

EDUCATION MANAGEMENT CORPORATION

Form 4

October 06, 2009

FORM 4

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

OMB APPROVAL

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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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
EDUCATION MANAGEMENT CORPORATION [EDMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2009

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

85 BROAD ST

(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
X Form filed by More than One Reporting Person

NEW YORK, NY 10004

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	10/02/2009		A	5,277	A	\$ 0	54,273,978	I	See footnotes (1) (2) (3) (6) (7) (8) (9)
Common Stock	10/02/2009		P	1,500 (4)	A	\$ 22.0387 (4)	54,275,478	I	See footnotes (1) (2) (3) (5) (6) (7) (8) (9)
Common Stock	10/02/2009		S	1,500	D	\$ 20.5	54,273,978	I	See footnotes (1) (2) (3) (5) (6) (7) (8) (9)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V GMBH & CO. KG 85 BROAD STREET NEW YORK, NY 10004		X		
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. 85 BROAD ST NEW YORK, NY 10004		X		

GSCP V EDMC HOLDINGS, L.P. 85 BROAD STREET NEW YORK, NY 10004	X
GOLDMAN SACHS EDMC INVESTORS, L. P. 32 OLD SLIP NEW YORK, NY 10005	X
GS Private Equity Partners 2000, L.P. 85 BROAD STREET NEW YORK, NY 10004	X
GS Private Equity Partners 2000 Offshore Holdings, L.P. 85 BROAD STREET NEW YORK, NY 10004	X

Signatures

Yvette Kotic, Attorney-in-fact	10/06/2009
<u> </u> Signature of Reporting Person	Date
Yvette Kotic, Attorney-in-fact	10/06/2009
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__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) For text of Footnote 1, see Exhibit 99.a.
- (2) For text of Footnote 2, see Exhibit 99.a.
- (3) For text of Footnote 3, see Exhibit 99.a.
- (4) For text of Footnote 4, see Exhibit 99.a.
- (5) For text of Footnote 5, see Exhibit 99.a.
- (6) For text of Footnote 6, see Exhibit 99.a.
- (7) For text of Footnote 7, see Exhibit 99.a.
- (8) For text of Footnote 8, see Exhibit 99.a.
- (9) For text of Footnote 9, see Exhibit 99.a.

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.