

GILLIGAN J KEVIN
Form 4
March 05, 2019

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

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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 *
GILLIGAN J KEVIN

2. Issuer Name and Ticker or Trading Symbol
Strategic Education, Inc. [STRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2303 DULLES STATION BLVD

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

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

(Street)
HERNDON, VA 20171

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	03/01/2019		M		29,684	A	\$ 74.75
					81,569		
Common Stock	03/01/2019		M		44,484	A	\$ 51.96
					126,053		
Common Stock	03/01/2019		M		17,634	A	\$ 87.66
					143,687		
Common Stock	03/01/2019		F		64,716	D	\$ 144.61
					78,971		

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 74.75	03/01/2019		M	29,684	<u>(1)</u> 02/18/2025	Common Stock	29,684
Employee Stock Option (right to buy)	\$ 51.96	03/01/2019		M	44,484	<u>(2)</u> 02/21/2026	Common Stock	44,484
Employee Stock Option (right to buy)	\$ 87.66	03/01/2019		M	17,634	<u>(3)</u> 02/27/2027	Common Stock	17,634

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILLIGAN J KEVIN 2303 DULLES STATION BLVD HERNDON, VA 20171	X		Executive Vice Chairman	

Signatures

/s/ Daniel W. Jackson,
Attorney-in-Fact

03/05/2019

__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) This option became exercisable in four equal annual installments beginning on February 19, 2016, which was the first anniversary of the date on which the option was granted.
- (2) This option became exercisable in four equal annual installments beginning on February 22, 2017, which was the first anniversary of the date on which the option was granted.
- (3) This option became exercisable in four equal annual installments beginning on February 27, 2018, which was the first anniversary of the date on which the option was granted.

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.