

AMERICAN PUBLIC EDUCATION INC

Form 4/A

April 05, 2016

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 *
 Gibbons Peter W

2. Issuer Name **and** Ticker or Trading
 Symbol
 AMERICAN PUBLIC
 EDUCATION INC [APEI]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 111 WEST CONGRESS STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2016

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 SVP, Chief Admin. Officer

CHARLES TOWN, WV 25414

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 03/03/2016

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)
Common Stock, par value \$.01	03/01/2016		A ⁽¹⁾	1,188 ⁽²⁾	A \$ 0	17,926	D
Common Stock, par value \$.01	03/10/2016		F	153	D \$ 21.06	17,773	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 information contained in this form are not
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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)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Gibbons Peter W 111 WEST CONGRESS STREET CHARLES TOWN, WV 25414	SVP, Chief Admin. Officer

Signatures

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

04/05/2016

__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) Restricted Stock Unit Award pursuant to the American Public Education, Inc. 2011 Omnibus Incentive Plan. Performance-based award reflects the achievement of a free cash flow performance measure for the issuer's fiscal year ended December 31, 2015. Award vests in three equal installments, with one third vesting on March 1, 2016, one third vesting on January 27, 2017 and one third vesting on January 27, 2018.

(2) The original Form 4 for the transaction, filed on March 3, 2016, is being amended due to a calculation error that resulted in the original Form 4 reporting an incorrect number of Restricted Stock Units, and to directly reflect that the issuer withheld shares of Common Stock from the reporting person to pay tax withholding obligations related to the vesting of the Restricted Stock Units.

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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