

ITT EDUCATIONAL SERVICES INC

Form 4

June 01, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAMPAGNE RENE R

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)
13000 NORTH MERIDIAN
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

(Street)
CARMEL,, IN 46032

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	06/01/2006		M ⁽¹⁾		22,500 ⁽²⁾	\$ 12.125 ⁽³⁾	123,688 ⁽⁴⁾ D
Common Stock	06/01/2006		S ⁽¹⁾		100	D \$ 64.51	123,588 ⁽⁴⁾ D
Common Stock	06/01/2006		S ⁽¹⁾		500	D \$ 64.53	123,088 ⁽⁴⁾ D
Common Stock	06/01/2006		S ⁽¹⁾		1,700	D \$ 64.55	121,388 ⁽⁴⁾ D
	06/01/2006		S ⁽¹⁾		500	D \$ 64.56	120,888 ⁽⁴⁾ D

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Common
Stock

Common Stock	06/01/2006	<u>S(1)</u>	100	D	\$ 64.57	120,788 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	200	D	\$ 64.59	120,588 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	4,100	D	\$ 64.6	116,488 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	100	D	\$ 64.61	116,388 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	100	D	\$ 64.64	116,288 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	100	D	\$ 64.65	116,188 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	600	D	\$ 64.67	115,588 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	1,200	D	\$ 64.68	114,388 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	2,000	D	\$ 64.69	112,388 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	400	D	\$ 64.72	111,988 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	100	D	\$ 64.73	111,888 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	200	D	\$ 64.8	111,688 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	500	D	\$ 64.83	111,188 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	1,900	D	\$ 64.85	109,288 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	400	D	\$ 64.86	108,888 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	300	D	\$ 64.89	108,588 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	500	D	\$ 64.9	108,088 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	600	D	\$ 64.92	107,488 ⁽⁴⁾	D
Common Stock	06/01/2006	<u>S(1)</u>	900	D	\$ 64.95	106,588 ⁽⁴⁾	D
	06/01/2006	<u>S(1)</u>	200	D	\$ 65	106,388 ⁽⁴⁾	D

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Common
Stock

Common Stock	06/01/2006	S ⁽¹⁾	300	D	\$ 65.06	106,088 ⁽⁴⁾	D
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Common Stock	06/01/2006	S ⁽¹⁾	4,900	D	\$ 65.15	101,188 ⁽⁴⁾	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	\$ 12.125	06/01/2006		M ⁽¹⁾	22,500	⁽⁵⁾ 02/12/2007	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAMPAGNE RENE R 13000 NORTH MERIDIAN STREET CARMEL,, IN 46032	X		Chairman and CEO	

Signatures

Clark D. Elwood, Attorney-In-Fact for Rene R.
Champagne

06/01/2006

 **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 February 1, 2006.

Represents a portion of the: (a) 45,000 shares subject to a stock option (right to buy) granted on February 10, 1997 ("1997 Option"); and

(2) (b) the increase of 45,000 shares subject to the 1997 Option pursuant to the 2-for-1 split of the ESI common stock on June 6, 2002 ("June 2002 Split").

(3) Represents an original exercise price of \$24.250 for the shares of ESI common stock subject to the 1997 Option, reduced to \$12.125 pursuant to the June 2002 Split.

This total does not include 10,801 shares of ESI common stock beneficially owned under the ESI 401(k) Plan on June 1, 2006. Due to an

(4) exempt sale of shares by the third-party administrator of the ESI 401(k) Plan to refund an excess contribution to the ESI 401(k) Plan, the number of shares of ESI common stock beneficially owned under the ESI 401(k) Plan is less than previously reported.

(5) The option vested in three equal installments on February 10, 1998, 1999 and 2000.

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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