

DENNIS WILLIAM C
Form 4
February 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
DENNIS WILLIAM C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1001 FLEET STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
President Lation America Ops.

BALTIMORE, MD 21202

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| common stock | 01/28/2005 | 02/02/2005 ⁽¹⁾ | P ⁽²⁾ | 15,361 A | \$ 58,361 | D | |
| common stock - RESTRICTED | | | | | 54,000 ⁽³⁾ | D | |
| TOTAL STOCK OWNED (INCLUDING RESTRICTED) | | | | | 112,361 | D | |

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|--------------------|--|-----------------|---|----------------------------|---------|
| | | | | | Acquired (A) | or Disposed of (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| options | \$ 5.95 | 01/28/2005 | 02/02/2005 ⁽¹⁾ | M ⁽²⁾ | V | (A) | (D) | ⁽⁴⁾ | 01/02/2012 | common stock | 15,361 |
| options | \$ 5.95 | | | | | | | ⁽⁴⁾ | 10/01/2011 | common stock | 84,415 |
| options | \$ 17.54 | | | | | | | ⁽⁵⁾ | 04/30/2013 | common stock | 120,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|---------------------|
| | Director | 10% Owner | Officer | Other |
| DENNIS WILLIAM C 1001 FLEET STREET BALTIMORE, MD 21202 | | | President | Lation America Ops. |

Signatures

William C.
Dennis

02/01/2005

**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) Trade settlement date.

(2) Exercise and hold of stock options pursuant to a 10b5-1 plan.

(3) 54,000 shares are restricted, nonvested and forfeitable. Next tranch of shares will vest on 4/30/2005. All shares will be fully vested on 4/30/2007.

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- (4) All options currently exercisable.
- (5) 30,000 options vested on 4/30/2004. The remaining options vest in increments of 30,000 on each grant anniversary date.
- (6) Reresents grand total of ALL options owned to date.

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.