

ITT EDUCATIONAL SERVICES INC
Form 4
March 01, 2006

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 *
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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2006

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/01/2006		M ⁽¹⁾		22,500 ⁽²⁾	A	\$ 12.125 123,688 ⁽⁴⁾
Common Stock	03/01/2006		S ⁽¹⁾		300	D	\$ 61.13 123,388 ⁽⁴⁾
Common Stock	03/01/2006		S ⁽¹⁾		2,100	D	\$ 61.14 121,288 ⁽⁴⁾
Common Stock	03/01/2006		S ⁽¹⁾		300	D	\$ 61.19 120,988 ⁽⁴⁾
	03/01/2006		S ⁽¹⁾		200	D	\$ 61.24 120,788 ⁽⁴⁾

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Common Stock							
Common Stock	03/01/2006	<u>S(1)</u>	3,100	D	\$ 61.25	117,688 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	800	D	\$ 61.26	116,888 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	300	D	\$ 61.27	116,588 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	400	D	\$ 61.28	116,188 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	100	D	\$ 61.29	116,088 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	2,600	D	\$ 61.3	113,488 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	200	D	\$ 61.31	113,288 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	300	D	\$ 61.35	112,988 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	1,400	D	\$ 61.36	111,588 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	200	D	\$ 61.37	111,388 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	700	D	\$ 61.4	110,688 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	200	D	\$ 61.41	110,488 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	800	D	\$ 61.42	109,688 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	1,100	D	\$ 61.43	108,588 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	100	D	\$ 61.44	108,488 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	900	D	\$ 61.45	107,588 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	700	D	\$ 61.47	106,888 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	300	D	\$ 61.49	106,588 ⁽⁴⁾	D
Common Stock	03/01/2006	<u>S(1)</u>	800	D	\$ 61.5	105,788 ⁽⁴⁾	D
	03/01/2006	<u>S(1)</u>	500	D	\$ 61.54	105,288 ⁽⁴⁾	D

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Common Stock								
Common Stock	03/01/2006	S ⁽¹⁾	1,000	D	\$ 61.55	104,288 ⁽⁴⁾	D	
Common Stock	03/01/2006	S ⁽¹⁾	200	D	\$ 61.56	104,088 ⁽⁴⁾	D	
Common Stock	03/01/2006	S ⁽¹⁾	100	D	\$ 61.58	103,988 ⁽⁴⁾	D	
Common Stock	03/01/2006	S ⁽¹⁾	300	D	\$ 61.6	103,688 ⁽⁴⁾	D	
Common Stock	03/01/2006	S ⁽¹⁾	400	D	\$ 61.62	103,288 ⁽⁴⁾	D	

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.125	03/01/2006		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

03/01/2006

__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.
- (4) This total does not include 10,846 shares of ESI common stock beneficially owned under the ESI 401(k) Plan on March 1, 2006.
- (5) The option vested in three equal installments on February 10, 1998, 1999 and 2000.

Remarks:

This is the first of two Form 4s filed by the reporting person for transactions that occurred on March 1, 2006. Due to software

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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