

ITT EDUCATIONAL SERVICES INC
Form 10-Q/A
April 27, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Mark One)

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2005

OR

..

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-13144

ITT EDUCATIONAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

36-2061311
(I.R.S. Employer Identification No.)

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incorporation or organization)

13000 North Meridian Street
Carmel, Indiana
(Address of principal executive offices)

46032-1404
(Zip Code)

Registrant's telephone number, including area code: **(317) 706-9200**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

46,165,579

Number of shares of Common Stock, \$.01 par value, outstanding at March 31, 2005

ITT EDUCATIONAL SERVICES, INC.

Carmel, Indiana

Quarterly Report to Securities and Exchange Commission

March 31, 2005

EXPLANATORY NOTE

This Amendment on Form 10-Q/A amends our Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, which was prematurely released and filed on April 26, 2005, prior to the date that the company had intended, due to an error by the financial printer. This Amendment is being filed solely to change the dates of the certifications filed with the report as Exhibits 31.1, 31.2, 32.1 and 32.2 and to change the date of the signature page, all to April 26, 2005, the filing date of the Form 10-Q.

PART II

OTHER INFORMATION

Item 6. EXHIBITS.

A list of exhibits required to be filed as part of this report is set forth in the Index to Exhibits, which immediately precedes the exhibits, and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ITT Educational Services, Inc.

Date: April 26, 2005

By:

/s/ Kevin M. Modany
Kevin M. Modany
*President, Chief Operating Officer
and Chief Financial Officer*
(Duly Authorized Officer and Principal Financial Officer)

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INDEX TO EXHIBITS

Exhibit No.	Description
10.48	* Summary of Certain Director and Executive Compensation
10.49	* Eighth Amendment of ESI Pension Plan
10.50	* Fourth Amendment of ESI 401(k) Plan
11	* Statement re Computation of Per Share Earnings
31.1	Chief Executive Officer's Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
31.2	Chief Financial Officer's Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934
32.1	Chief Executive Officer's Certification Pursuant to 18 U.S.C. Section 1350
32.2	Chief Financial Officer's Certification Pursuant to 18 U.S.C. Section 1350

* Previously filed with our quarterly report on Form 10-Q for the quarter ended March 31, 2005, filed on April 26, 2005.