

ITT EDUCATIONAL SERVICES INC
Form 4
November 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 *
ELWOOD CLARK D

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr VP, Gen Counsel & Secretary

(Last) (First) (Middle)

C/O ITT EDUCATIONAL SERVICES INC, 13000 NORTH MERIDIAN STREET

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2007

(Street)
CARMEL, IN 46032-1404

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/02/2007 | | M ⁽¹⁾ | V | 6,597 ⁽²⁾ | A | \$ 55.6 14,901 D |
| Common Stock | 11/02/2007 | | S ⁽¹⁾ | | 200 | D | \$ 126 14,701 D |
| Common Stock | 11/02/2007 | | S ⁽¹⁾ | | 400 | D | \$ 125.29 14,301 D |
| Common Stock | 11/02/2007 | | S ⁽¹⁾ | | 100 | D | \$ 125.26 14,201 D |
| | 11/02/2007 | | S ⁽¹⁾ | | 100 | D | 14,101 D |

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| | | | | | | | |
|--------------|------------|-------------|-----|---|-----------|--------|---|
| Common Stock | | | | | \$ | 124.44 | |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 300 | D | \$ 124.4 | 13,801 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 100 | D | \$ 124.39 | 13,701 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 200 | D | \$ 124.09 | 13,501 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 200 | D | \$ 124.08 | 13,301 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 100 | D | \$ 124.04 | 13,201 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 100 | D | \$ 123.82 | 13,101 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 600 | D | \$ 123.75 | 12,501 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 100 | D | \$ 123.55 | 12,401 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 100 | D | \$ 123.54 | 12,301 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 197 | D | \$ 123.47 | 12,104 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 200 | D | \$ 123.46 | 11,904 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 200 | D | \$ 123.43 | 11,704 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 200 | D | \$ 123.42 | 11,504 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 100 | D | \$ 123.41 | 11,404 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 100 | D | \$ 123.4 | 11,304 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 300 | D | \$ 123.38 | 11,004 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 200 | D | \$ 123.01 | 10,804 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 20 | D | \$ 122.88 | 10,784 | D |
| Common Stock | 11/02/2007 | <u>S(1)</u> | 200 | D | \$ 122.82 | 10,584 | D |
| | 11/02/2007 | <u>S(1)</u> | 100 | D | | 10,484 | D |

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| | | | | | | | | |
|--------------|------------|------------------|-----|---|--|-----------|-------|---|
| Common Stock | | | | | | \$ 122.74 | | |
| Common Stock | 11/02/2007 | S ⁽¹⁾ | 680 | D | | \$ 122.67 | 9,804 | D |
| Common Stock | 11/02/2007 | S ⁽¹⁾ | 500 | D | | \$ 122.58 | 9,304 | D |
| Common Stock | 11/02/2007 | S ⁽¹⁾ | 165 | D | | \$ 122.55 | 9,139 | D |
| Common Stock | 11/02/2007 | S ⁽¹⁾ | 135 | D | | \$ 122.54 | 9,004 | D |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 55.6 | 11/02/2007 | | M ⁽¹⁾ | 6,597 (2) | (3) 11/02/2012 | Common Stock | 6,597 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| ELWOOD CLARK D C/O ITT EDUCATIONAL SERVICES INC 13000 NORTH MERIDIAN STREET CARMEL, IN 46032-1404 | Director 10% Owner Officer Sr VP, Gen Counsel & Secretary |

Signatures

Christine G. Long, Attorney-In-Fact for Clark D.
Elwood

11/05/2007

__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 18, 2007.
 - (2) Represents a portion of the 19,790 shares subject to a stock option (right to buy) with an effective grant date of November 2, 2005.
 - (3) The option vested immediately on November 2, 2005.

Remarks:

This is the first of two Form 4s filed by the reporting person for transactions that occurred on November 2, 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.

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