
Common Stock	01/21/2011		G <u>(1)</u>	V	471	A	\$0	2,707	I	By Trust	
Common Stock	04/11/2011		G <u>(1)</u>	V	900	D	\$0	5,885	D		

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Common Stock	04/11/2011	G(1) V	900	A	\$0	3,607	I	By Trust
Common Stock	05/17/2011	A	1,412	A	\$0	7,297	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.		5. In Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FOWLER JAMES D JR 19087 BOYER FIELDS PLACE LEESBURG, VA 20176	X							

Signatures

Christine G. Long, Attorney-In-Fact for James D. Fowler, Jr. 05/18/2011

**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) Represents a transfer of shares to a revocable trust for the benefit of the reporting person and his spouse.

(2)

Reporting Owners 2

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This amount reflects the 471 shares acquired by the reporting person on January 1, 2011, as reported in the Form 4 filed by the reporting person on January 4, 2011. That Form 4 did not reflect the transfer of 2,236 shares to the trust on October 29, 2010 as reported above. As a result, the number of shares indicated on that Form 4 as directly owned by the reporting person were overstated by 2,236 shares, as those number of shares should have been shown as being indirectly owned by a trust.

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.