

Cappellucci David F  
 Form 4  
 June 01, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 Cappellucci David F

2. Issuer Name and Ticker or Trading Symbol  
 CAMBIUM LEARNING GROUP, INC. [ABCD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/27/2010

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

C/O CAMBIUM LEARNING GROUP, INC., 4 PRIME PARKWAY, SUITE 303

(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

NATICK, MA 01760

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$0.001 par value per share	05/27/2010		P	100	A \$ 4.73	5,100	D
Common Stock, \$0.001 par value per share	05/27/2010		P	100	A \$ 4.78	5,200	D

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Common Stock, \$0.001 par value per share	05/27/2010	P	100	A	\$ 4.85	5,300	D
Common Stock, \$0.001 par value per share	05/27/2010	P	200	A	\$ 4.83	5,500	D
Common Stock, \$0.001 par value per share	05/27/2010	P	300	A	\$ 4.74	5,800	D
Common Stock, \$0.001 par value per share	05/27/2010	P	500	A	\$ 4.79	6,300	D
Common Stock, \$0.001 par value per share	05/27/2010	P	500	A	\$ 4.8	6,800	D
Common Stock, \$0.001 par value per share	05/27/2010	P	500	A	\$ 4.82	7,300	D
Common Stock, \$0.001 par value per share	05/27/2010	P	500	A	\$ 4.84	7,800	D
Common Stock, \$0.001 par value per share	05/27/2010	P	900	A	\$ 4.81	8,700	D
Common Stock, \$0.001 par value per share	05/27/2010	P	1,400	A	\$ 4.8127	10,100	D
	05/27/2010	P	1,900	A		12,000	D

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Common Stock, \$0.001 par value per share \$ 4.8244

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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cappellucci David F C/O CAMBIUM LEARNING GROUP, INC. 4 PRIME PARKWAY, SUITE 303 NATICK, MA 01760	X		President	

Signatures

/s/ David F. Cappellucci, By: Todd W. Buchardt, Esq., Attorney-in-Fact 06/01/2010

\*\*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).  
 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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