

ITT EDUCATIONAL SERVICES INC
 Form 4
 June 05, 2007

FORM 4

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

OMB APPROVAL

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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 *
FOWLER JAMES D JR

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)
19087 BOYER FIELDS PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2007

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

LEESBURG, VA 20176

(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)
				(A) or (D)	Price		
Common Stock	06/04/2007		M ⁽¹⁾	10,000 A	\$ 26.97 14,305	D	
Common Stock	06/04/2007		M ⁽¹⁾	10,000 A	\$ 38.89 24,305	D	
Common Stock	06/04/2007		M ⁽¹⁾	8,000 A	\$ 43.76 32,305	D	
Common Stock	06/04/2007		S ⁽¹⁾	100 D	\$ 112.9 32,205	D	
Common Stock	06/04/2007		S ⁽¹⁾	200 D	\$ 112.91 32,005	D	

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Common Stock	06/04/2007	<u>S(1)</u>	200	D	\$ 112.93	31,805	D
Common Stock	06/04/2007	<u>S(1)</u>	400	D	\$ 112.95	31,405	D
Common Stock	06/04/2007	<u>S(1)</u>	100	D	\$ 112.96	31,305	D
Common Stock	06/04/2007	<u>S(1)</u>	500	D	\$ 112.97	30,805	D
Common Stock	06/04/2007	<u>S(1)</u>	200	D	\$ 112.99	30,605	D
Common Stock	06/04/2007	<u>S(1)</u>	600	D	\$ 113	30,005	D
Common Stock	06/04/2007	<u>S(1)</u>	100	D	\$ 113.01	29,905	D
Common Stock	06/04/2007	<u>S(1)</u>	100	D	\$ 113.02	29,805	D
Common Stock	06/04/2007	<u>S(1)</u>	2,800	D	\$ 113.03	27,005	D
Common Stock	06/04/2007	<u>S(1)</u>	100	D	\$ 113.04	26,905	D
Common Stock	06/04/2007	<u>S(1)</u>	500	D	\$ 113.06	26,405	D
Common Stock	06/04/2007	<u>S(1)</u>	200	D	\$ 113.09	26,205	D
Common Stock	06/04/2007	<u>S(1)</u>	300	D	\$ 113.1	25,905	D
Common Stock	06/04/2007	<u>S(1)</u>	300	D	\$ 113.11	25,605	D
Common Stock	06/04/2007	<u>S(1)</u>	200	D	\$ 113.17	25,405	D
Common Stock	06/04/2007	<u>S(1)</u>	1,000	D	\$ 113.18	24,405	D
Common Stock	06/04/2007	<u>S(1)</u>	400	D	\$ 113.19	24,005	D
Common Stock	06/04/2007	<u>S(1)</u>	200	D	\$ 113.21	23,805	D
Common Stock	06/04/2007	<u>S(1)</u>	200	D	\$ 113.22	23,605	D
Common Stock	06/04/2007	<u>S(1)</u>	200	D	\$ 113.23	23,405	D
	06/04/2007	<u>S(1)</u>	600	D		22,805	D

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Common Stock					\$			
					113.24			
Common Stock	06/04/2007		S ⁽¹⁾	600	D	\$	22,205	D
						113.25		
Common Stock	06/04/2007		S ⁽¹⁾	2,700	D	\$	19,505	D
						113.26		
Common Stock	06/04/2007		S ⁽¹⁾	200	D	\$	19,305	D
						113.27		
Common Stock	06/04/2007		S ⁽¹⁾	100	D	\$	19,205	D
						113.3		

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.

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 26.97	06/04/2007		M ⁽¹⁾	10,000	05/20/2004	05/20/2013	Common Stock	10,000
Stock Option (Right to Buy)	\$ 38.89	06/04/2007		M ⁽¹⁾	10,000	05/18/2005	05/18/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 43.76	06/04/2007		M ⁽¹⁾	8,000	05/17/2006	05/17/2012	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOWLER JAMES D JR 19087 BOYER FIELDS PLACE LEESBURG, VA 20176		X		

Signatures

Christine G. Long, Attorney-In-Fact for James D. Fowler, Jr.	06/05/2007
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__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 May 4, 2007.

Remarks:

This is the first of two Form 4s filed by the reporting person for transactions that occurred on June 4, 2007. Due to software limitations, all of the transactions that occurred on that date cannot be reported on one Form 4.

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.