

Watt Andrew E
Form 4
March 15, 2019

FORM 4

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

OMB APPROVAL

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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 *
Watt Andrew E

2. Issuer Name and Ticker or Trading Symbol
Strategic Education, Inc. [STRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2303 DULLES STATION BLVD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

HERNDON, VA 20171

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	03/13/2019		M		551 A \$ 74.28	17,198	D
Common Stock	03/13/2019		M		1,460 A \$ 74.75	18,658	D
Common Stock	03/13/2019		D		2,011 D \$ 139.5 (1)	16,647	D
Common Stock	03/13/2019		D		900 D \$ 139.55	15,747	D
Common Stock	03/14/2019		M		218 A \$ 74.75	15,965	D

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Common Stock	03/14/2019		M	1,316	A	\$ 51.96	17,281	D
Common Stock	03/14/2019		M	2,296	A	\$ 87.66	19,577	D
Common Stock	03/14/2019		D	3,830	D	\$ <u>(2)</u> 137.03	15,747	D
Common Stock	03/14/2019		D	1,899	D	\$ <u>(3)</u> 137.03	13,848	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 74.28	03/13/2019		M	551	02/20/2018	02/19/2024	Common Stock	551
Employee Stock Options (right to buy)	\$ 74.75	03/13/2019		M	1,460	<u>(4)</u>	02/18/2025	Common Stock	1,460
Employee Stock Option (right to buy)	\$ 74.75	03/14/2019		M	218	<u>(4)</u>	02/18/2025	Common Stock	218

Employee Stock Option (right to buy)	\$ 51.96	03/14/2019	M	1,316	<u>(5)</u>	02/21/2026	Common Stock	1,316
Employee Stock Option (right to buy)	\$ 87.66	03/14/2019	M	2,296	<u>(6)</u>	02/27/2027	Common Stock	2,296

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watt Andrew E 2303 DULLES STATION BLVD HERNDON, VA 20171			Chief Operating Officer	

Signatures

/s/ Daniel W. Jackson,
Attorney-in-Fact

03/15/2019

 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) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$139.50 to \$139.52, inclusive.
- (2) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$137.00 to \$137.30, inclusive.
Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$137.00 to \$137.05, inclusive. The reporting person undertakes to provide Strategic Education, Inc., any security holder of Strategic Education, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1 through 3 of this Form 4.
- (3) This option became exercisable in equal annual installments beginning on February 19, 2016, which was the first anniversary of the date on which the option was granted.
- (4) This option became exercisable in equal annual installments beginning on February 22, 2017, which was the first anniversary of the date on which the option was granted.
- (5) This option became exercisable in equal annual installments beginning on February 27, 2018, which was the first anniversary of the date on which the option was granted.
- (6) This option became exercisable in equal annual installments beginning on February 27, 2018, which was the first anniversary of the date on which the option was granted.

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.