

Richardson Christopher C.
Form 4
October 13, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Richardson Christopher C.

2. Issuer Name and Ticker or Trading Symbol
Grand Canyon Education, Inc.
[LOPE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3300 W. CAMELBACK ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2011

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

PHOENIX, AZ 85017

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	10/11/2011		J ⁽¹⁾		1,353,561	D	\$ 0
					1,183,070	I	
							Calle Camelia Investments, Inc.

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)

Edgar Filing: Richardson Christopher C. - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns for Title of Derivative Security, Conversion or Exercise Price of Derivative Security, Transaction Date, Deemed Execution Date, Transaction Code, Number of Derivative Securities, Date Exercisable and Expiration Date, Title and Amount of Underlying Securities, and Price of Derivative Security.

Reporting Owners

Table with columns for Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other), and Title.

Signatures

/s/ Lyn Bickle, Attorney-in-Fact 10/13/2011

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).

Calle Camelia Investments, LLC, is a family limited liability company of which the Reporting Person is the manager and of which the Reporting Person and his wife own a 51% membership interest and C&H Irrevocable Trust, an irrevocable trust for the benefit of the Reporting Person's children, owns a 49% membership interest (the "Trust"). The trustee of the Trust is an independent third party, and (1) neither the Reporting Person and his wife have voting or investment control over the Trust and neither are remaindermen or contingent beneficiaries of the Trust. As of October 11, 2011, Calle Camelia Investments, LLC distributed shares of the issuer's stock to the Trust representing the Trust's pro rata interest in the shares held by Calle Camelia Investments, LLC. This Form 4 is being filed to reflect the reduction in the Reporting Person's indirect ownership of the issuer's shares of common stock as a result of such distribution.

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.