

Olsen John Patrick
 Form 4
 August 16, 2012

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 *
 Olsen John Patrick

2. Issuer Name and Ticker or Trading Symbol
 K12 INC [LRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2300 CORPORATE PARK DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/14/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP of Operations

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	08/14/2012		A		15,000 (1) \$ 0 37,971	D	

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)

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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 Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Olsen John Patrick 2300 CORPORATE PARK DRIVE HERNDON, VA 20171			EVP of Operations	

Signatures

/s/ John C. Grothaus, attorney-in-fact
 08/16/2012
**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) These shares are restricted and will vest semi-annually, with 20% vesting in the first year and 40% vesting in each of the next two years following the vesting start date of August 14, 2012.
- 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. * Includes number of shares acquired under ESOP through 12/2002. Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Over) * If the form is filed by more than one reporting person, see Instruction 4(b)(v). SEC 1474 (7-96)

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4 Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

12. Title of Derivative	3. Trans-3.A Deemed	4. Trans-	5. Number or Deriv-	6. Date Exer-	7. Title and Amount of	8. Price	9. Number	10. Owner-	11. Nature
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Security	(Instr. 3)	or	action	Execution Date,	action	ative Securities Ac-	tion	isable and	Underlying Securities	of	of deriv-	ship	of
Exercise Date	Date	if any	Code	Dis-	Expiration	(A) or	(Instr. 3 and 4)	deri-	ative	Form of	Indirect		
Price of	(Month/Day/Year	8)	(Instr. 8)	posed	Date	(Instr. 3, 4, and 5)	(Month/Day/Year)	ity	ities	Direct	cial		
Deri-	(Month/	Day/	Year)	Date	Expira-	tion	Date	Amount or Number of Shares	(Instr. 4)	Owned	at End	of deriv-	Month
Security	Year)	Year)	Year)	Exer-	cisable	Date	Code V (A) (D)	Title		(I)	Indirect	(Instr. 4)	
Employee Stock Option (Right to buy)				Current	1/18/2003			Common stock	6,300	22.1667			
Employee Stock Option (Right to buy)				Current	1/18/2003			Common stock	2,700	22.1667			
Employee Stock Option (Right to buy)				11/18/2002-11/18/04	1/15/2005			Common stock	6,000	20.6250			
Employee Stock Option (Right to buy)				11/28/04-01/02/07	1/28/2007			Common stock	10,000	32.0000	25,000		D

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/S/ VAN C. SAYLER
 **Signature of Reporting Person

1/3/2003
 Date

Explanation of Responses:

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