

SHAW SCOTT M
Form 3
June 22, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
SHAW SCOTT M		(Month/Day/Year)	LINCOLN EDUCATIONAL SERVICES CORP [LINC]	
(Last)	(First)	(Middle)	06/22/2005	
200 EXECUTIVE DRIVE, SUITE 340			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WEST ORANGE, NJ 07052			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Sr VP Strategic Planning & Dev	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	65,626	D	^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Options	Â (1)	01/01/2012	Common Stock	182,514	\$ 3.1	D	Â
Employee Stock Options	01/01/2006	01/01/2012	Common Stock	52,986	\$ 3.1	D	Â
Employee Stock Options	Â (1)	11/03/2013	Common Stock	17,723	\$ 14	D	Â
Employee Stock Options	11/03/2005	11/03/2013	Common Stock	4,611	\$ 14	D	Â
Employee Stock Options	11/03/2006	11/03/2013	Common Stock	9,222	\$ 14	D	Â
Employee Stock Options	11/03/2007	11/03/2013	Common Stock	9,222	\$ 14	D	Â
Employee Stock Options	11/03/2008	11/03/2013	Common Stock	9,222	\$ 14	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAW SCOTT M 200 EXECUTIVE DRIVE SUITE 340 WEST ORANGE, NJ 07052	Â	Â	Â Sr VP Strategic Planning & Dev	Â

Signatures

/s/ Scott M. 06/22/2005
Shaw

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Currently exercisable

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.