Edgar Filing: FEICHTNER EUGENE W - Form 4

FEICHTNER EUGENE W

Form 4

January 17, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * FEICHTNER EUGENE W

2. Issuer Name and Ticker or Trading Symbol

Director

5. Relationship of Reporting Person(s) to

Issuer

ITT EDUCATIONAL SERVICES

(Check all applicable)

EVP & Pres ITT Tech Inst Div

INC [ESI]

01/12/2012

(Middle)

(Zin)

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

X_ Officer (give title below)

10% Owner Other (specify

C/O ITT EDUCATIONAL SERVICES INC, 13000 NORTH

(First)

(Street)

(State)

MERIDIAN STREET

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

CARMEL, IN 46032-1404

(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. Transactio Code (Instr. 8)	4. Securities Acquired (A) for 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)
Common Stock	01/12/2012		$\begin{array}{cc} \text{Code} & V \\ M\underline{^{(1)}} & \end{array}$	Amount 5,800 (2)	(D) A	Price \$ 17.25	(Instr. 3 and 4) 10,127	D	
Common Stock	01/12/2012		S <u>(1)</u>	5,800 (3)	D	\$ 65.0106 (3)	4,327	D	
Common Stock	01/13/2012		M(1)	500 (2)	A	\$ 17.25	4,827	D	
Common Stock	01/13/2012		S(1)	500	D	\$ 65	4,327	D	

Edgar Filing: FEICHTNER EUGENE W - Form 4

Common Stock	01/13/2012	M <u>(1)</u>	1,100 (4)	A	\$ 49.74	5,427	D	
Common Stock	01/13/2012	S <u>(1)</u>	1,100	D	\$ 65	4,327	D	
Common Stock						7,946	I	By Company 401(k) Plan

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)

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. Transactio Code (Instr. 8)	5. Number opportunities 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.25	01/12/2012		M <u>(1)</u>	5,800 (2)	<u>(5)</u>	01/24/2012	Common Stock	5,800 (2)
Employee Stock Option (Right to Buy)	\$ 17.25	01/13/2012		M <u>(1)</u>	500 (2)	<u>(5)</u>	01/24/2012	Common Stock	500 (2)
Employee Stock Option (Right to Buy)	\$ 49.74	01/13/2012		M <u>(1)</u>	1,100 (4)	(6)	02/02/2012	Common Stock	1,100 (4)

Edgar Filing: FEICHTNER EUGENE W - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

Other

FEICHTNER EUGENE W C/O ITT EDUCATIONAL SERVICES INC 13000 NORTH MERIDIAN STREET CARMEL, IN 46032-1404

EVP & Pres ITT Tech Inst Div

Signatures

Christine G. Long, Attorney-In-Fact for Eugene W. Feichtner

01/17/2012

**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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 8, 2011.
- (2) Represents a portion of the 10,000 shares subject to a stock option (right to buy) with an effective grant date of January 22, 2002.
- This transaction was executed in multiple trades at prices ranging from \$65.00 to \$65.11. The price reported above reflects the weighted
- (3) average sale price. The reporting person hereby undertakes to provide the request to the Securities and Exchange Commission staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) Represents a portion of the 14,800 shares subject to a stock option (right to buy) with an effective grant date of February 2, 2005.
- (5) The stock option vested in three equal installments on January 22, 2003, 2004 and 2005.
- (6) The stock option vested in one installment on October 24, 2005.

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.

Reporting Owners 3