

ITT EDUCATIONAL SERVICES INC
 Form 4
 July 05, 2006

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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 13000 NORTH MERIDIAN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/03/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

CARMEL,, IN 46032

(City) (State) (Zip)

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

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 (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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------|---|--|
| | | | Code | V | Amount or Price (A) or (D) (3) | | | | | |
| Common Stock | 07/03/2006 | | M ⁽¹⁾ | | 22,500 (2) | A | \$ 6.75 (3) | 123,688 (4) | D | |
| Common Stock | 07/03/2006 | | S ⁽¹⁾ | | 500 | D | \$ 65.27 | 123,188 (4) | D | |
| Common Stock | 07/03/2006 | | S ⁽¹⁾ | | 300 | D | \$ 65.3 | 122,888 (4) | D | |
| Common Stock | 07/03/2006 | | S ⁽¹⁾ | | 300 | D | \$ 65.32 | 122,588 (4) | D | |
| Common Stock | 07/03/2006 | | S ⁽¹⁾ | | 500 | D | \$ 65.33 | 122,088 (4) | D | |

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|--------------|------------|--------------|-------|---|----------|------------------------|---|
| Common Stock | 07/03/2006 | <u>S</u> (1) | 200 | D | \$ 65.37 | 121,888 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 400 | D | \$ 65.38 | 121,488 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 700 | D | \$ 65.39 | 120,788 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 200 | D | \$ 65.4 | 120,588 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 200 | D | \$ 65.41 | 120,388 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 400 | D | \$ 65.42 | 119,988 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 600 | D | \$ 65.43 | 119,388 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 100 | D | \$ 65.44 | 119,288 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 700 | D | \$ 65.45 | 118,588 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 2,000 | D | \$ 65.46 | 116,588 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 1,500 | D | \$ 65.47 | 115,088 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 2,300 | D | \$ 65.48 | 112,788 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 1,200 | D | \$ 65.49 | 111,588 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 6,800 | D | \$ 65.5 | 104,788 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 100 | D | \$ 65.51 | 104,688 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 100 | D | \$ 65.52 | 104,588 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 100 | D | \$ 65.54 | 104,488 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 300 | D | \$ 65.56 | 104,188 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 200 | D | \$ 65.58 | 103,988 ⁽⁴⁾ | D |
| Common Stock | 07/03/2006 | <u>S</u> (1) | 300 | D | \$ 65.6 | 103,688 ⁽⁴⁾ | D |
| | 07/03/2006 | <u>S</u> (1) | 100 | D | | 103,588 ⁽⁴⁾ | D |

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 February 1, 2006.

(2) Represents a portion of the: (a) 67,500 shares subject to a stock option (right to buy) granted on January 7, 2000 ("2000 Option"); and (b) the increase of 67,500 shares subject to the 2000 Option pursuant to the 2-for-1 split of the ESI common stock on June 6, 2002 ("June 2002 Split").

(3) Represents an original exercise price of \$13.50 for the shares of ESI common stock subject to the 2000 Option, reduced to \$6.75 pursuant to the June 2002 Split.

(4) This total does not include 10,801 shares of ESI common stock beneficially owned under the ESI 401(k) Plan on July 1, 2006.

(5) The option vested in three equal installments on January 7, 2001, 2002 and 2003.

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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