

ITT EDUCATIONAL SERVICES INC
 Form 4
 June 06, 2007

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 *
 CHAMPAGNE RENE R

(Last) (First) (Middle)

C/O ITT EDUCATIONAL SERVICES INC, 13000 NORTH MERIDIAN STREET

(Street)

CARMEL, IN 46032-1404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ITT EDUCATIONAL SERVICES INC [ESI]

3. Date of Earliest Transaction (Month/Day/Year)
 06/05/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of Board and Employee

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | | | |
| | | | Code | V Amount | Price | | |
| Common Stock | 06/05/2007 | | S(1) | 1,400 (2) | \$ 114.45 | D | |
| Common Stock | 06/05/2007 | | S(1) | 2,200 (2) | \$ 114.46 | D | |
| Common Stock | 06/05/2007 | | S(1) | 2,500 (2) | \$ 114.47 | D | |
| Common Stock | 06/05/2007 | | S(1) | 1,500 (2) | \$ 114.48 | D | |
| | 06/05/2007 | | S(1) | | | D | |

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| | | | | | | | | |
|--------------|------------|-------------|---------------------|----|----|--------|--------|---|
| Common Stock | | | 4,800 <u>(2)</u> | \$ | | | 114.49 | |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 4,800 <u>(2)</u> | D | \$ | 114.5 | 96,840 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 2,400 <u>(2)</u> | D | \$ | 114.51 | 94,440 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 2,400 <u>(2)</u> | D | \$ | 114.52 | 92,040 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 100 <u>(2)</u> | D | \$ | 114.53 | 91,940 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 1,400 <u>(2)</u> | D | \$ | 114.54 | 90,540 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 700 <u>(2)</u> | D | \$ | 114.55 | 89,840 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 1,100 <u>(2)</u> | D | \$ | 114.57 | 88,740 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 600 <u>(2)</u> | D | \$ | 114.58 | 88,140 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 4,700 <u>(2)</u> | D | \$ | 114.59 | 83,440 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 2,000 <u>(2)</u> | D | \$ | 114.6 | 81,440 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 1,900 <u>(2)</u> | D | \$ | 114.61 | 79,540 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 400 <u>(2)</u> | D | \$ | 114.62 | 79,140 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 200 <u>(2)</u> | D | \$ | 114.64 | 78,940 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 200 <u>(2)</u> | D | \$ | 114.65 | 78,740 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 600 <u>(2)</u> | D | \$ | 114.66 | 78,140 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 1,300 <u>(2)</u> | D | \$ | 114.67 | 76,840 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 1,600 <u>(2)</u> | D | \$ | 114.68 | 75,240 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 600 <u>(2)</u> | D | \$ | 114.69 | 74,640 | D |
| Common Stock | 06/05/2007 | <u>S(1)</u> | 700 <u>(2)</u> | D | \$ | 114.73 | 73,940 | D |
| | 06/05/2007 | <u>S(1)</u> | 100 <u>(2)</u> | D | | | 73,840 | D |

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| | | | | |
|--------------|--------|--------|---|------------------------|
| Common Stock | \$ | | | |
| | 114.76 | | | |
| Common Stock | | 327 | I | By Spouse |
| Common Stock | | 21,646 | I | By Trust |
| Common Stock | | 10,801 | I | By Company 401(k) Plan |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported 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 |
| CHAMPAGNE RENE R C/O ITT EDUCATIONAL SERVICES INC 13000 NORTH MERIDIAN STREET CARMEL, IN 46032-1404 | X | | | Chairman of Board and Employee |

Signatures

Christine G. Long, Attorney-In-Fact for Rene R.
Champagne

06/06/2007

__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 May 2, 2007.
 - (2) Represents a portion of the: (a) 60,000 shares subject to a stock option (right to buy) granted on January 26, 1999 ("1999 Option"); and (b) the increase of 60,000 shares subject to the 1999 Option pursuant to the 2-for-1 split of the ESI common stock on June 6, 2002.

Remarks:

This is the second of two Form 4s filed by the reporting person for transactions that occurred on June 5, 2007. Due to software limitations, all of the transactions that occurred on that date cannot be reported on one Form 4.

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