#### Edgar Filing: AMERICAN PUBLIC EDUCATION INC - Form 4

#### AMERICAN PUBLIC EDUCATION INC

Form 4

January 23, 2015

FORM	4
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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287 January 31, Expires: 2005

0.5

**OMB APPROVAL** 

burden hours per response...

Estimated average

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Wilkins Harry T	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	AMERICAN PUBLIC EDUCATION INC [APEI]	(Check all applicable)			
(Last) (First) (Middle)  111 WEST CONGRESS STREET	3. Date of Earliest Transaction (Month/Day/Year) 01/21/2015	Director 10% Owner Selection Officer (give title Other (specify below) below)  EVP, Chief Development Officer			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHARLES TOWN, WV 25414		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivativ	e Seci	urities Ac	equired, Dispose	d of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	(A) or	d of (D)	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)
Common Stock, par value \$.01	01/21/2015		F <u>(1)</u>	1,193	D	\$ 34.32	16,332	D	
Common Stock, par value \$.01							111.5	I	By Wilkins Asset Management, Inc. (2)
Common Stock, par value \$.01							360	I	By son (3)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	3		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
				G 1 1	7 (A) (B)				of	
				Code V	V (A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wilkins Harry T 111 WEST CONGRESS STREET CHARLES TOWN, WV 25414

EVP, Chief Development Officer

### **Signatures**

/s/ Richard W. Sunderland, Jr., Attorney-in-Fact

01/23/2015

\*\*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 issuer withheld shares of Common Stock from the reporting person to pay the tax withholding obligations related to the vesting of equity awards held by the reporting person.
- The reporting person disclaims beneficial ownership, except to the extent of his pecuniary benefit, of the securities owned by Wilkins (2) Asset Management, Inc., and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (3) The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

9. Nu Deriv Secur Bene Owner Follo

**SEC 1474** 

(9-02)

Own Follo Repo Trans (Instr

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