Edgar Filing: McCluskey Frank B. - Form 4

McCluskey I	Frank B.										
Form 4 May 18, 200	9										
FORM										PPROVAL	
	UNIII	ED STATE			ND EX(D.C. 205		NGE	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o	F CHAN	GES IN SECUR		CIA	NERSHIP OF	Expires: January 3 20 Estimated average burden hours per response					
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section	17(a) of the		ility Hold	ling Com	ipany	Act o	ge Act of 1934, f 1935 or Sectio 40	on		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> McCluskey Frank B.			2. Issuer Name and Ticker or Trading Symbol AMERICAN PUBLIC EDUCATION INC [APEI]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 111 W. COM	(First) NGRESS STH	(Middle) REET	3. Date of (Month/Da 05/15/20	-	ansaction			Director X Officer (giv below)		6 Owner er (specify	
	(Street)			ndment, Da th/Day/Year	te Original			6. Individual or J Applicable Line) _X_ Form filed by	One Reporting Po	erson	
CHARLES	TOWN, WV	25414						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		Date 2A. De Year) Executi any (Month		Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3, Amount	l (A) of l of (D 4 and (A) or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par	05/15/2009			M	4,400	A	\$ 3.3	7,499	D		

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

value \$.01

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 3.3	05/15/2009		М	4,400	<u>(1)</u>	02/27/2016	Common Stock	4,400	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McCluskey Frank B. 111 W. CONGRESS STREET CHARLES TOWN, WV 25414			EVP, Provost				
Signatures							
/s/ Lisa G. Kessler, Attorney-in-Fact		05/18/2009					

**Signature of Reporting Person

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).

Date

(1) As of the date of this report, 21,782 shares were exercisable. The remaining shares underlying the option become exercisable in two equal installments on February 28, 2010 and 2011.

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.