

AMERICAN PUBLIC EDUCATION INC
 Form 4
 February 21, 2008

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 *
ABS PARTNERS IV LLC

2. Issuer Name and Ticker or Trading Symbol
AMERICAN PUBLIC EDUCATION INC [APEI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

400 EAST PRATT STREET, SUITE 910

02/19/2008

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

BALTIMORE, MD 21202-3116

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	02/19/2008		S		2,109,610	D	\$ 33.5475	4,184,667	I ⁽¹⁾	By ABS Capital Partners IV, LP
Common Stock, par value \$0.01	02/19/2008		S		70,635	D	\$ 33.5475	140,114	I ⁽¹⁾	By ABS Capital Partners IV-A, LP
Common Stock, par value	02/19/2008		S		121,156	D	\$ 33.5475	240,326	I ⁽¹⁾	By ABS Capital Partners

\$.01									Offshore, LP
Common Stock, par value \$.01	02/19/2008	S	82,599	D	\$ 33.5475	163,845	I ⁽¹⁾		By ABS Capital Partners IV Special Offshore, LP
Common Stock, par value \$.01						2,752	I ⁽¹⁾		See Footnote 2 ⁽²⁾

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

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SEC 1474 (9-02)

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. 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 of Derivative Security (Instr. 5)	9. Nu
				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
ABS PARTNERS IV LLC 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202-3116	X	X		
	X	X		

HEBB DONALD B JR
 400 EAST PRATT STREET
 SUITE 910
 BALTIMORE, MD 21202-3116

STOBO JOHN D JR
 400 EAST PRATT STREET X X
 SUITE 910
 BALTIMORE, MD 21202-3116

EMRY FREDERIS G III
 400 EAST PRATT STREET X X
 SUITE 910
 BALTIMORE, MD 21202-3116

WITT LAURA
 400 EAST PRATT STREET X X
 SUITE 910
 BALTIMORE, MD 21202-3116

CLOUGH PHILLIP A
 400 EAST PRATT STREET X X
 SUITE 910
 BALTIMORE, MD 21202-3116

WEGLIICKI TIMOTHY T
 400 EAST PRATT STREET X X
 SUITE 910
 BALTIMORE, MD 21202

TERKOWITZ RALPH S
 400 E. PRATT STREET X X
 SUITE 910
 BALTIMORE, MD 21202

GOSWAMI ASHOKE
 400 E. PRATT STREET SUITE 910 X X
 BALTIMORE, MD 21202

Signatures

Donald B. Hebb, Managing Member of ABS Partners IV,
 L.L.C. 02/19/2008

__Signature of Reporting Person Date

Phillip A. Clough 02/19/2008

__Signature of Reporting Person Date

Donald B. Hebb 02/19/2008

__Signature of Reporting Person Date

Timothy T. Weglicki 02/19/2008

__Signature of Reporting Person Date

John D. Stobo 02/19/2008

__Signature of Reporting Person Date

Frederic G. Emry	02/19/2008
__Signature of Reporting Person	Date
Ashoke Goswami	02/19/2008
__Signature of Reporting Person	Date
Ralph S. Terkowitz	02/19/2008
__Signature of Reporting Person	Date
Laura L. Witt	02/19/2008
__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) ABS Partners IV L.L.C., as the general partner (the "General Partner") of ABS Capital Partners IV, LP, ABS Capital Partners IV-A, LP, ABS Capital IV Offshore, ABS Capital IV Special Offshore, LP (collectively, the "Funds"), and Donald B. Hebb, Jr., Phillip A. Clough, Timothy T. Weglicki, John D. Stobo, Jr., Frederic G. Emry, Ashoke Goswami, Ralph S. Terkowitz and Laura L. Witt, as the managing members of the General Partner (the "Managers"), are indirect beneficial owners of the reported securities. The General Partner and each of the Managers disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein. The General Partner of the Funds has voting and dispositive power over these shares.
- (2) Phillip A. Clough and Timothy T. Weglicki each hold 1,376 shares, which include Restricted Stock Awards to each of them of 1,148 shares granted pursuant to the American Public Education, Inc. 2007 Omnibus Incentive Plan. The awards vest on the earlier of the one year anniversary of the date of grant and immediately prior to the 2008 Annual Meeting of stockholders. The General Partner and the other Managers are indirect beneficial owners of the reported securities. The General Partner and each of the Managers disclaim beneficial ownership of the shares owned by Phillip A. Clough and Timothy T. Weglicki except to the extent of their pecuniary interest therein.

Remarks:

This filing constitutes one of two related filings by the following joint reporting persons with respect to the securities of the issuer.

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

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