

WILFORD THOMAS J
Form 4
December 10, 2009

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 *
WILFORD THOMAS J

2. Issuer Name and Ticker or Trading Symbol
K12 INC [LRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 70

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2009

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

BOISE, ID 83707

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|--------------------------|
| | | | Code | V | Amount or Price | | | | |
| Common Stock | 12/08/2009 | | M | | 504 | A | \$ 6.83 504 | D | |
| Common Stock | 12/08/2009 | | S ⁽¹⁾ | | 504 | D | \$ 19.18 0 | D | |
| Common Stock | 12/08/2009 | | S ⁽¹⁾ | | 8,396 | D | \$ 19.18 246,638 | I | Alscott Investments, LLC |
| Common Stock | 12/09/2009 | | M | | 1,087 | A | \$ 6.83 1,087 | D | |
| Common Stock | 12/09/2009 | | S ⁽¹⁾ | | 1,087 | D | \$ 0 | D | |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|------------|---------|---|--------------------------|
| Stock | | | | | | 19.18 | | | |
| | | | | | | <u>(3)</u> | | | |
| Common Stock | 12/09/2009 | | S ⁽¹⁾ | 18,113 | D | \$ 19.18 | 228,525 | I | Alscott Investments, LLC |
| | | | | | | <u>(3)</u> | | | |
| Common Stock | 12/10/2009 | | M | 278 | A | \$ 6.83 | 278 | D | |
| Common Stock | 12/10/2009 | | S ⁽¹⁾ | 278 | D | \$ 19.23 | 0 | D | |
| | | | | | | <u>(4)</u> | | | |
| Common Stock | 12/10/2009 | | S ⁽¹⁾ | 4,622 | D | \$ 19.23 | 223,903 | I | Alscott Investments, LLC |
| | | | | | | <u>(4)</u> | | | |

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

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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 6.83 | 12/08/2009 | | M | 504 | 03/31/2008 03/31/2012 | Common Stock | 504 |
| Employee Stock Option (right to buy) | \$ 6.83 | 12/09/2009 | | M | 298 | 03/31/2008 03/31/2012 | Common Stock | 298 |
| | \$ 6.83 | 12/09/2009 | | M | 789 | 03/31/2009 03/31/2013 | | 789 |

| | | | | | | | | | |
|--|---------|------------|---|-----|------------|------------|--|-----------------|-----|
| Employee Stock Option (right to buy) | | | | | | | | Common Stock | |
| Employee Stock Option (right to buy) | \$ 6.83 | 12/10/2009 | M | 278 | 03/31/2009 | 03/31/2013 | | Common Stock | 278 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILFORD THOMAS J P.O. BOX 70 BOISE, ID 83707 | | X | | |

Signatures

/s/ Christopher R. Ryan,
attorney-in-fact

12/10/2009

__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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 11, 2009.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.16 to \$19.22, inclusive. The reporting person undertakes to provide to K12 Inc., any security holder of K12 Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.16 to \$19.28, inclusive. The reporting person undertakes to provide to K12 Inc., any security holder of K12 Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.16 to \$19.38, inclusive. The reporting person undertakes to provide to K12 Inc., any security holder of K12 Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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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