

ITT EDUCATIONAL SERVICES INC  
Form DEFA14A  
March 13, 2009  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.            )

Filed by the Registrant            

Filed by a party other than the Registrant           

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

ITT EDUCATIONAL SERVICES, INC.

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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**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 control number.**

**Shareholder Meeting to be held on May 5, 2009**

**ITT EDUCATIONAL SERVICES, INC.**

**Proxy Materials Available**

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Materials**

Notice of Annual Meeting and Proxy Statement

Annual Report on Form 10-K

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

ITT EDUCATIONAL SERVICES, INC.

13000 NORTH MERIDIAN STREET

CARMEL, IN 46032-1404

**PROXY MATERIALS - VIEW OR RECEIVE**

You can choose to view the materials online or receive a paper or e-mail copy. There is **NO** charge for requesting a copy. Requests, instructions and other inquiries will **NOT** be forwarded to your investment advisor.

**To facilitate timely delivery please make the request as instructed below on or before 04/21/09.**

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number (located on the following page) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

2) BY TELEPHONE - 1-800-579-1639

3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

**See the Reverse Side for Meeting Information and Instructions on How to Vote**

**Meeting Information**

Meeting Type: Annual

Meeting Date: 05/05/09

Meeting Time: 11:30 A.M., Local Time

For holders as of: 03/06/09

**Meeting Location:**

Intercontinental Chicago O Hare

5300 North River Road

Rosemont, IL 60018

**Meeting Directions:**

For meeting location directions, please call:

(847) 544-5300

**How To Vote**

**Vote in Person**

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the Meeting, you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have this notice in hand when you access the web site and follow the instructions.

If you are a record holder and would like to attend the Annual Meeting and vote in person, please bring this notice and a valid form of identification. If the shares are held in a brokerage account or by a bank or other holder of record and you would like to vote at the Annual Meeting, you must obtain a legal proxy from your broker, bank or other holder of record and present it, along with a valid form of identification, at the Annual Meeting.

**Voting items**

**THE BOARD OF DIRECTORS  
RECOMMENDS A VOTE FOR ITEMS 1 AND  
2.**

1. To elect as Directors of ITT Educational Services, Inc. ( ITT/ESI ) the nominees listed below.

**Nominees:**

- |     |                |
|-----|----------------|
| 01) | Joanna T. Lau  |
| 02) | Samuel L. Odle |
| 03) | John A. Yena   |

2. To ratify the appointment of PricewaterhouseCoopers LLP to serve as ITT/ESI s independent registered public accounting firm for its fiscal year ending December 31, 2009.

