Edgar Filing: Fitzpatrick Daniel M - Form 4

Fitzpatrick I	Daniel M										
Form 4	2012										
January 23, 2									OMB AF	PPROVAL	
FORM	UNI	FED STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c	ger STA o ST A	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires:January 31 2005Estimated average burden hours per response0.5	
Form 5 obligatio may con See Instr 1(b).	tinue. Sectio	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 <u>*</u> Fitzpatrick Daniel M			2. Issuer Name and Ticker or Trading Symbol ITT EDUCATIONAL SERVICES INC [ESI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) DUCATION S INC, 13000 N STREET		3. Date of (Month/D 01/19/20	-	ansaction			Director X Officer (give below) EVP, Chie		Owner er (specify ficer	
				ndment, Date Original tth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any (Month/Day/Year)		on Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	01/19/2012	2		Code V M(1)	Amount 2,500 (2)	(D) A	Price \$ 47.22	(Instr. 3 and 4) 4,880	D		
Common Stock	01/19/2012	2		S <u>(1)</u>	2,500	D	\$ 70	2,380	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number onof 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
Employee Stock Option (Right to Buy)	\$ 47.22	01/19/2012		M <u>(1)</u>	2,500 (2)	<u>(3)</u>	06/06/2012	Common Stock	2,500 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Fitzpatrick Daniel M C/O ITT EDUCATIONAL SERVICES INC 13000 NORTH MERIDIAN STREET CARMEL, IN 46032-1404			EVP, Chief Financial Officer				
Signatures							
Christine G. Long, Attorney-In-Fact for Dani Fitzpatrick	el M.		01/23/2012				
**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 August 25, 2011.
- (2) Represents a portion of the 18,245 shares subject to a stock option (right to buy) with an effective grant date of June 6, 2005.
- (3) The stock option vested in thirds on June 6, 2006, 2007 and 2008.

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.