

ELWOOD CLARK D
Form 4
September 14, 2007

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 *
ELWOOD CLARK D

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr VP, Gen Counsel & Secretary

(Last) (First) (Middle)
C/O ITT EDUCATIONAL SERVICES INC, 13000 NORTH MERIDIAN STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2007

CARMEL, IN 46032-1404
(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 09/13/2007 | | M ⁽¹⁾ | | 10,168 ⁽²⁾ | A | \$ 49.74 10,904 D |
| Common Stock | 09/13/2007 | | S ⁽¹⁾ | | 100 | D | \$ 112.5 10,804 D |
| Common Stock | 09/13/2007 | | S ⁽¹⁾ | | 200 | D | \$ 112.55 10,604 D |
| Common Stock | 09/13/2007 | | S ⁽¹⁾ | | 100 | D | \$ 112.56 10,504 D |
| | 09/13/2007 | | S ⁽¹⁾ | | 100 | D | 10,404 D |

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| | | | | | | | | | |
|--------------|------------|-------------|-----|---|--------|--------|---|--|------------------------|
| Common Stock | | | | | \$ | | | | |
| | | | | | 112.57 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 100 | D | \$ | 10,304 | D | | |
| | | | | | 112.58 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 100 | D | \$ | 10,204 | D | | |
| | | | | | 112.59 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 100 | D | \$ | 10,104 | D | | |
| | | | | | 112.68 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 100 | D | \$ | 10,004 | D | | |
| | | | | | 112.69 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 100 | D | \$ | 9,904 | D | | |
| | | | | | 112.76 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 100 | D | \$ | 9,804 | D | | |
| | | | | | 112.77 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 100 | D | \$ | 9,704 | D | | |
| | | | | | 112.78 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 100 | D | \$ | 9,604 | D | | |
| | | | | | 112.8 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 100 | D | \$ | 9,504 | D | | |
| | | | | | 112.83 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 200 | D | \$ | 9,304 | D | | |
| | | | | | 112.85 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 100 | D | \$ | 9,204 | D | | |
| | | | | | 112.86 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 500 | D | \$ | 8,704 | D | | |
| | | | | | 112.89 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 200 | D | \$ | 8,504 | D | | |
| | | | | | 112.9 | | | | |
| Common Stock | 09/13/2007 | <u>S(1)</u> | 200 | D | \$ | 8,304 | D | | |
| | | | | | 112.96 | | | | |
| Common Stock | | | | | | 6,097 | I | | By Company 401(k) Plan |

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)

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| 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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option (Right to Buy) | \$ 49.74 | 09/13/2007 | | M ⁽¹⁾ | 2,600 ⁽²⁾ | ⁽³⁾ 02/02/2012 | Common Stock | 2,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ELWOOD CLARK D C/O ITT EDUCATIONAL SERVICES INC 13000 NORTH MERIDIAN STREET CARMEL, IN 46032-1404 | | | Sr VP, Gen Counsel & Secretary | |

Signatures

Clark D. 09/14/2007
Elwood

**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 transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 18, 2007.
- (2) Represents a portion of the 20,100 shares subject to a stock option (right to buy) with an effective grant date of February 2, 2005.
- (3) The option vested in one installment on October 24, 2005.

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