

Nickel Daniel
Form 4
August 22, 2007

FORM 4

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

OMB APPROVAL

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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 *
Nickel Daniel

2. Issuer Name and Ticker or Trading Symbol
LAUREATE EDUCATION, INC.
[LAUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
650 SOUTH EXETER STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/12/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Corporate Operations

BALTIMORE, MD 21202

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

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 | (A) or (D) | Price |
| Common Stock | 07/12/2007 | | F ⁽¹⁾ | | 7,416 | D | \$ 61.95 |
| Common Stock | 08/17/2007 | | S | | 12,584 | D | \$ 62 |
| Common Stock | 08/17/2007 | | S | | 10,000 | D | \$ 62 ⁽²⁾ |
| Common Stock | 08/17/2007 | | J ⁽²⁾ | | 135,076 | A | \$ 4.59 ⁽²⁾ |
| | | | | | | | 22,584 |
| | | | | | | | 10,000 |
| | | | | | | | 0 |
| | | | | | | | 135,076 |

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

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(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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock options (rt to buy) | \$ 45.88 | 08/17/2007 | | D ⁽³⁾ | 20,000 | <u>(4)</u> | <u>(4)</u> | Common stock | 20,000 |
| Stock options (rt to buy) | \$ 46.38 | 08/17/2007 | | D ⁽³⁾ | 40,000 | <u>(4)</u> | <u>(4)</u> | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nickel Daniel 650 SOUTH EXETER STREET BALTIMORE, MD 21202 | | | EVP, Corporate Operations | |

Signatures

Daniel Nickel 08/22/2007
 __Signature of Date
 Reporting Person

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 July 12, 2007, 7,416 shares of Issuer stock then held by Mr. Nickel was cancelled to pay taxes due in connection with the vesting, upon change of control of the Issuer, of restricted stock of the Issuer held by Mr. Nickel.
- (2) Immediately prior to the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer, Mr. Nickel sold these shares to Wengen Alberta, Limited Partnership, the parent company of the Issuer, as of the effectiveness of the Merger. Immediately subsequent to the

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effectiveness of the merger Mr. Nickel was issued 135,076 shares of the Issuer. Based on post-merger capitalization of the Issuer, the 135,076 shares have a value to Mr. Nickel equivalent to the value of selling 10,000 shares at \$62 per share.

- Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all vested and exercisable options to purchase shares of Issuer were cancelled in exchange for the holder's right to receive cash consideration for each option in an amount equal to the difference between \$62 and the per option exercise price, which consideration will be paid to the holder on or before August 24, 2007. Upon change of control of the Issuer in July 2007, all options held by Mr. Nickel became vested and exercisable.
- (3) Not applicable. Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding options of Issuer were cancelled.
- (4) Not applicable. Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding options of Issuer were cancelled.

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.