

ITT EDUCATIONAL SERVICES INC

Form 4

October 16, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAMPAGNE RENE R

2. Issuer Name **and** Ticker or Trading
Symbol
ITT EDUCATIONAL SERVICES
INC [ESI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
13000 NORTH MERIDIAN
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

(Street)

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

CARMEL,, IN 46032

(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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/16/2006		M ⁽¹⁾	V Amount (2) 29,065 (A) or (D) A Price (3) \$ 6.75	130,253 ⁽⁴⁾	D	
Common Stock	10/16/2006		S ⁽¹⁾	131 ⁽²⁾ D \$ 70.01	130,122 ⁽⁴⁾	D	
Common Stock	10/16/2006		S ⁽¹⁾	132 ⁽²⁾ D \$ 70.04	129,990 ⁽⁴⁾	D	
Common Stock	10/16/2006		S ⁽¹⁾	66 ⁽²⁾ D \$ 70.08	129,924 ⁽⁴⁾	D	
Common Stock	10/16/2006		S ⁽¹⁾	329 ⁽²⁾ D \$ 70.09	129,595 ⁽⁴⁾	D	

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Common Stock	10/16/2006	S ⁽¹⁾	329 ⁽²⁾	D	\$ 70.1	129,266 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	855 ⁽²⁾	D	\$ 70.15	128,411 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	723 ⁽²⁾	D	\$ 70.16	127,688 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	132 ⁽²⁾	D	\$ 70.17	127,556 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	921 ⁽²⁾	D	\$ 70.18	126,635 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	329 ⁽²⁾	D	\$ 70.19	126,306 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	66 ⁽²⁾	D	\$ 70.2	126,240 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	263 ⁽²⁾	D	\$ 70.21	125,977 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	855 ⁽²⁾	D	\$ 70.22	125,122 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	1,907 ⁽²⁾	D	\$ 70.23	123,215 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	197 ⁽²⁾	D	\$ 70.24	123,018 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	658 ⁽²⁾	D	\$ 70.25	122,360 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	592 ⁽²⁾	D	\$ 70.26	121,768 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	1,315 ⁽²⁾	D	\$ 70.27	120,453 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	197 ⁽²⁾	D	\$ 70.29	120,256 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	197 ⁽²⁾	D	\$ 70.3	120,059 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	132 ⁽²⁾	D	\$ 70.32	119,927 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	460 ⁽²⁾	D	\$ 70.34	119,467 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	1,315 ⁽²⁾	D	\$ 70.35	118,152 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	658 ⁽²⁾	D	\$ 70.36	117,494 ⁽⁴⁾	D
	10/16/2006	S ⁽¹⁾	66 ⁽²⁾	D		117,428 ⁽⁴⁾	D

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Common Stock						\$ 70.37		
Common Stock	10/16/2006	S ⁽¹⁾	132 ⁽²⁾	D		\$ 70.38	117,296 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	657 ⁽²⁾	D		\$ 70.39	116,639 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	196 ⁽²⁾	D		\$ 70.4	116,443 ⁽⁴⁾	D
Common Stock	10/16/2006	S ⁽¹⁾	132 ⁽²⁾	D		\$ 70.41	116,311 ⁽⁴⁾	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 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.75	10/16/2006		M ⁽¹⁾	29,065	⁽⁵⁾ 01/09/2010	Common Stock	29,065

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAMPAGNE RENE R 13000 NORTH MERIDIAN STREET CARMEL,, IN 46032	X		Chairman and CEO	

Signatures

Clark D. Elwood, Attorney-In-Fact for Rene R.
Champagne

10/16/2006

__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 February 1, 2006.
Represents a portion of the: (a) 67,500 shares subject to a stock option (right to buy) granted on January 7, 2000 ("2000 Option"); and
- (2) (b) the increase of 67,500 shares subject to the 2000 Option pursuant to the 2-for-1 split of the ESI common stock on June 6, 2002 ("June 2002 Split").
- (3) Represents an original exercise price of \$13.50 for the shares of ESI common stock subject to the 2000 Option, reduced to \$6.75 pursuant to the June 2002 Split.
- (4) This total does not include 10,801 shares of ESI common stock beneficially owned under the ESI 401(k) Plan on October 12, 2006.
- (5) The option vested in three equal installments on January 7, 2001, 2002 and 2003.

Remarks:

This is the first of two Form 4s filed by the reporting person for transactions that occurred on October 16, 2006. Due to software

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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